

Media Matrix Worldwide Limited

Regd. Office: A/308, Dynasty Business Park CHS LTD, A K Road, Opp Sangam Cinema,
Near Kohinoor Hotel Andheri(East) Mumbai – 400059, Maharashtra
Telephone: +91-22-46089205, **Fax:** +91-22-46089205
Email: mmwl.corporate@gmail.com, **Website:** www.mmwlindia.com,
Corporate Identity Number: L32100MH1985PLC036518

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that the **40th (Fortieth) Annual General Meeting ('AGM')** of the Members of **Media Matrix Worldwide Limited ('Company')** will be held on **Tuesday, the 30th day of September, 2025 at 11:00 A.M. I.S.T. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM")** to transact the following businesses:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors' thereon as laid before this meeting be and are hereby received, considered and adopted."

2. Adoption of Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 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 March 31, 2025 and the reports of Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

3. Appointment of director in place of the retiring director

To appoint a director in place of Mr. Sunil Batra (DIN: 02188254), Director (Non-Executive), 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, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sunil Batra (DIN: 02188254), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotation, of the Company."

Special Business

4. To appoint Secretarial Auditors of the Company

To appoint M/s MZ & Associates, firm of Company Secretaries in Practice, (Firm Registration Number: P2014DE040000) and Peer Review Certificate No. 6995/2025 as the Secretarial Auditor of the Company for a period of five (05) consecutive financial years, i.e., for the financial year 2025-26 to 2029-30 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 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosures Requirements) (Third Amendment) Regulations, 2024, dated December 12, 2024, read with SEBI circular bearing no. SEBI/HO/CFD/ CFD-PoD-2/CIR/P/2024/185, dated December 31, 2024, *(including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force)*, and other applicable provisions if any, and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s MZ & Associates, Firm of Company Secretaries in Practice, (Firm Registration Number: P2014DE040000) and Peer Review Certificate No. 6995/2025, be and is hereby appointed as a Secretarial Auditor of the Company, for conducting the secretarial audit for a period of five (05) consecutive years, i.e., for the financial year 2025-26 to 2029-30 at such fees, plus applicable taxes and other out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

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

5. Shifting of Registered Office

To approve shifting of the Registered Office of the Company from the State of Maharashtra to the State of Haryana and consequential amendment to the Memorandum of Association of the Company and in this regard, to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*) and subject to the approval of the Central Government (*powers delegated to Hon'ble Regional Director, Western Region, Ministry of Corporate Affairs*) or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the State of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT upon receipt of the Order of the Hon'ble Regional Director, Western Region, approving the alteration, and filing of the certified copy of such Order with the Registrar of Companies (**“ROC”**), and issuance of the necessary Certificate by the ROC indicating the alteration, the Registered Office of the Company be shifted from “A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, NR. Kohinoor Hotel Andheri (East), Mumbai – 400059, Maharashtra” in the State of Maharashtra to “Plot No. 38, 4th Floor, Institutional Area, Sector 32, Gurugram-122001, Haryana” in the State of Haryana.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**, *which term shall be deemed to include any of its duly constituted committee*) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

6. Re-appointment & Remuneration of Mr. Sandeep Jairath (DIN: 05300460) as Whole-time Director cum Chief Financial Officer of the Company.

To approve the re-appointment and remuneration of Mr. Sandeep Jairath (DIN: 05300460) as Whole-time Director cum Chief Financial Officer of the Company and a key managerial personnel of the Company, for a period of three years and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (**“Act”**), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**“SEBI Listing Regulations”**) (*including any statutory modification(s) or re-enactment thereof for the time being in force*), and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Sandeep Jairath (DIN 05300460) as the Whole-time Director cum Chief Financial Officer of the Company, whose current term of office is expiring on May 24, 2026, for a further period of 03 (three) years, from May 25, 2026 to May 24, 2029 on the terms and conditions, including remuneration as set out in the statement annexed to the Notice of this AGM, with the authority to the Board of Directors, to alter and vary or alter such terms of re-appointment and remuneration so as to not exceeding the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year during the tenure of Mr. Sandeep Jairath as the Whole-time Director cum Chief Financial Officer of the Company, he shall be paid remuneration as set out in the Statement referred above as the minimum remuneration in accordance with the provisions of Schedule V to the Act, without seeking any further approval from the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorised representative(s) of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve the material related party transactions of nexG Devices Private Limited (subsidiary of the Company), & Media Matrix Enterprises Private Limited (wholly-owned subsidiary of the Company), with their related parties

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time, read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (**“SEBI Master Circular”**), the applicable provisions of the Companies Act, 2013 (**“Act”**) read with Rules made thereunder and other applicable laws/statutory provisions, if any, *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force)*, read with the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the material Related Party Transactions *(whether an individual transaction or transactions taken together or series of transactions or otherwise)* to be entered into and/or executed and/or to continue, with 'Related Parties' of the Company's subsidiaries, namely nexG Devices Private Limited (**“nexG”**), and Media Matrix Enterprises Private Limited (**“MMEPL”**), with respect to sale of various types of goods, raw material and services, purchase of various types of goods, raw materials and Services, availing and giving of loans on such material terms and conditions as detailed in the statement to this resolution and as may be mutually agreed between **nexG**, **MMEPL**, and their related parties for a period not exceeding fifteen months from the date of present Annual General Meeting, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category in the statement annexed to the Notice of this AGM, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arms' length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as **‘Board’** which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

