

MMWL/SEC/19-20/

May 29, 2019

The Secretary,
BSE Limited
27th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Dear Sir,

Sub: Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019

Ref: SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019

With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by MZ & Associates, Practising Company Secretaries & Secretarial Auditor of the Company.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **Media Matrix Worldwide Limited**



(Gurvinder Singh Monga)
Company Secretary

Encl.: as above

**Secretarial compliance report
FOR THE FINANCIAL YEAR ENDED 31.03.2019**

To,
Media Matrix Worldwide Limited

We MZ & Associates, a firm of Company Secretaries, having our office at 3/31, West Patel Nagar, New Delhi 110008 have examined:

- a) all the documents and records made available to us and explanation provided by Media Matrix Worldwide Limited (hereinafter referred to as "the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines Issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ; **(Not applicable to the Company during the Financial Year 2018-19)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ; **(Not applicable to the Company during the Financial Year 2018-19)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ; **(Not applicable to the Company during the Financial Year 2018-19)**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; ; **(Not applicable to the Company during the Financial Year 2018-19)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) We hereby report that, during the Review Period:



MZ & ASSOCIATES, Company Secretaries

Address: 3/31/ West Patel Nagar, New Delhi 110008
Telephone No: - +91 11 4341 1103-04, Website: www.mycompliances.com
Email: associates.mza@gmail.com

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations
Nil				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA			

Place: New Delhi
Date: 28th May, 2019

For MZ & Associates
Company Secretaries



CS Mohd Zafar
Partner
Membership No: FCS 9184
CP: 13875

MZ & ASSOCIATES, Company Secretaries

Address: 3/31/ West Patel Nagar, New Delhi 110008
Telephone No: - +91 11 4341 1103-04, Website: www.mvcompliances.com
Email: associates.mza@gmail.com