



Media Matrix Worldwide Ltd.

# **MEDIA MATRIX WORLDWIDE LIMITED**

**Annual Report  
2015-2016**



## BOARD OF DIRECTORS

Shri Bharat Bhushan Chugh DIN: 00472532	Director (Finance)
Shri Chhattar Kumar Goushal DIN: 01187644	Director
Shri Suresh Bohra DIN: 00093343	Director
Smt. Bela Banerjee DIN: 07047271	Director

Shri Vineet Mittal	CFO
Shri Gurvinder Singh Monga	Company Secretary

## BANKERS

HDFC Bank Ltd.  
Oriental Bank of Commerce  
Corporation Bank  
Kotak Mahindra Bank Ltd.

## AUDITORS

M/s Khandelwal Jain & Company  
Chartered Accountants  
12-B, Baldota Bhawan  
117, Maharshi Karve Road  
Mumbai-400020

## REGISTERED OFFICE

Office No.514, B wing, 215 Atrium  
Andheri-Kurla Road, Chakala  
Andheri (E), Mumbai-400059

## CORPORATE OFFICE

Plot No. 38, 4th Floor  
Sector 32, Gurgaon 122001

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## Media Matrix Worldwide Limited

**Regd. Office:** Office No.514, B wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059

**Telephone:** +91-22-61391700, Fax: +91-22-61391700

**Website:** www.mmwlindia.com, **Email:** mmwl.corporate@gmail.com

**Corporate Identity Number:** L51900MH1985PLC036518

### NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Media Matrix Worldwide Limited will be held on Friday, the 30th day of September, 2016 at 9:30 A.M. at the Flat No 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021 to transact the following businesses:

#### Ordinary Business:

1. **To receive, consider and adopt** (a) The audited financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors' and Auditors' thereon; and (b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Auditors' thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
  - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting be and are hereby considered and adopted.
  - b) **RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 and the reports of Auditors thereon laid before this meeting be and are hereby considered and adopted."
2. To appoint a Director in place of Shri Bharat Bhushan Chugh, DIN (00472532), Director (Finance) 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, with or without modification(s), the following resolution as an Ordinary Resolution:
 

**"RESOLVED THAT** Shri Bharat Bhushan Chugh, (DIN -00472532), Director (Finance) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

#### Special Business:

4. To re-appoint Smt. Bela Banerjee (DIN:07047271) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
 

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Bela Banerjee (DIN:07047271), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, who was appointed as an Independent Director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her 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 a term of 2 (two) years from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the calendar year 2018."

#### Registered Office:

Office No.514, B wing, 215 Atrium  
Andheri-Kurla Road, Chakala  
Andheri (E), Mumbai-400059

Place: Gurgaon

Date: 12th, August, 2016

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

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

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. Members are requested:
  - i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
  - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
  - iii) to deposit the duly completed attendance slip at the Meeting.
5. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
6. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Copies of Annual Report for financial year ended 31st March, 2016 including Notice of AGM, Attendance Slip, Proxy Form and instructions for e-Voting are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses so that they can receive the Annual Report and other communications from the Company electronically in future. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. The copies of the Annual Reports will not be distributed at the AGM. Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website : [www.mmwlindia.com](http://www.mmwlindia.com).
13. Information and other instructions relating to remote e-Voting are as under:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be

considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through Poll paper.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the 'cut-off date' of 23rd September, 2016, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-Voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "mmwl-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Media Matrix Worldwide Limited".
    - (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
    - (ix) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
    - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xiii) 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. to the Scrutinizer through e-mail to [scrutinizers@mmwlindia.com](mailto:scrutinizers@mmwlindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided on the letter enclosed with the Annual Report.
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23rd September, 2016**.



- IX. 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. 23rd September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer at [mmwl.corporate@gmail.com](mailto:mmwl.corporate@gmail.com) and RTA at [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com).