Registered Office:

A/308, Dynasty Business Park
CHS LTD, A K Road
Opp Sangam Cinema
Near Kohinoor Hotel Andheri (East),
Mumbai- 400 059, Maharashtra

Place: Gurugram
Date: August 13, 2025

By order of the Board
For Media Matrix Worldwide Limited

(Mohd Sagir)
Company Secretary
Membership No. FCS 11061

NOTES:

1. In compliance with the Ministry of Corporate Affairs ('MCA') Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("**MCA Circulars**"), permitted the companies to conduct the AGM through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of members at a common venue and the Securities and Exchange Board of India ("**SEBI**") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("**SEBI Circulars**") (hereinafter collectively referred to as "**Circulars**"), *inter-alia* allowed relaxation from dispatching of hard copy of statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses. Hence, in compliance with the Circulars, the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), **the 40th AGM of the Company is being held through VC/OAVM on Tuesday, September 30, 2025 at 11:00 a.m. (IST).**

The deemed venue for the AGM will be the registered office of the Company.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the Circulars issued by the MCA, 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 entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorised 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. 4, 5, 6 and 7 of the accompanying Notice are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The relative Statement pursuant to Section 102 of the Act in respect of the business under Item No. 4 to 7 set out above and the relevant details of the Directors seeking re-appointment at this AGM in respect of business under Item No. 3 & 6 as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standard-2**") 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 40th AGM through VC/OAVM facility. Corporate members intending to appoint their authorised representatives pursuant to Section 113 of the Act, 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 or the authorisation letter to the Scrutinizer by email at scrutinizer@mmwlindia.com with a copy marked to evoting@nsdl.com & mmwl.corporate@gmail.com
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 at least 15 minutes before and till 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. Members will be able to view the proceedings of the AGM on the e-voting website of 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 compliance with the aforementioned Circulars issued by the MCA and the SEBI, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository Participants (DP's).

The Notice of AGM along with the Annual Report 2024-25 will also be available on the Company's website viz. www.mmwlindia.com, on the website of the Stock Exchange i.e. the BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending letters to members whose e-mail address is not registered with Company/ Depositories providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-25 of the Company, he/she may send a request to the Company by writing at Media Matrix Worldwide Limited, A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, Near, Kohinoor Hotel Andheri (East), Mumbai – 400059, Maharashtra, or Company's Registrar and Share Transfer Agent (RTA)- MUFG Intime India Private Limited (*Formerly Link Intime India Pvt. Ltd.*) at C 101, Embassy 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 mentioning their DP ID and Client ID/folio no. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement, statutory registers and other relevant documents shall be made available for inspection at the Registered Office of the Company during business hours (between 11.00 a.m. to 1.00 p.m.) on any working day upto the date of AGM or a request can be sent at email-id: mmwl.corporate@gmail.com for inspection through electronic mode.

11. The Board of Directors have appointed M/s MZ & Associates, Firm of Company Secretaries in Practice, (Firm Registration Number P2014DE040000) and Peer Review Certificate No. 6995/2025, as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.
12. Pursuant to Section 91 of the Act, the Register of Members and share transfer books of the Company will remain closed from **Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive)** for the purpose of the Annual General Meeting (AGM).
13. 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 **Tuesday, 23rd September, 2025** 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. Tuesday, 23rd September, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company at mmwl.corporate@gmail.com and/ or RTA at rnt.helpdesk@linkintime.co.in.
14. 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 to the concerned shareholder(s).
15. 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 DP only and not to the Company's RTA. Changes intimated to the DP 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 rnt.helpdesk@linkintime.co.in, as per instructions mentioned in the form.

16. **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.**
17. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** 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. Request for transmission of shares etc. pursuant to SEBI Master Circular: https://www.sebi.gov.in/legal/master-circulars/may-2024/master-circular-for-registrars-to-an-issue-and-share-transfer-agents_83226.html dated May 07, 2024 shares will continue to be accepted. However, only letter of confirmation shall be issued, and shareholder has to get the shares dematerialised based on this letter.
 - a) Further SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests. 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 dematerialised form. Members can contact the Company's RTA for assistance in this regard.

- b) Members may also note that SEBI vide its Master Circular dated May 7, 2024, has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of Dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.mmwlindia.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants (DP).

SEBI vide its Master Circular dated May 7, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, has made it mandatory for the holders of physical securities to furnish PAN, Choice of Nomination (Optional), Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA of the Company in respect of all concerned Folios.

Security holders, whose folios are not updated with any of aforesaid KYC details, shall be eligible to get dividend only in electronic mode w.e.f. April 1, 2024 after furnishing their KYC details. All new investors shall be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes.

- c) SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated August 11, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

- d) To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP's 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.
- e) The Company has made arrangement with the RTA/NSDL/CDSL 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/ DP's are required to provide the same to RTA, pursuant to which any member may receive the Notice of the AGM along with the Annual Report 2024-25 and the procedure for remote e-voting along with the login ID and Password for remote e-voting.

- f) **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period commences on **Saturday, September 27, 2025 at 09:00 A.M. (I.S.T) and ends on Monday, September 29, 2025 at 05:00 P.M (I.S.T)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Tuesday, September 23, 2025** may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 23, 2025**. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?




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

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no. 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09 911

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services 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.

- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- v. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your '**initial password**'?
 - 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**'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.
- viii. Now, you will have to click on "**Login**" button.
- ix. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.com.
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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com.

