

MMWL/SEC/20-21/

1st October, 2020

To,

The Secretary
BSE Limited
27th Floor
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Dear Sir,

Sub: Proceedings of 35th Annual General Meeting of Media Matrix Worldwide Limited (MMWL) held on 30th September, 2020.

Pursuant to Regulation 30 read with Part A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the proceedings of the 35th Annual General Meeting of the Company held on Wednesday, September 30, 2020 at 11:00 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') is enclosed as "Annexure A".

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For **Media Matrix Worldwide Limited**



(Gurvinder Singh Monga)
Company Secretary

Registered Office: Office No.514, "B" wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059, Telephone : +91-22-61391700, Fax: +91-22-61391700

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Website: www.mmwfindia.com, Corporate Identity Number: L32100MH1985PLC036518

Annexure -A

SUMMARY OF PROCEEDINGS OF 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDIA MATRIX WORLDWIDE LIMITED HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2020 AT 11:00 A.M.

Venue: Deemed Venue was 18, Swastik Court, 1st Pasta Lane, Colaba, Mumbai - 400005 from where Chairman of the Meeting conducted the 35th Annual General Meeting

Day, Date and Time: Wednesday, September 30, 2020 at 11:00 A.M.

The Company Secretary welcomed all the Members present through Video conference ("VC"). He informed the members that in view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 ("SEBI Circular") permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue.

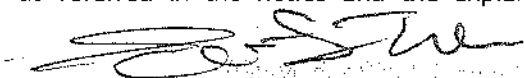
In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company was held through VC and the Company had taken all requisite steps to enable Members to participate and vote on the items being considered in the AGM. He informed the Members about some basic instructions with respect to the participation at the AGM through VC.

The Company Secretary further informed the Members about the presence of following Directors who attended the AGM through video conference:

- Shri Chhattar Kumar Goushal, Independent Director and Chairman of the Audit Committee and member of Nomination and Remuneration, Stakeholders and Relationship Committee.
- Shri Sandeep Jairath, Whole-time Director cum Chief Financial Officer of the Company and member of the Audit Committee.
- Shri Aasheesh Verma, Independent Director and Chairman of the Nomination and Remuneration Committee.
- Shri Suresh Bohra, Independent Director and Chairman of the Stakeholders and Relationship Committee, member of Nomination and Remuneration and Audit Committee.
- Smt. Mansi Gupta, Independent Director.
- Smt. Bela Banerjee, Non-Executive Director and member of Nomination and Remuneration Committee.
- Shri Sunil Batra, Non-Executive Director and member of Stakeholders Relationship Committee.

The Company Secretary also informed the presence of Shri Naveen Jain, the representative of statutory auditors i.e. M/s Khandelwal Jain & Co., Chartered Accountants and Shri Mohd. Zafar, Partner of MZ & Associates, secretarial auditor and scrutinizer of this meeting who attended the AGM through video conference.

Shri Chhattar Kumar Goushal, Chairman of the Board Meetings was elected as Chairman of the AGM and presided over the Meeting. The Members were also apprised about the availability of all the requisite statutory registers and other relevant documents as referred in the notice and the explanatory statement.



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The Company Secretary also informed about the presence of requisite quorum to conduct the proceedings of this meeting. Thereafter Chairman declared that the quorum being present the meeting is called to order.

The Company Secretary further informed the Members that the Company, in accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided facility to all the Members as on September 23, 2020 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by National Securities Depository Services Limited (NSDL). The remote e-voting period commenced on Sunday, 27th September, 2020 at 09.00 A.M. and concluded on Tuesday, 29th September, 2020 at 5.00 P.M. The Company Secretary also informed about the Members about the availability of e-voting system during the AGM for those present in the AGM through VC/OAVM and who have not cast their votes through remote e-voting. He further informed that Members attending the AGM who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting during the AGM, which shall remain active for 15 minutes after the closure of this AGM by the Chairman.

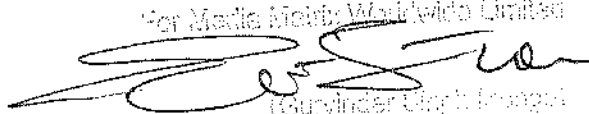
The Company Secretary informed that the Board of Directors had appointed MZ & Associates as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting during the AGM, in a fair and transparent manner. He also informed that the combined results of remote e-Voting and e-Voting during the 35th AGM for the resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to the Stock Exchange viz. BSE Limited and will also be placed on the website of NSDL in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary further read the items of the Ordinary and Special Business to be transacted at the 35th Annual General Meeting, as mentioned below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, Reports of the Board of Directors' and Auditors' as an **Ordinary Resolution.**
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and Auditors' Report thereon as an **Ordinary Resolution.**
3. To re-appoint Smt. Bela Banerjee, (DIN: 07047271), Director who retires by rotation and being eligible offers herself for re-appointment as an **Ordinary Resolution.**
4. To Appoint M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors and to fix their remuneration as an **Ordinary Resolution.**
5. To Appoint Smt. Mansi Gupta (DIN: 07383271) as an Independent Director of the Company as an **Ordinary Resolution.**
6. To re-appoint Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer of the Company as an **Ordinary Resolution.**

Thereafter, the Chairman addressed the Members and delivered his speech.

The Company Secretary informed that the Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

For Media Matrix Worldwide Limited

(Gurvinder Singh, Director)
Company Secretary

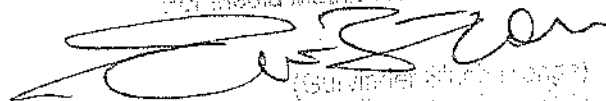
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The Company Secretary further informed that the e-voting window shall remain open for another 15 minutes and requested the Members who have not already voted to vote through e-voting system before the said time. He also informed that the Company has not received any query from any shareholders of the Company.

The Chairman thanked the Members for attending and participating in the Meeting.

The meeting concluded at 11:30 A.M.

For Media Matrix Worldwide Limited

(Sudhakar Shukla)

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