

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 **38th (Thirty Eighth) Annual General Meeting ('AGM')** of the Members of **Media Matrix Worldwide Limited ('the Company')** will be held on **Friday, the 29th day of September, 2023 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, 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, 2023 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, 2023 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 Sunil Batra (DIN: 02188254), 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 Sunil Batra (DIN: 02188254), 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. **Re-appointment of Shri Aasheesh Verma as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri Aasheesh Verma (DIN: 08199653), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, registered with Independent Director database in terms of Section 150 of Companies Act, 2013 read with rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for second term of five consecutive years w.e.f. 13th August, 2023 till 12th August, 2028.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Whole-time Director and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **To approve material related party transactions of its subsidiary Company i.e nexG Devices Private Limited with its 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, 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 approval of the Members of the Company be and is hereby accorded for the approval of material Related Party Transaction (whether an individual transaction or transactions taken together or series of transactions or otherwise) with ‘Related Party’ of the Company’s subsidiary nexG Devices 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 (**“Subsidiary of the Company”**) and its 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 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
NR Kohinoor Hotel Andheri

Place: Gurugram

Date: 4th September, 2023

By order of the Board

For Media Matrix Worldwide Limited

(Gurvinder Singh Monga)

Company Secretary

Membership No. ACS 25201

NOTES:

1. 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 (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 (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 37th 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.
2. 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.co.in
7. In terms of the provisions of Section 152 of the Act, Shri Sunil Batra (DIN: 02188254), Director of the Company, retires by rotation at the AGM and Shri Aasheesh Verma (DIN: 08199653) appointed as Independent Directors, the Board of Directors of the Company have recommended re-appointment. Shri Sunil Batra, Shri Aasheesh Verma is interested in the Ordinary Resolution & Special Resolution set out at Item No. 3 and 4 respectively of the Notice with regard to reappointment and appointment as Independent 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 and 4 of the Notice.

Further, the relevant details with respect to Item No. 3 & 4 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 2022-23 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 2022-23 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 2022-23 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. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPOD- 1/P/CIR/2023/37 dated 16th March, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, *inter alia*, furnish PAN, KYC, and nomination details. Physical folios wherein the PAN, KYC, and nomination details were not available on or after 1st April, 2023, were to be frozen by the RTA and would be eligible for lodging grievance or any service request only after registering the required details. The said timeline of 1st April, 2023 for freezing of folios has been extended to 1st October, 2023.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1st April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

If a Shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in the prescribed form.

Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30th September, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company at <https://mmwlindia.com/#!Notices>

Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

13. 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.
14. Pursuant to Section 91 of the Act, the Register of Members and share transfer books of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM).
15. 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, 22nd day of September, 2023 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. 22nd day, September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company at mmwl.corporate@gmail.com and/or RTA at rnt.helpdesk@linkintime.co.in.
16. 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.
17. 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.

18. **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.**
19. As per Regulation 40 of the SEBI Listing Regulations, as amended mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares, for ease of portfolio management and

avail various benefits of dematerialization, members holding shares in physical form are advised to dematerialise the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard.

Members may also note that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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.mmwllindia.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)

20. 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.
21. 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 2022-23 and the procedure for remote e-voting alongwith the login ID and Password for remote e-voting.
22. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period commences on **Tuesday, 26th September, 2023 at 09:00 A.M. (I.S.T)** and ends on **Thursday, 28th September, 2023 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, 22nd September, 2023 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 22nd September, 2023.

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"> 1. 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-Votingpage. 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. 2. 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

Type of shareholders	Login Method
	<p>3. 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 newscreen 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.</p> <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 data-bbox="715 741 1235 1055" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 use 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 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 & 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 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.co.in 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 (NSDLor 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 demataccount 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 101456then 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.co.in 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@mmwlindia.com with a copy marked to evoting@nsdl.co.in.
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 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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.co.in 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 TOAGM

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 22nd September, 2023 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, 22nd September, 2023 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 23rd, 2023 (09:00 A.M. IST) up to Sunday, September 24th, 2023 (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.mmwllndia.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. 29th September, 2023.