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), AADHAR (self-attested scanned copy of Aadhar Card) by email to mmwl.corporate@gmail.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), AADHAR (self-attested scanned copy of Aadhar Card) to mmwl.corporate@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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/ shareholders, 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. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through **VC/OAVM** through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC/OAVM link**" placed under "**Join General meeting**" menu against company name. You are requested to click on **VC/OAVM** link placed under Join Annual General Meeting menu. The link for **VC/OAVM** will be available in Shareholder/Member 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 at mmwl.corporate@gmail.com, from **Thursday, September 25, 2025 (9:00 A.M. IST)** upto **Friday, September 26, 2025 (05:00 P.M. IST)** 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 the date of AGM by the Company suitably, if necessary.

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

SPEAKER REGISTRATION BEFORE AGM

Members of the Company, holding shares as on the cut-off date i.e. **Tuesday, September 23, 2025** 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 25, 2025 (09:00 A.M. IST) up to Friday, September 26, 2025 (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), within 2 (two) working days 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 Chairperson or a person authorised by him in writing.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mmwlinidna.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. **Tuesday, September 30, 2025**.

“Annexure-A”

DETAILS OF DIRECTOR PROPOSED TO BE RE-APPOINTED PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND THE SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Sunil Batra	Mr. Sandeep Jairath
DIN	02188254	05300460
Date of Birth, (Age in years)	18.04.1957, (68 Years)	11.04.1972, (53 Years)
Date of first Appointment	31.01.2018	25.05.2017
Experience/Expertise in Specific Functional Areas/ Brief Resume	Mr. Sunil Batra is a Commerce graduate with over 44 years of experience. He is an accomplished marketing professional and an aficionado in consumer sales, with a successful track record of more than two decades across leading FMCG multinationals such as Lipton India (HUL), Kellogg's India, Bata India, Coca-Cola, and Tata Teleservices Limited (TTSL).	Mr. Sandeep Jairath is a Commerce graduate from Kurukshetra University, Haryana, and holds an MBA in Finance from the Indian Management Institute (IMI) Mumbai. With a professional career spanning over three decades, he brings extensive experience in the telecom sector and allied industries. Over the years, he has held key positions in reputed organisations such as Hutchison Max Telecom Limited and Quadrant Televentures Limited, where he was entrusted with critical responsibilities in the areas of finance management, strategic planning, and revenue assurance. His expertise lies in streamlining financial operations, ensuring compliance with regulatory requirements, and implementing robust revenue assurance frameworks, contributing significantly to operational efficiency and business growth.
Qualification(s)	Commerce Graduate	B. Com, MBA (Finance)
Directorship in another companies	<ol style="list-style-type: none"> Infotel Business Solutions Limited NexG Devices Private Limited In-Touch Infotech Services Private Limited Digivive Services Private Limited MN Televentures Private Limited Daffodil Hotels Private Limited NexG Platforms Private Limited Eris Enterprises Private Limited Madelin Enterprises Private Limited Oneclick Technologies Private Limited 	<ol style="list-style-type: none"> NexG Devices Private Limited Media Matrix Enterprises Private Limited MNV Alliances Private Limited Infotel Access Enterprises Private Limited Vedific Private Limited MN Media Ventures Private Limited MN Televentures Private Limited NexG Venture India Private Limited Magma Media Services Private Limited MNVPL Projects Private Limited Digivive Services Private Limited Daffodil Hotels Private Limited NexG Distribution Private Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairmanship/ Membership of committees of other boards)	nexG Devices Private Limited Corporate Social Responsibility Committee – Member	nexG Devices Private Limited Audit Committee –Chairman Nomination & Remuneration Committee- Chairman Corporate Social Responsibility Committee – Chairman

Shareholding in the listed entity, including shareholders as a beneficial owner	NIL	NIL
Relationship with other Directors & KMPs of the Company	None	None
No. of Board Meeting held/Attended	04/04	04/04
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee meetings, no other remuneration is payable	As per Item No. 6 read with Statement under Section 102 of the Companies Act, 2013, annexed thereto of the Notice of this AGM
Last Remuneration drawn (per annum)	₹ 1,75,000/- only (Rupees One Lakh Seventy Five Thousand only. (Towards Sitting fee for attending Board and its Committee meetings from April 01, 2024 till March 31, 2025)	₹ 34,74,000/- (Rupees Thirty Four Lakhs and Seventy Four Thousand only) (Salary for FY25)
Terms and conditions of re-appointment & remuneration	As mentioned in the Resolutions and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. www.mmwlindia.com	

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)

As required under Section 102 of the Act, the following statement sets out all material facts relating to business mentioned under Item No. 4 to 7 of the accompanying Notice:

Item No. 4:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (“Act”) and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), M/s MZ & Associates, Firm of Company Secretaries in Practice, (Firm Registration Number P2014DE040000) and Peer Review certificate No. 6995/2025 has served as Secretarial Auditor of the Company for the financial year 2024-25.

Regulation 24A of the SEBI Listing Regulations, *inter alia*, provides that with effect from April 01, 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting (“AGM”) and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations.

Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before March 31, 2025, shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor.

