

Media Matrix Worldwide Limited

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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 **39th (Thirty Nineth) Annual General Meeting ('AGM')** of the Members of **Media Matrix Worldwide Limited ('the Company')** will be held on **Friday, the 27th day of September, 2024 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. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and Auditors' thereon; and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and Auditors' thereon as laid before this meeting be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Auditors' thereon and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of Auditors thereon as laid before this meeting be and are hereby considered and adopted."

3. To appoint a Director in place of Shri Chhattar Kumar Goushal (DIN: 01187644), 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 Shri Chhattar Kumar Goushal (DIN: 01187644), who retires by rotation and being eligible offers himself for appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotation, of the Company."

Special Business

4. **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 23 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/2023/120 dated July 11, 2023 ("**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 Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of the Company, for material Related Party Transaction (whether an individual transaction or transactions taken together or series of transactions or otherwise) entered into or to be entered into with the 'Related Party' of the Company's subsidiaries, i.e. nexG Devices Private Limited and Media Matrix Enterprises Private Limited as per Regulation 2(1)(zb) of SEBI Listing Regulations, 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 explanatory statement to this resolution and as may be mutually agreed between nexG Devices Private Limited ("**nexG**") Media Matrix Enterprises Private Limited ("**MMEPL**") and their related parties upto the date of next Annual General Meeting 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 explanatory statement of this resolution, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arms' length basis of nexG & MMEPL.

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."

5. Granting of loans or guarantees or providing securities in connection with loans availed by the Company's subsidiary under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company, be and is hereby accorded to the Board for giving of loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of any guarantee(s), and/or providing of any security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary of the Company in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding ₹100 Crores [Rupees One Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT Board of Directors be and are hereby severally authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.

Registered Office:

A/308, Dynasty Business Park
 CHS LTD, A K Road
 Opp Sangam Cinema
 NR Kohinoor Hotel Andheri

Place: Gurugram
 Date: 8th August, 2024

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

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

NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021 and 14th December, 2021 followed by Circular No. 2/2022 dated 5th May, 2022 and 10/2022 dated December 28, 2022 followed by Circular No. 09/2023 dated 25th September 2023 (hereinafter collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023, Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October 2023 (hereinafter referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("**AGM**") through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the Companies Act ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), the 39th AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue. The deemed venue for the AGM will be the place from where the Chairman of the Meeting conducts the AGM.
- In compliance with 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 SEBI Listing Regulations (as amended) and the MCA Circulars and SEBI Circulars, the Company is providing the members facility to cast their vote on resolutions proposed to be considered at the AGM by electronic means. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by members 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 of the accompanying Notice is considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 & 5 of the Notice, is annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM is also annexed.
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/Corporate Members, who are members of the Company, are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/Authorisation, etc. authorising its representative to attend and vote at the AGM, pursuant to Section 113 of the Act., The said Board Resolution/authorisation shall be sent to the Scrutinizer by email at scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.com
7. In terms of the provisions of Section 152 of the Act, Shri Chhattar Kumar Goushal (DIN: 01187644), Director of the Company, retires by rotation at the AGM has been recommended for re-appointment. Shri Chhattar Kumar Goushal is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to reappointment as Director. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice.

Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') ('SS-2'), in respect of Director seeking re-appointment at this AGM are provided in the "Annexure-A" to the Notice.

8. 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.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The members can join the AGM in the VC/OAVM mode at least 15 minutes before and 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.
11. In compliance with the aforementioned Circulars issued by the MCA and the SEBI, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website viz. www.mmwllindia.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

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-24 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, NR, Kohinoor Hotel Andheri (East), Mumbai – 400059 or Company's Registrar and Share Transfer Agent (RTA)- Link Intime India Pvt. Ltd at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083 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.

12. The Board of Directors have appointed M/s MZ & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.
13. Pursuant to Section 91 of the Act, the Register of Members and share transfer books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of Annual General Meeting (AGM).
14. **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date on Friday, 20th day of September, 2024 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. 20th day of September, 2024, 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.**
15. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary's email: mmwl.corporate@gmail.com at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.
16. Members 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.
17. **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 DP. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY OR TO THE RTA.**
18. **NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form, quoting your folio number.
19. **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. 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. Members may please note that SEBI vide its Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation at www.mmwllindia.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. 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.
21. 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.