“Annexure-A”
DETAILS OF DIRECTORS SEEKING RETIRE BY ROTATION AND RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SS -2 ON GENERAL MEETING ISSUED BY ICSI

Name of the Director	Shri Sunil Batra	Shri Aasheesh Verma
DIN	02188254	08199653
Date of Birth, Age	18.04.1957, 66	19.09.1965, 58
Date of first Appointment	31.01.2018	13.08.2018
Experience / Expertise in Specific Functional Areas	Shri Batra is a Commerce graduate. He is having an experience of 30 years and is an aficionado in Consumer Sales and a Marketing professional with a successful track record of over two decades in various FMCG multinationals like Lipton India (HUL), Kelloggs India, Bata India, Coca-Cola and Tata Tele Services Limited (TTSL).	Shri Aasheesh Verma is B.Sc graduate and hold a degree of B.E. in Electronics & Telecommunications. He has also done an Executive Programme in Leadership and Management (EPLM) MBA from IIM Calcutta. He has more than 27 year of experience in Sales & Marketing, business operations, revenue and cost management. He had worked as Chief Operating Officer of Tata Teleservices (Tata DoCoMo), Chief Operating officer of MTS India, Country Manager (India) of InterPacket Inc. (USA).
Qualification(s)	Commerce Graduate	B.Sc, B.E. (Electronics & Telecommunications)
Directorship in other Companies	<ol style="list-style-type: none"> 1. nexG Devices Private Limited 2. In-Touch Infotech Services Private Limited 3. DigiVive Services Private Limited 4. Infotel Business Solutions Limited 5. Daffodil Hotels Private Limited 6. nexG Platforms Private Limited 7. MN Televentures Private Limited 8. MTJ Grooming And Wellness Private Limited 9. Eris Enterprises Private Limited 10. Madelin Enterprises Private Limited 11. NJ Solar Solutions Private Limited 	<ol style="list-style-type: none"> 1. nexG Devices Private Limited 2. Infotel Business Solutions Limited
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Stakeholders Relationship Committee – Member Risk Management Committee- Member	Media Matrix Worldwide Limited Audit Committee – Chairperson Stakeholder Relationship Committee – Member Nomination and Remuneration Committee – Chairperson nexG Devices Private Limited Audit Committee – Member Nomination and Remuneration - Member Infotel Business Solutions Limited Nomination and Remuneration Committee – Member Audit Committee – Member
Shareholding in the Company	NIL	NIL

Name of the Director	Shri Sunil Batra	Shri Aasheesh Verma
Relationship with other Directors and KMPs of the Company	None	None
No. of Board Meeting held/ Attended	6/6	6/6
Last Remu- neration drawn (per annum)	Rs.1,35,000/- (Sitting Fee)	Rs.2,25,000/- (Sitting Fee)
Listed entities from which the person has resigned in the past three years	1. Oneclick Technologies Private Limited 2. Benefitsplus Media Private Limited	NIL

EXPLANATORY STATEMENT

As required under Section 102 of the 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.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Independent Directors can be appointed for not more than two consecutive terms of not more than five years each and shall not be liable to retire by rotation.

In compliance with the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations, Shri Aasheesh Verma was appointed as an Independent Director of the Company at 33rd Annual General Meeting held on 29th September, 2018, to hold the office for first term of 5 (five) consecutive years w.e.f. 13th August, 2018 till 12th August, 2023.

Therefore, his first term as an Independent Director was completed on 12th August, 2023.

Pursuant to Regulation 25(2A) of the Listing Regulations the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Shri Aasheesh Verma aged about 58 years is a B.Sc graduate and holds a degree of B.E. in Electronics & Telecommunications. He has also done an Executive Programme in Leadership and Management (EPLM) from IIM Calcutta. He has more than 32 year of experience in Sales & Marketing, business operations, revenue and cost management. He had worked as Chief Operating Officer of Tata Teleservices (Tata DoCoMo), Chief Operating officer of MTS India, Country Manager (India) of InterPacket Inc. (USA).