Taking into account the above requirements, the Board of Directors of the Company (“Board”), at its meeting held on May 29, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members of the Company, appointment of M/s MZ & Associates, Firm of Company Secretaries in Practice, (Firm Registration Number P2014DE040000) and Peer Review certificate No. 6995/2025, as Secretarial Auditor for a term of 05 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

M/s MZ & Associates is a Company Secretaries firm, established in 2014, which possesses extensive and diverse expertise in corporate laws. It renders quality services across multiple disciplines, with a strong track record. M/s MZ & Associates is equipped with the team of qualified professionals having wide and extensive corporate experience and serving various corporate clients from different sectors.

The Company has received written consent from **M/s MZ & Associates**, confirming their eligibility and willingness to be appointed as the Secretarial Auditor of the Company. **M/s MZ & Associates** has also confirmed that it meets the requirements for such appointment in accordance with the provisions of the Act and SEBI Listing Regulations. It holds a valid certificate issued by the Peer Review Board of ICSI and has not incurred any of the disqualifications as specified by the SEBI. The proposed appointment, if made, will be in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

The proposed remuneration for conducting the secretarial audit for the financial year 2025-26 shall be ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and other out-of-pocket expenses. The proposed fees have been determined considering the scope of work, auditor’s industry experience, and the time and expertise required to conduct the secretarial audit effectively. Any additional fees for statutory certifications or other professional services will be determined separately by the management, in consultation with the secretarial auditor and will be subject to approval by the Board of Directors and/or the Audit Committee, as applicable. The remuneration for the subsequent financial years from 2027 to 2030 will also be approved by the Board and/ or the Audit Committee, in accordance with the applicable regulatory provisions.

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the Members of the Company.

Accordingly, approval of the members is sought to pass the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in the above resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

ITEM NO. 5

The Registered Office of the Company is currently situated in the State of Maharashtra at A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, Near. Kohinoor Hotel, Andheri (East), Mumbai – 400059, Maharashtra. However, the Company presently does not carry out any significant operational activities from this location. The Company’s day-to-day operations are largely managed from its Corporate Office in Gurugram.

Furthermore, all books of account and other statutory records are presently maintained at the Corporate Office in Gurugram, in compliance with the applicable provisions of the Companies Act, 2013.

To exercise better administrative efficiency, economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company, at its meeting held on August 13, 2025, has approved the shifting of the Registered Office of the Company from “A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, NR. Kohinoor Hotel, Andheri (East), Mumbai – 400059, Maharashtra to “Plot no. 38, 4th Floor, Institutional Area, Sector 32, Gurugram-122001, Haryana”, subject to the approval of the members, the Central Government (Power delegated to Hon’ble Regional Director Western Region, Ministry of Corporate Affairs) and other requisite statutory / regulatory approvals.

The shifting of Registered Office from the State of Maharashtra to the State of Haryana, is in the best interest of the Company and its stakeholders, and will not be detrimental to the interest of shareholders, creditors or employees or other public at large, in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13, and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (*including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force*), shifting of the Registered Office from one state to another and consequent alteration of Clause II of the Memorandum of Association (“MOA”) of the Company requires the approval of members of the Company by way of a Special Resolution and approval of the Hon’ble Regional Director, Western Region.

Therefore, the approval of the members is sought for shifting of the Registered Office of the Company from the state of Maharashtra to the State of Haryana and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other relevant documents, if any, being referred in the resolution will be available for inspection by the members, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, if any, in any way, financially or otherwise, is interested or concerned in the above resolution.

The Board recommends the Special Resolution set forth at Item No. 5 of the Notice for the approval of members.

Item No. 6.

Mr. Sandeep Jairath (DIN: 05300460) was previously re-appointed as a Whole Time Director cum Chief Financial Officer on the Board of your Company, in the Board meeting held on April 26, 2023 and which was subsequently approved by the Members of the Company by way of postal ballot held on June 18, 2023, for a period of 3 (three) years from May 25, 2023 to May 24, 2026.

Accordingly, the current term of appointment of Mr. Sandeep Jairath as a Whole Time Director cum Chief Financial Officer of the Company is expiring on May 24, 2026.

Based on the skills, experience, knowledge and positive outcome of performance evaluation and the substantial contribution made by Mr. Sandeep Jairath during his tenure as the Whole Time Director cum Chief Financial Officer of the Company, and on the recommendation of the Nomination and Remuneration Committee (“NRC”), at its meeting held on August 13, 2025, the Board of Directors at its meeting held on the same date, approved, subject to the approval of members, the re-appointment of Mr. Sandeep Jairath as a Whole Time Director cum Chief Financial Officer (designated as a Key Managerial Personnel), not liable to retire by rotation, for a period of consecutive three years commencing from May 25, 2026 to May 24, 2029, on the terms and conditions, including remuneration as recommended by the NRC and approved by the Board, in accordance with Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the “Act”) and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Mr. Sandeep Jairath (DIN: 05300460) has given a declaration as per Section 196(3) read with Part I of Schedule V to the Act that he fulfils the conditions for the re-appointment of a Whole Time Director and a declaration in form DIR-8 that he is not dis-qualified from being appointed as a Director in terms of Section 164(2) of the Act.

Also, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. Sandeep Jairath (DIN: 05300460) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In view of the above, it is proposed to seek the approval of the members for the re-appointment of Mr. Sandeep Jairath as Whole-time Director and Chief Financial Officer of the Company, and for the remuneration payable to him.

Apart from holding the position of Whole Time Director, he also serves as the Chief Financial Officer of the Company and is responsible for financial planning and analysis, budgeting and forecasting, financial reporting, treasury and cash management, risk management, and strategic planning.