However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- X. 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 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through poll paper.
- XI. MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the Poll and remote e-Voting process in a fair and transparent manner.
- XII. The Chairman of the meeting shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.mmwlindia.com](http://www.mmwlindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).
- XV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 30th September, 2016.
- XVI. Route Map of the venue of 31st Annual General Meeting is enclosed.

**Details of Director retiring by rotation and proposed to be re-appointed and re-appointment of Independent Director (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India**

Name of the Director	Shri Bharat Bhushan Chugh	Smt. Bela Banerjee
DIN	00472532	07047271
Date of Birth	10.04.1959	07.10.1950
Date of first Appointment	26.01.2012	31.03.2015
Experience/Expertise in Specific Functional Areas	Shri B.B. Chugh has about 30 years of experience in accounting and managing finance activities of manufacturing, engineering, FMCG and Service Industries	Smt. Bela Banerjee has more than 38 years' experience in Government of India on different positions both in Ministry of Railways as well as in the Ministry of HRD, Department of Education. After superannuating from Indian Railways in October, 2010, she joined as Member Technical in Railway Claims Tribunal. She has also represented as Director in the Board of Directors of Container Corporation of India as Govt. nominee. She has vast experience of works tender, project management & financial management of construction projects. As ED-Finance/ Exp. Railway Board, she was responsible for financial appraisal of investment proposals of various projects like New Lines, Doubling, Bridges etc. and dealt with various matters concerning Railway PSUs, RITES, IRCON. She is also registered member with Arbitration Council of India. She has handled various arbitration at different level in Railway and other PSUs.
Qualification(s)	ICMA	MA (History), LL.B

Name of the Director	Shri Bharat Bhushan Chugh	Smt. Bela Banerjee
<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Customised Call Center Services Private Ltd.</li> <li>2. DigiCall Teleservices Private Ltd.</li> <li>3. Media Matrix Enterprises Private Ltd. (formerly Media Matrix Holdings Private Ltd.)</li> <li>4. Microwave Communications Ltd.</li> <li>5. DigiCall Global Private Ltd.</li> <li>6. nexG Devices Private Ltd.</li> <li>7. One Click Technologies Private Ltd.</li> <li>8. MN Enterprises Private Ltd. (formerly Digivision Wiireless Private Ltd.)</li> </ol>	<ol style="list-style-type: none"> <li>1. Himachal Futuristic Communications Ltd.</li> <li>2. Bharuch Dahej Railway Company Ltd.</li> <li>3. The Braithwaite Burn and Jessop Construction Company Ltd.</li> </ol>
<b>Chairmanship/ Membership of Committees (across all public Cos.)</b>	<b>Media Matrix Worldwide Ltd</b> Audit - Member Nomination and Remuneration - Member Stakeholders Relationship - Member <b>DigiCall TeleServices Private Ltd.</b> Audit - Member Nomination and Remuneration - Member <b>Microwave Communications Ltd.</b> Audit - Member	<b>Himachal Futuristic Communications Ltd.</b> Nomination & Remuneration – Chairperson Audit – Member <b>Media Matrix Worldwide Ltd.</b> Nomination & Remuneration – Member <b>Bharuch Dahej Railway Company Ltd.</b> Nomination & Remuneration – Chairperson <b>The Braithwaite Burn and Jessop Construction Company Ltd.</b> Audit - Member
<b>Shareholding in the Company</b>	Nil	Nil
<b>Relationship with other Directors and KMPs of the Company</b>	N.A.	N.A.
<b>No. of Board Meetings held/ Attended</b>	4/4	4/4
<b>Last Remuneration drawn (per annum)</b>	Rs. 38,88,000	Rs. 35,000/- as Sitting fees

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no. 4 of the AGM Notice. The Board of Directors recommends the re-appointment of above directors.

#### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### Item No. 4

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and 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.