22. The Company has made special arrangement with the RTA and NSDL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. Eligible members whose e-mail addresses are not registered with the Company/ DP's are required to provide the same to RTA, pursuant to which any member may receive the Notice of the AGM alongwith the Annual Report 2023-24 and the procedure for remote e-voting alongwith the login ID and Password for remote e-voting.

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

The remote e-voting period commences on **Tuesday, 24th September, 2024 at 09:00 A.M. (I.S.T) and ends on Thursday, 26th September, 2024 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 record date (cut-off date) i.e. Friday, 20th September, 2024 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 20th September, 2024.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Log- in" 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 de-mat 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 & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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"> 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 user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting 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	<p>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 login, 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 & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022 - 4886 7000 and 022 - 2499 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 22 55 33

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system. How to cast your vote electronically and join Annual 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 (Pallavi Mathra) at 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 in conducting 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., on or before 20th September, 2024 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. Friday, 20th September, 2024 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 Saturday, September 21, 2024 (09:00 A.M. IST) up to Sunday, September 22, 2024 (05:00 P.M. IST), mentioning their name, demat account number/folio number, e-mail ID, mobile number at mmwl.corporate@gmail.com. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered Speakers will be allowed to speak during the meeting.

DECLARATION OF RESULTS ON THE RESOLUTIONS:

- a. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days of 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 passed with requisite majority or not, to the Chairman or any other person authorized by him in writing.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mmwllindia.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. 27th September, 2024.

**DETAILS OF DIRECTORS SEEKING RETIRE BY ROTATION PURSUANT TO
REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SS -2 ON
GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”)**

Name of the Director	Shri Chhattar Kumar Goushal
DIN	01187644
Date of Birth, Age	12/10/1959, 64 years
Date of first Appointment	26/02/2012
Experience / Expertise in Specific Functional Areas / Brief resume	Shri Chhattar Kumar Goushal aged 64 years, a practicing Chartered accountant has more than 35 years of experience in the area of Audit, Finance and Corporate Advisory matters.
Qualification(s)	Chartered Accountant.
Directorship in other Companies including Listed companies	<ol style="list-style-type: none"> 1. Arch Finance Limited 2. Shub Labh India Marketing and Consultants Private Limited 3. Hi-Worth Securities Private Limited 4. Arcedge Securities Private Limited 5. Infotel Business Solutions Limited
Chairmanship/ Membership of Committees of other Boards	Arch Finance Limited Audit Committee – Member
Shareholding in the Company	NIL
Relationship with other Directors and KMPs of the Company	None
No. of Board Meeting held/ attended	6/6
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or committee meetings, no other remuneration is payable.
Last Remuneration drawn (per annum)	₹ 4,25,000/- (Sitting Fee for FY 2024)
Disclosure of relationships between directors inter-se	NIL
Listed entities from which the person has resigned in the past three years	NIL
Terms and conditions of re-appointment and remuneration	As mentioned in the Resolution and Explanatory Statement.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (“Act”) the following explanatory statement sets out all material facts relating to business mentioned under Item No. 4 and 5 of the accompanying Notice:

Item No. 4.

As per Regulation 2(1)(zc) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter referred as the “**SEBI Listing Regulations**”):

“related party transaction” means a transaction involving a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023

Pursuant to Regulation 23(1) of SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

SEBI vide Circular No. SEBI/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and vide SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated April 8, 2022 (hereinafter collectively referred to as “**SEBI Circulars**”) now substituted with SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, (“**SEBI Master Circular**”), had, inter-alia, clarified that the shareholders’ approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. SEBI had also clarified that in case of omnibus approvals for material RPTs obtained from shareholders in general meeting other than AGMs, the validity of such approvals shall not exceed one year.

nexG Devices Private Limited (“Subsidiary of the Company”) is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution across all states. nexG Devices Private Limited (“**nexG**”) caters to the largest retail chain outlets across a variety of market segments, having strength in National & Regional distribution across Modern Trade, General Trade and Online Chanel.