Further, Mr. Jairath is not holding any shares in the Company.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sandeep Jairath as a Whole Time Director cum Chief Financial Officer are as under:

a. Salary, Perquisites and Allowances: Up to ₹ 63,50,000/- (Rupees Sixty three Lakhs and Fifty thousand only)

The Perquisites and Allowances, as aforesaid, shall include accommodation or house rent allowance in lieu thereof, leave travel concession for self and family including dependents, fuel/mobile reimbursement, contribution to provident fund, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and such other perquisites or allowances.

Further, Mr. Sandeep Jairath shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on his overall remuneration.

- encashment of leave as per the policy of the Company.
- medical Insurance for self and family including dependents and personal accident Insurance.

The annual increment in salary, perquisites, and allowances, as may be determined by the Board and/or the NRC of the Board, shall be included in the computation of the aforesaid ceiling of remuneration.

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

Notwithstanding anything to the contrary contained herein, where in a financial year, during the currency of the tenure of Mr. Sandeep Jairath, the Company has no profit or its profits are inadequate, the Company shall subject to the requisite approvals/ sanctions, if any, wherever required and subject to the provisions of Sections 196, 197 and 203 of the Act and subject to the conditions and limits specified in Schedule V to the Act, pay Mr. Sandeep Jairath, Salary, Perquisites and Allowances, as set out herein above, as the minimum remuneration.

A brief profile of Mr. Sandeep Jairath to be re-appointed as Whole Time Director cum Chief Financial Officer of the Company is given under the heading "**Details of Directors proposed to be re-appointed, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India**" or elsewhere in the Notice. This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

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

I. General information:			
Nature of Industry	Media Matrix Worldwide Limited (MMWL) is a B2B focused next-generation technology and services provider, specializing in Value Added Services (VAS) across the mobile and digital ecosystem. Beyond its core VAS offerings, MMWL is also engaged in the distribution of wide range of innovative products in mobility, audio, consumer electronics and IT segment across India through one of its subsidiaries.		
Date or expected date of commencement of commercial production	Not Applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Performance for Financial Year 2024-25 & 2023-24 (standalone basis) (Amount in ₹ Lakh)		
	Financial Year	2024-25	2023-24
	Gross Revenue	531.73	423.65
	Profit Before tax	216.41	132.46
	Profit After tax	215.76	128.53
Foreign investments or collaborations, if any	Not Applicable		
II. Information about the appointee:			
Background details:	Mr. Sandeep Jairath is a Commerce graduate from Kurukshetra University, Haryana, and holds an MBA in Finance from the Indian Management Institute (IMI) Mumbai. With a professional career spanning over three decades, he brings extensive experience in the telecom sector and allied industries.		

	<p>Over the years, he has held key positions in reputed organisations such as Hutchison Max Telecom Limited and Quadrant Televentures Limited, where he was entrusted with critical responsibilities in the areas of finance management, strategic planning, and revenue assurance.</p> <p>His expertise lies in streamlining financial operations, ensuring compliance with regulatory requirements, and implementing robust revenue assurance frameworks, contributing significantly to operational efficiency and business growth.</p>
Past remuneration	<p>FY 2024-2025- ₹ 34,74,000/-</p> <p>FY 2023-2024- ₹ 26,81,000/-</p> <p>FY 2022-2023- ₹ 29,91,000/-</p>
Recognition or awards	<p>He was recognized as a star performer at HFCL Infotel Limited, where he earned three promotions within four years, and was honored with the 'Best Internal Financial Controller' award in 2014.</p>
Job profile and his suitability	<p>He possesses nearly three decades of extensive experience in finance and operations, having worked across diverse sectors such as Telecom, Manufacturing, Media & Entertainment (OTT services), and Distribution with reputed organizations including HFCL Infotel Limited and Hutchison Max Telecom Limited. At present, he is responsible for formulating the Company's financial strategy, overseeing internal controls, and efficiently managing working capital. With over a decade of specialized experience in the Media & Entertainment industry, particularly in managing OTT platforms, his qualifications, expertise, and professional track record make him well-suited for the role of Whole-time Director and Chief Financial Officer of the Company.</p>
Remuneration proposed	<p>As set out in the Special resolution forming part of the Notice and statement.</p>
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)	<p>Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with the industry standards and board level positions held in similarly sized and positioned businesses.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>Except for the proposed re-appointment and remuneration, Mr. Sandeep Jairath does not have any pecuniary relationship with the Company or with any other key managerial personnel.</p>
III. Other information:	
Reason of loss or inadequate profits	<p>During the FY25, the Company recorded a consolidated net profit of ₹444.95 Lakhs, as compared to ₹704.10 Lakhs in the previous FY24. While the Company achieved a significant increase in consolidated revenue, from ₹1,41,530.01 Lakhs in FY24 to ₹1,88,702.39 Lakhs in FY25, profitability was impacted due to increased operational costs including higher input & logistics costs associated with scaling distribution operations across India and competitive pricing pressures in consumer electronics and mobility segment among others.</p>
Steps taken or proposed to be taken for improvement	<p>To address challenges and enhance profitability, the Company and its subsidiary, nexG Devices Private Limited (nexG), have taken the following steps:</p> <p>Product Diversification: Expanded into high-demand segments such as audio (JBL), consumer electronics (AKAI, AIWA), and mobile accessories.</p> <p>Channel Expansion: Strengthened presence across e-commerce and quick commerce platforms including Amazon, Flipkart, Blinkit, Zepto, and Swiggy Instamart.</p> <p>Operational Efficiency: Invested in logistics, warehousing, and supply chain optimization to reduce costs and improve service levels.</p> <p>Strategic Partnerships: Continued to build alliances with leading brands to enhance market reach and profitability.</p> <p>These initiatives are expected to drive sustainable growth and improve profitability of the Company in the coming years.</p>
Expected increase in productivity and profits in measurable terms	<p>The series of steps taken/to be taken by the Company would increase productivity and profits.</p> <p>With these measures, the Company would expect increase in sales as well as profits.</p>