The performance evaluation of Shri Aasheesh Verma was based on various criteria, inter-alia, level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company, including capabilities identified in the description by the Nomination and Remuneration Committee. It is, therefore, proposed to re-appoint Shri Aasheesh Verma as an Independent Director, not liable to retire by rotation, subject to approval of shareholders for a second term of 5 (five) consecutive years commencing from 13th August, 2023 to 12th August, 2028.

Keeping in view the above requirements, the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company in its respective meeting held on 8th August, 2023, have re-appointed Shri Aasheesh Verma (DIN: 08199653) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 13th August, 2023 to 12th August, 2028 subject to the approval of shareholders based on his skills, experience, knowledge and positive outcome of performance evaluation done by the NRC and the contribution made by him during his tenure and are of the view that continued association of Shri Aasheesh Verma as an Independent Director of the Company would be immensely beneficial to the Company and it is desirable to avail his services as an Independent Director.

The Company has received necessary declaration from Shri Aasheesh Verma that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the Listing Regulations.

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

Shri Aasheesh Verma is independent of the management.

Shri Aasheesh Verma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent in form DIR-2 to act as Director.

The Company has also received consent from him that he has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority 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.

Copy of the draft letter of re-appointment of Shri Aasheesh Verma as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.

The terms and conditions of current re-appointment of Shri Aasheesh Verma are same as during his first term as an Independent Director.

A brief profile of Shri Aasheesh Verma to be re-appointed as an Independent Director is given under the heading "Details of Directors seeking Retire by rotation and re-appointment as an independent director Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India" elsewhere in this Notice.

Shri Aasheesh Verma does not hold any shares in the Company.

Shri Aasheesh Verma is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Shri Aasheesh Verma is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Shri Aasheesh Verma may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5.

As per the provisions of Section 188(1) of the Act, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining approval of Board of Directors and shareholders. Hence, the provisions of Section 188(1) of the Act and the Rules made thereunder are not applicable on the proposed related party transactions to be entered into with nexG Devices Private Limited and its related parties.

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Channel.

The annual consolidated turnover of the Company was Rs.946.76 Crores (Rupees Nine Hundred Forty Six Crores Seventy Six Lakh Only) for the financial year 2022-23. Considering the quantum of transactions of nexG Devices Private Limited with its related parties during the previous years, the business projections for the Financial year 2023-2024, 2024-2025 and the market trend, the Company expects the aggregate value of proposed transaction between the nexG Devices Private Limited and its related parties as mentioned in the table below under the head value of proposed transactions. Hence, approval of the Members of the Company is sought by way of an Ordinary Resolution for the proposed transactions of nexG Devices Private Limited with its related parties for the financial year 2023-2024.

The Audit Committee and the Board of Directors after its due examination at their respective meetings held on 4th September, 2023 have recommended the Material Related Party Transactions of nexG Devices Private Limited 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.

Details of the transactions and other particulars as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

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	1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/Raw Materials 5. Loan to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back
4	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	Financial Year 2023-2024 1. Sale of Various types of Services- Rs.15 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.175 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials - -Rs.175 Crore 5. Loan to be availed - Rs.20 Crore 6. Loan to be repaid - Rs.20 Crore 7. Loan to be Given – Rs.20 Crore 8. Loan to be Received Back – Rs.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	48.63 % of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term
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 cover the operating expenditure and working capital requirements.

Sr. No.	Description	Particulars
8	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 into 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) NexG is expecting some major bulk orders for which IBSL financial, infrastructure support will be required to execute the transactions.</p>
9	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.
10	Any other information relevant or important for the shareholders to take an informed decision	-.