The annual consolidated turnover of the Company was ₹1415.30 Crores (Rupees One Thousand Four Hundred Fifteen Crores Thirty Lakh Only) for the financial year 2023-24. Considering the quantum of transactions of nexG with its related parties during the previous years, the business projections for the Financial year 2024-2025 and 2025-2026 and the market trend, the Company expects 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, which 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.

Hence, 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 the financial year 2024-2025.

Further, Media Matrix Enterprises Private Limited (“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 Media Matrix Enterprises Private Limited (“**MMEPL**”) with its related parties during the previous years, the business projections for the Financial year 2024-2025 and 2025-2026 and the market trend, the Company expects 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, which 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.

Hence, 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 the financial year 2024-2025.

The Audit Committee and the Board of Directors after its due examination at their respective meetings held on 8th August, 2024 respectively, have recommended the Material Related Party Transactions of nexG with its related parties, and MMEPL with its related parties, for consideration and approval by the Members.

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 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 Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, (“SEBI Master Circular”), 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.</p> <p>Material terms and particulars of the proposed transaction</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	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Maximum value/Value of the proposed Transaction	<p>Financial Year 2024-2025</p> <ol style="list-style-type: none"> 1. Sale of Various types of Services- ₹15 Crore 2. Sale of Various types of Goods/Raw Materials-₹175 Crore 3. Purchase of Various types of Services- -₹15 Crore 4. Purchase of Various types of Goods/Raw Materials - -₹175 Crore 5. Loan to be availed - ₹20 Crore 6. Loan to be Given – ₹20 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	29.68 % of the consolidated turnover of the Company with single related party. (Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	29.81 % of the annual turnover of the nexG with single related party. (Basis FY 2023-2024)
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>Nature of Indebtedness: unsecured</p> <p>Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2%</p> <p>Tenure: 12-24 months.</p>
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan</p> <p>Tenure: 12-24 months</p> <p>Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2%</p> <p>Repayment: Payable on demand Secured/Unsecured – Unsecured</p>
D	Purpose for which funds will be utilised	Funds will be utilised to meet the operating expenditure and working capital requirements.

Sr. No.	Description	Particulars
9	Justification as to why the RPT is in the interest of the listed entity	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. b) NexG being into distribution business, requires support for funds and non fund limits for its smooth operations which IBSL supports at very competitive prices. c) NexG is expecting some bulk orders for which IBSL financial, infrastructure support will be required to execute the transactions.
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 Explanatory 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	Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans. Material terms and particulars of the proposed transaction The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	Financial Year 2024-2025 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 Given – ₹20 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	19.08% of the consolidated turnover of the Company with single related party.(Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	19.16 % of the annual turnover of the nexG with single related party.(Basis FY 2023-2024)

Sr. No.	Description	Particulars
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, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	Loan Nature of Indebtedness: unsecured Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Tenure: 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan Tenure: 12-24 months Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Repayment: Payable on demand Secured/Unsecured – Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 Explanatory 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. Material terms and particulars of the proposed transaction The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting..

Sr. No.	Description	Particulars
5	Value of the proposed Transaction	Financial Year 2024-2025 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 Given – ₹20 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	19.08% of the consolidated turnover of the Company with single related party.(Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	19.16 % of the annual turnover of the nexG with single related party.(Basis FY 2023-2024)
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, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Nature of Indebtedness: unsecured Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Tenure: 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan Tenure: 12-24 months Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Repayment: Payable on demand Secured/Unsecured – Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 Explanatory 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	<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.</p> <p>Material terms and particulars of the proposed transaction</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	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	<p>Financial Year 2024-2025</p> <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 Given – ₹20 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	8.30% of the consolidated turnover of the Company with single related party.(Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	8.51 % of the annual turnover of the nexG with single related party. (Basis FY 2023-2024)
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, inter-corporate 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>Nature of Indebtedness: unsecured</p> <p>Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2%</p> <p>Tenure: 12-24 months.</p>
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>Loan</p> <p>Tenure: 12-24 months</p> <p>Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2%</p> <p>Repayment: Payable on demand Secured/Unsecured – Unsecured</p>
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 Explanatory statement setting out material facts.