Mr. Sandeep Jairath is interested in the resolution as set out at Item No. 6 of the Notice. The relatives of Mr. Sandeep Jairath may be deemed to be interested in this resolution to the extent of their shareholding, 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.

It is, therefore, proposed to seek the members' approval for re-appointment and remuneration payable to Mr. Sandeep Jairath as Whole Time Director cum Chief Financial Officer of the Company, in terms of the applicable provisions of the Act and the SEBI Listing Regulations.

Your Board recommends the Special Resolution set out at Item no. 6 of the Notice for your approval.

Item No. 7.

Pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all material related party transactions require prior approval of the shareholders through ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As per the SEBI Listing Regulations, a related party transaction is considered '**material**' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. Considering that 10% of consolidated turnover of the Company as on March 31, 2025, amounts to ₹188.70 crore, the materiality threshold for seeking shareholders' approval is therefore ₹188.70 crore.

SEBI vide Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, ("**SEBI Master Circular**"), had, inter-alia, clarified that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding fifteen months. In case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

nexG Devices Private Limited ("nexG") a subsidiary of the Company, is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution across all states.

nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels.

The annual audited consolidated turnover for the FY2024-25 of the Company was ₹1887.03 Crores (Rupees One Thousand Eight Hundred eighty-seven Crore and Three Lakh Only). Considering the quantum of transactions of nexG with its related parties during the previous years, the business projections for the Financial year 2025-26 and 2026-27 and the market trend, the Company anticipates that the aggregate value of proposed transaction(s) between the nexG and its related parties as mentioned in the table below under the head '**value of proposed transactions**', may exceed rupees one thousand crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

Accordingly, the approval of the Members of the Company is sought, by way of an Ordinary Resolution for the proposed transactions of nexG with its related parties for a period not exceeding fifteen months from the date of present Annual General Meeting.

Similarly, Media Matrix Enterprises Private Limited ("**MMEPL**") a Material Wholly Owned Subsidiary is engaged in business of making investments in existing/new projects to be undertaken by us jointly or severally.

Considering the quantum of transactions of MMEPL, with its related parties during the previous years, the business projections for the financial year 2025-26 and 2026-27 and the market trend, the Company anticipates that the aggregate value of proposed transaction(s) between the MMEPL and its related parties as mentioned in the table below under the head '**value of proposed transactions**', may also exceed rupees one thousand crore or ten per cent of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

Accordingly, the approval of the Members of the Company is sought, by way of an Ordinary Resolution for the proposed transactions of MMEPL with its related parties for a period not exceeding fifteen months from the date of present Annual General Meeting.

The Audit Committee and the Board of Directors after its due examination at their respective meetings held on August 13, 2025 have recommended the Material Related Party Transactions of nexG Devices Private Limited, Media Matrix Enterprises Private Limited with their related parties, for the consideration and approval of the members of the Company.

The Audit Committee and the Board of the Company are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company. The Board, therefore, recommends the Resolution no. 7 as set out in the Notice for the approval of the Members in terms of Regulation 23(4) of the SEBI Listing Regulations.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are set forth herein below:

1. nexG Devices Private Limited (“nexG”) with its related party Infotel Business Solutions Limited .(“IBSL”)

Sr. No.	Description	Particulars
1	Name of the related party	Infotel Business Solutions Limited.
2	Nature of relationship with Company	Related party of nexG Devices Private Limited i.e. Associate Company and significant influence.
3	Type, material terms and particulars of the proposed transaction	<p>Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements.</p> <p>The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.</p>
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Maximum value/Value of the proposed Transaction	<p>1. Sale of various types of Services- ₹ 20 Crore 2. Sale of various types of Goods/Raw Materials- ₹175 Crore 3. Purchase of various types of Services- ₹20 Crore 4. Purchase of various types of Goods/Raw Materials - ₹175 Crore 5. Loan to be availed - ₹20 Crore 6. Loan to be repaid - ₹20 Crore</p> <p>The aggregate value of the aforesaid transactions shall not exceed ₹430 crore.</p>
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>22.79% of the consolidated turnover of the Company with single related party.(Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>22.83 % of the annual turnover of the nexG with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds inconnection with the proposed transaction	Borrowing and internal accruals
B	<p>Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> Nature of indebtedness cost of funds and tenure of the indebtedness 	<p>Loan</p> <p>Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.</p>
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured</p>
D	Purpose for which funds will be utilized	Funds will be utilized to cover the operating expenditure and working capital requirements.

9	Justification as to why the RPT is in the interest of the listed entity	<p>a) IBSL has tie up with few manufacturing units and because of their existing relations with manufacturing units can get better procurement rates for nexG.</p> <p>b) nexG, being in the distribution business, requires support for funds and non-fund limits for its smooth operations which IBSL has the both at very competitive prices.</p> <p>c) For major bulk orders, for which IBSL financial infrastructure support will be required to execute the transactions.</p>
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, wherever applicable and would be placed before the Audit Committee/ Board, as the case may be.
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this Statement setting out material facts.