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	<ol style="list-style-type: none"> 1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/ Raw Materials 5. Loans to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back
4	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 2023-2024</p> <ol style="list-style-type: none"> 1. Sale of Various types of Services- Rs.15 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.100 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials - -Rs.100 Crore 5. Loan to be availed - Rs.20 Crore 6. Loan to be Repaid - Rs.20 Crore 7. Loan to be Given – Rs.20 Crore 8. Loan to be Received Back – Rs.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	32.76% of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term

Sr. No.	Description	Particulars
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate 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 cover the operating expenditure and working capital requirements.
8	Justification as to why the RPT is in the interest of the listed entity	a) IAEPL has tie up with few brands and because of their existing relations with these brands can get better procurement rates for nexG. b) IAEPL supports nexG on requirement basis with the internal accruals at very competitive prices.
9	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.
10	Any other information relevant or important for the shareholders to take an informed decision	-

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	1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/Raw Materials 5. Loan to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back
4	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 2023-2024 1.Sale of Various types of Services- Rs.15 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.100 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials- Rs.100 Crore 5. Loan to be availed - Rs.20 Crore 6. Loan to be Repaid - Rs.20 Crore 7. Loan to be Given – Rs.20 Crore 8. Loan to be Received Back – Rs.20 Crore

Sr. No.	Description	Particulars
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	32.76% of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate 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 cover the operating expenditure and working capital requirements.
8	Justification as to why the RPT is in the interest of the listed entity	a) NVPL has supported NexG to secure its funding arrangements from banks by way of giving its investments as a collateral security at a negligible pricing. Hence NexG is also supporting NVPL on the competitive pricing for their trading activities.
9	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.
10	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 Infotel Technologies Private Limited (“ITPL”)

Sr. No.	Description	Particulars
1	Name of the related party	Infotel Technologies Private Limited
2	Nature of relationship with Company	Infotel Technologies Private Limited; related party of nexG Devices Private Limited
3	Type, material terms and particulars of the proposed transaction	1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/Raw Materials 5. Loan to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back

Sr. No.	Description	Particulars
4	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 2023-2024 1. Sale of Various types of Services- Rs.15 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.100 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials - -Rs.100 Crore 5. Loan to be availed and rendered - Rs.20 Crore 6. Loan to be Repaid - Rs.20 Crore 7. Loan to be Given – Rs.20 Crore 8. Loan to be Received Back – Rs.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	32.76% of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate 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 cover the operating expenditure and working capital requirements.
8	Justification as to why the RPT is in the interest of the listed entity	a) ITPL 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 ITPL has the both at very competitive prices.
9	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.
10	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 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	<ol style="list-style-type: none"> 1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/Raw Materials 5. Loan to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back
4	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 2023-2024 <ol style="list-style-type: none"> 1. Sale of Various types of Services- Rs.15 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.25 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials - -Rs.25 Crore 5. Loan to be availed - Rs.20 Crore 6. Loan to be Repaid - Rs.20 Crore 7. Loan to be Given – Rs.20 Crore 8. Loan to be Received Back – Rs.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	16.91% of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate 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 cover the operating expenditure and working capital requirements.

Sr. No.	Description	Particulars
8	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.
9	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
10	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. 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	<ol style="list-style-type: none"> 1. Sale of Various types of Services 2. Sale of Various types of Goods/Raw Materials 3. Purchase of Various types of Services 4. Purchase of Various types of Goods/Raw Materials 5. Loan to be availed 6. Loan to be Repaid 7. Loan to be Given 8. Loan to be Received Back
4	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 2023-2024 <ol style="list-style-type: none"> 1. Sale of Various types of Services- Rs.30 Crore 2. Sale of Various types of Goods/Raw Materials-Rs.30 Crore 3. Purchase of Various types of Services- -Rs.15 Crore 4. Purchase of Various types of Goods/Raw Materials - -Rs.30 Crore 5. Loan to be availed - Rs.25 Crore 6. Loan to be Repaid - Rs.25 Crore 7. Loan to be Given – Rs.25 Crore 8. Loan to be Received Back – Rs.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	21.67% of the consolidated turnover of the Company with single related party.(FY 2023-2024)
7	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, Working capital on float on short term

Sr. No.	Description	Particulars
B	Whether any financial indebtedness is incurred to make or give loans, intercorporate 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 cover the operating expenditure and working capital requirements.
8	Justification as to why the RPT is in the interest of the listed entity	MEPL has textile yarn business. NexG will facilitate in optimising the cost of purchase and selling price in order to make MEPL better profitable Company.
9	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
10	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 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.5 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
NR Kohinoor Hotel Andheri

Place: Gurugram
Date: 4th September, 2023

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

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