5. nexG Devices Private Limited ("nexG") with its related party Madelin Enterprise Private Limited ("MEPL")

Sr. No.	Description	Particulars
1	Name of the related party	Madelin Enterprise Private Limited
2	Nature of relationship with Company	Madelin Enterprise 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. Material terms and particulars of the proposed transaction The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	Financial Year 2024-2025 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 Given – ₹25 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	10.95% of the consolidated turnover of the Company with single related party.(Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	11.00 % of the annual turnover of the nexG with single related party. (Basis FY 2023-2024)
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, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Nature of Indebtedness: unsecured Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Tenure: 12-24 months.

C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan Tenure: 12-24 months Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Repayment: Payable on demand Secured/Unsecured – Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 optimising the cost of purchase and selling price in order to make MEPL better 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 Explanatory statement setting out material facts.

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

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	Sale and Purchase of various types of goods and materials, availing and rendering of various types of services and granting and availing of loans. Material terms and particulars of the proposed transaction The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.
5	Value of the proposed Transaction	Financial Year 2024-2025 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 Given – ₹20 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	19.08% of the consolidated turnover of the Company with single related party.(Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	19.16% of the annual turnover of the nexG with single related party. (Basis FY 2023-2024)

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, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Loan Nature of Indebtedness: unsecured Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Tenure: 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan Tenure: 12-24 months Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Repayment: Payable on demand Secured/Unsecured – Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 Explanatory statement setting out material facts.

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

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. Material terms and particulars of the proposed transaction The pricing for the sale/purchase of goods & materials and availing or rendering of services will be based on market rates.
4	Period/Tenure of the proposed transaction	Approval is sought for the Related Party Transactions proposed to be undertaken upto the next Annual General Meeting for a period not exceeding fifteen months from the date of present Annual General Meeting.

Sr. No.	Description	Particulars
5	Value of the proposed Transaction	Financial Year 2024-2025 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 Given – ₹20 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	19.08% of the consolidated turnover of the Company with single related party. (Basis FY 2023-2024)
7	Percentage of the Subsidiary annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	19.16% of the annual turnover of the nexG with single related party. (Basis FY 2023-2024)
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 Nature of Indebtedness: unsecured Cost of Fund: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Tenure: 12-24 months.
C	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan Tenure: 12-24 months Interest Rate: on prevailing competitive market rates i.e. FD Rate +2%, SBI+ 1 year + 2% Repayment: Payable on demand Secured/Unsecured – Unsecured
D	Purpose for which funds will be utilised	Funds will be utilised to meet 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 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 Explanatory statement setting out material facts.

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 Shri Sandeep Jairath, (Director in Infotel Business Solutions Limited, Nexg Ventures India Private Limited, Infotel Access Enterprises Private Limited and Media Matrix Enterprises Private Limited), Shri Chhattar Kumar Goushal, (Director in Infotel Business Solutions Limited), Shri Sunil Batra, (Director in Infotel Business Solutions Limited, Madelin Enterprise Private Limited) for the transaction of the material related party with nexG Devices Private Limited. The Board recommends the resolution at Item no.4 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.

Item No. 5.

As per section 185 of the Companies Act, 2013 ("Act"), a company may advance any loan including any loan represented by a book-debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that (a) a special resolution is passed by the Company in general meeting and (b) the loans are utilized by the borrowing Company for its principal business activities.

The Company may have to render support for the business requirements of its Subsidiary Companies from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Act, the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Subsidiary Company, namely, nexG devices Private Limited for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loans, guarantees or securities through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of nexG Devices Private Limited.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Accordingly, the Board of Directors recommend the resolution No. 5 given in this Notice for your approval as a Special Resolution.

Registered Office:

A/308, Dynasty Business Park
CHS LTD, A K Road
Opp Sangam Cinema
NR Kohinoor Hotel Andheri

Place: Gurugram

Date: 8th August, 2024

By order of the Board
For Media Matrix Worldwide Limited

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