2. nexG Devices Private Limited ("nexG") with its related party Infotel Access Enterprises Private Limited ("IAEPL")

Sr. No.	Description	Particulars
1	Name of the related party	Infotel Access Enterprises Private Limited
2	Nature of relationship with Company	Infotel Access Enterprises Private Limited; related party of nexG Devices Private Limited under Section 2(76) of the Companies, Act, 2013
3	Type, material terms and particulars of the proposed transaction	<p>Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements.</p> <p>The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.</p>
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	<p>1. Sale of various types of Services- ₹20 Crore</p> <p>2. Sale of various types of Goods/Raw Materials- ₹175 Crore</p> <p>3. Purchase of various types of Services- ₹20 Crore</p> <p>4. Purchase of various types of Goods/Raw Materials- ₹175 Crore</p> <p>5. Loan to be availed- ₹20 Crore</p> <p>6. Loan to be Repaid- ₹20 Crore</p> <p>The aggregate value of the aforesaid transactions shall not exceed ₹430 crore.</p>
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>22.79% of the consolidated turnover of the Company with single related party.(Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>22.83 % of the annual turnover of the nexG with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals

B	Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.
9	Justification as to why the RPT is in the interest of the listed entity	IAEPL has tie up with few brands and because of their existing relations with these brands can get better procurement rates for nexG.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs will be taken wherever applicable and would be placed before the Audit Committee/ Board, as the case may be.
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this statement setting out material facts.

3. nexG Devices Private Limited ("nexG") with its related party Nexg Ventures India Private Limited ("NVIPL")

Sr. No.	Description	Particulars
1	Name of the related party	Nexg Ventures India Private Limited
2	Nature of relationship with Company	Nexg Ventures India Private Limited ; related party of nexG Devices Private Limited i.e. Significant influence of KMP
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements. The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	1. Sale of various types of Services- ₹15 Crore 2. Sale of various types of Goods/Raw Materials- ₹100 Crore 3. Purchase of various types of Services- ₹15 Crore 4. Purchase of various types of Goods/Raw Materials- ₹100 Crore 5. Loan to be availed- ₹20 Crore 6. Loan to be Repaid- ₹20 Crore The aggregate value of the aforesaid transactions shall not exceed ₹270 crore.
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	14.31 % of the consolidated turnover of the Company with single related party.(Basis FY 2024-25) <i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i>

7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	14.33 % of the annual turnover of the nexG with single related party.(Basis FY 2024-25) <i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.
9	Justification as to why the RPT is in the interest of the listed entity	a) NVIPL has tie up with few manufacturing units and because of their existing relations with manufacturing units can get better procurement rates for nexG. b) NVIPL has supported nexG to secure its funding arrangements from banks by way of giving its investments as a collateral security at a competitive pricing.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, wherever applicable and would be placed before the Audit Committee/ Board, as the case may be.
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this statement setting out material facts.

4. nexG Devices Private Limited ("nexG") with its related party Media Matrix Enterprises Private Limited ("MMEPL")

Sr. No.	Description	Particulars
1	Name of the related party	Media Matrix Enterprises Private Limited
2	Nature of relationship with Company	Media Matrix Enterprises Private Limited, Fellow Company of nexG Devices Private Limited
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements. The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.

4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	<ol style="list-style-type: none"> 1. Sale of various types of Services- ₹15 Crore 2. Sale of various types of Goods/Raw Materials- ₹25 Crore 3. Purchase of various types of Services- ₹15 Crore 4. Purchase of various types of Goods/Raw Materials - ₹25 Crore 5. Loan to be availed - ₹20 Crore 6. Loan to be Repaid - ₹20 Crore <p>The aggregate value of the aforesaid transactions shall not exceed ₹120 crore.</p>
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>6.36 % of the consolidated turnover of the Company with single related party. (Bais FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>6.37 % of the annual turnover of the nexG with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals
B	<p>Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	<p>Loan</p> <p>Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.</p>
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured</p>
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.
9	Justification as to why the RPT is in the interest of the listed entity	MMEPL is a fellow associate company, and it has enough internal accruals to support nexG for its distribution activities at very competitive prices helping nexG adding additional market and enhancing the business.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, wherever applicable and would be placed before the Audit Committee/ Board, as the case may be
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this Statement setting out material facts.

5. nexG Devices Private Limited (“nexG”) with its related party Madelin Enterprises Private Limited (“MEPL”)

Sr. No.	Description	Particulars
1	Name of the related party	Madelin Enterprises Private Limited
2	Nature of relationship with Company	Madelin Enterprises Private Limited, related party of nexG Devices Private Limited i.e. Significant influence of KMP
3	Type, material terms and particulars of the proposed transaction	<p>Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements.</p> <p>The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.</p>
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	<ol style="list-style-type: none"> 1. Sale of various types of Services- ₹30 Crore 2. Sale of various types of Goods/Raw Materials- ₹30 Crore 3. Purchase of various types of Services- ₹15 Crore 4. Purchase of various types of Goods/Raw Materials- ₹30 Crore 5. Loan to be availed- ₹25 Crore 6. Loan to be Repaid- ₹25 Crore <p>The aggregate value of the aforesaid transactions shall not exceed ₹155 crore.</p>
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>8.21 % of the consolidated turnover of the Company with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>8.23 % of the annual turnover of the nexG with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals
B	<p>Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	<p>Loan</p> <p>Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.</p>
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured</p>
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.