Smt. Bela Banerjee had been appointed as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions at the Annual General Meeting held on 28th September, 2015 for a period commencing from 31st March, 2015 till the conclusion of this Annual General Meeting. Therefore, her first term as an Independent Director for the above mentioned period will be completed at the conclusion of this Annual General Meeting.

Keeping in view the above requirements, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 12th August, 2016 have re-appointed Smt. Bela Banerjee (DIN:07047271) as an Independent Director of the Company at her second term of two years commencing from the conclusion of this Annual General Meeting subject to the approval of Shareholders.

The Company has received necessary declaration from Smt. Bela Banerjee that she 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, Smt. Bela Banerjee fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Smt. Bela Banerjee is independent of the management.

Smt. Bela Banerjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Bela Banerjee for the office of the Director of the Company.

Copy of the draft letter of re-appointment of Smt. Bela Banerjee as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company.

A brief profile of Smt. Bela Banerjee to be re-appointed as an Independent Director is given under the heading "**Details of Director retiring by rotation and proposed to be re-appointed and re-appointment of Independent Director (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India**" elsewhere in this Notice.

Smt. Banerjee does not hold any share in the Company.

This statement may also be regarded as a disclosure under Clause 36(3) of the Listing Regulations.

It is proposed to appoint Smt. Bela Banerjee as an Independent Director under Section 149 of the Act and Regulation 17 of Listing Regulations to hold office for 2 (two) years for a term up to the conclusion of the 33rd Annual General Meeting of the Company to be held in the calendar year 2018.

Smt. Banerjee is interested in the Resolution set out at Item No. 4 of the Notice with regard to her re-appointment. The relatives of Smt. Banerjee 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 are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board considers that association of Smt. Banerjee would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

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

**Registered Office:**

Office No.514, B wing, 215 Atrium  
Andheri-Kurla Road, Chakala  
Andheri (E), Mumbai-400059

Place: Gurgaon

Date:12th, August, 2016

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

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



## DIRECTORS' REPORT

### To the Members,

The Directors have pleasure in presenting the 31st Annual Report and Audited Accounts for the financial year ended 31st March, 2016.

### FINANCIAL RESULTS

(in Rs.)

PARTICULARS	2015-2016	2014-2015
Gross Sales and Services	3,12,96,000	2,58,20,000
Other Income	41,32,964	72,22,730
Profit/(Loss) before depreciation, finance charges and taxation	59,25,302	57,87,931
Less: Depreciation & Amortisation expenses	1,93,919	2,29,987
Less: Finance Charges	6,817	1,773
Profit before Exceptional items and Tax	57,24,566	55,56,171
Profit/(Loss) before taxes	57,24,566	55,56,171
Less: Tax Expenses		
Current tax	18,75,592	22,01,965
Deferred tax	15,611	(2,62,713)
Profit/ (Loss) for the year after tax	38,33,363	36,16,919

### DIVIDEND

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended 31st March, 2016 and to strengthen the net working capital of the Company.

## MANAGEMENT DISCUSSIONS & ANALYSIS (MDA)

### FINANCIAL REVIEW

The operating income during the financial year ended 31st March, 2016 stood at Rs. 3,12,96,000/- as against the operating income of Rs. 2,58,20,000 in the previous financial year ended 31st March, 2015. During the Year, the Company has earned a net profit of Rs. 38,33,363/- as compared to the net profit of Rs. 36,16,919 in the previous year.

### SHARE CAPITAL

During the financial year 2015 -2016 the paid up capital of the Company stood at Rs. 1,13,27,42,219/- (Rupees One Hundred Thirteen Crore Twenty Seven Lacs Forty Two Thousand Two Hundred Nineteen Only) divided into Equity Shares of Re. 1/- each. Further during FY 2012-13, the Company came out with issue of 90,77,85,000 equity shares with a face value of Re.1/- each at a premium of Rs. 0.20 per equity share for an amount aggregating Rs. 108,93,42,000/- on a rights basis to the equity shareholders of the Company in the ratio of 9 equity shares for every 1 fully paid-up equity share held by the equity shareholders on the record date, that is, on March 19, 2013. The right issue was opened on March 30, 2013 and closed on April 27, 2013. As on March 31st, 2016, the Company has fully utilized the entire amount of Rs. 10893.42 Lacs for the objects of the issue as stated in the Letter of Offer.