9	Justification as to why the RPT is in the interest of the listed entity	nexG will facilitate in optimizing the cost of purchase and selling price in order to make MEPL profitable Company.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, wherever applicable and would be placed before the Audit Committee/ Board, as the case may be
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this statement setting out material facts.

6. Media Matrix Enterprises Private Limited (“MMEPL”) with its related party Infotel Business Solutions Limited (“IBSL”).

Sr. No.	Description	Particulars
1	Name of the related party	Infotel Business Solutions Limited
2	Nature of relationship with Company	Infotel Business Solutions Limited, related party of Media Matrix Enterprises Private Limited under Section 2(76) of the Companies, Act, 2013.
3	Type, material terms and particulars of the proposed transaction	<p>Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements.</p> <p>The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates</p>
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	<p>1. Sale of various types of Services- ₹15 Crore 2. Sale of various types of Goods/Raw Materials- ₹100 Crore 3. Purchase of various types of Services- ₹15 Crore 4. Purchase of various types of Goods/Raw Materials- ₹100 Crore 5. Loan to be availed- ₹20 Crore 6. Loan to be Repaid- ₹20 Crore</p> <p>The aggregate value of the aforesaid transactions shall not exceed ₹ 270 crore.</p>
6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>14.31 % of the consolidated turnover of the Company with single related party.(Basis FY 2024-2025)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	<p>64285.71 % of the annual turnover of the MMEPL with single related party. (Basis FY 2024-25)</p> <p><i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i></p>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals

B	Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.
9	Justification as to why the RPT is in the interest of the listed entity	IBSL has tie up with few manufacturing units and because of their existing relations with manufacturing units can get better procurement rates for MMEPL.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, wherever applicable and would be placed before the Audit Committee/ Board, as the case may be.
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this statement setting out material facts.

7. Media Matrix Enterprises Private Limited (“MMEPL”) with its related party Infotel Access Enterprises Private Limited (“IAEPL”).

Sr. No.	Description	Particulars
1	Name of the related party	Infotel Access Enterprises Private Limited
2	Nature of relationship with Company	Infotel Access Enterprises Private Limited, related party of Media Matrix Enterprises Private Limited under Section 2(76) of the Companies, Act, 2013.
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans and any other transfer of resources, services, or obligations to meet its objectives/requirements. The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	1. Sale of various types of Services- ₹15 Crore 2. Sale of various types of Goods/Raw Materials- ₹100 Crore 3. Purchase of various types of Services- ₹15 Crore 4. Purchase of various types of Goods/Raw Materials- ₹100 Crore 5. Loan to be availed- ₹20 Crore 6. Loan to be Repaid- ₹20 Crore The aggregate value of the aforesaid transactions shall not exceed ₹270 crore.

6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	14.31% of the consolidated turnover of the Company with single related party.(Basis FY 2024-25) <i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i>
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	64285.71 % of the annual turnover of the MMEPL with single related party. (Basis FY 2024-25) <i>(The percentage has been computed by considering the aforesaid transactions on an aggregate basis as mentioned in point no. 5 above)</i>
8	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Details of the source of funds in connection with the proposed transaction	Borrowing and internal accruals
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Unsecured Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan 12-24 months Prevailing competitive market rates i.e. FD Rate +2%, SBI 1 Year FD Rate + 2% Payable on demand Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to cover the operating expenditure and working capital requirements.
9	Justification as to why the RPT is in the interest of the listed entity	IAEPL has tied up with few brands and because of their existing relations with these brands can get better procurement rates for MMEPL.
10	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken wherever applicable and would be placed before the Audit Committee/ Board, as the case may be.
11	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
12	Any other information relevant or important for the shareholders to take an informed decision	All relevant information forms a part of this statement setting out material facts.

The members of the Company are informed that Section 188 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions, which exceed the threshold limits prescribed in rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, with a related party as defined under section 2(76) of the Act except with the consent of the Board and members of the Company, where such transactions are not in the ordinary course of business of the Company or not on an arm's length basis.

However, all the above transactions of nexG Devices Private Limited and Media Matrix Enterprises Private Limited with their related parties have been/shall be executed in the ordinary course of business and on an arms' length basis. Hence, the provisions of Section 188(1) of the Act, and the rules made thereunder are not applicable on transactions between these entities.

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, are in any way concerned or interested, financially or otherwise in the resolution except Mr. Sandeep Jairath, (Director in Nexg Ventures India Private Limited, Infotel Access Enterprises Private Limited and Media Matrix Enterprises Private Limited), Mr. Sunil Batra, (Director in Infotel Business Solutions Limited, Madelin Enterprises Private Limited) for the transaction of the material related party with nexG Devices Private Limited & Media matrix Enterprises Private Limited.

The Board recommends the resolution at Item no.7 to be passed as an Ordinary Resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Registered Office:

A/308, Dynasty Business Park
CHS LTD, A K Road
Opp Sangam Cinema
Near Kohinoor Hotel Andheri (East),
Mumbai- 400 059, Maharashtra

Place: Gurugram
Date: August 13, 2025

By order of the Board
For Media Matrix Worldwide Limited

(Mohd Sagir)
Company Secretary
Membership No. FCS 11061