## INDUSTRY OVERVIEW FOR THE COMPANY & ITS SUBSIDIARIES

### 1. MOBILE HANDSETS MARKET IN INDIA

One of the subsidiaries of the Company, nexG Devices Private Limited (NDPL), is engaged into trading of mobile handsets business in India.

#### Mobile Handset Market Overview

FY2015-16 has seen some tectonic shifts for the India mobile handset industry. The handset market continued to see entry of new brands and the expansion of portfolio of existing ones. From a breakthrough point of view, there wasn't anything remarkable except that Samsung came out with the curved design and Apple launched iPhone 6S and 6S+ with 3D touch functionality. Both the developments happened for the premium segment Rs. 50,000 which in India is just 0.6% of the market. So, while it has been time and again proved India is a low to medium priced handsets market, and year 2015-16,

has not added some great feature sets to enrich user experience. However, the industry has been able to offer more to a user for same or even less. Anecdotally, the Average Selling Price (ASP) for a Smartphone in CY 2013 was Rs. 13,000 (volume: 41 mn units), which has come down to Rs.10,700 (volume: 95 mn units) by the end of CY 2015. At the same time, the specifications of a Smartphone have improved substantially. In CY 2013, just 0.07% of Smartphones shipped had 4GB RAM for instance, which in CY 2015, was a little over 0.6%. Similarly, other major specifications that trigger the buyer's decision to purchase a Smartphone have improved while ASPs exhibited a receding trend.

Smartphones continued to show resilience and grew at an annual average growth of 32% while feature phones continued to shrink. The decline in feature phone shipments was 17% on an annual average basis. An examination of the present scenario, coupled with an analysis of historical trends tells us that the market for India mobile handsets will settle around 250 mn units in 2016, a 4% growth compared to 2015. The outlook seems that this trend will continue for a few more years, as we move towards a 'Smartphones only' market; this is because the predicted demise of Feature phones does not seem likely anytime soon.

According to **CMR's India Monthly Mobile Handsets Market Review, 1Q CY 2016, May 2016 release**, there were 53 million mobile phones in first quarter of CY 2016 with 4% de-growth. Of the total 53 million mobile handsets shipped during Q1 CY 2016, 45% (23.6 mn) were Smartphones. The following is the snapshot for Q1 CY 2016:

- Make in India contribution at 67% of the total shipments. Contribution rising in Smartphones as well as 4G sub-categories highlighting the latest being manufactured in India.
- Samsung, Micromax and Intex still remain the 'top three' players in the overall market.
- Rs 10,000 - 15,000 price category of Smartphones saw maximum traction and for the first time it displaced Rs 6,000 - 8,000 bracket to 2nd rank.
- Average Selling Prices of Smartphones up 5.7% QoQ and 25% YoY.

According to CMR's India Mobile Handset Report for 1Q CY 2016, India shipped a total of 52.6 million handsets against 55.4 million in 1Q CY 2015, registering a decline of 4% YoY. The QoQ decline was 12.8%.

#### Segment wise QoQ and YoY comparison for Q1CY 2016

(Figures are in million)

Segment	Q1FY2016	Q4CY2015	QoQ Growth	Q12015	YoY Growth
Feature phone	29.2	35.0	-16.8%	35.9	-18.8%
Smartphone	23.6	25.5	-7.4%	19.5	21.4%
<b>Grand total</b>	<b>52.8</b>	<b>60.5</b>	<b>-12.8%</b>	<b>55.4</b>	<b>-4.7%</b>

Contribution of India brands was at an all-time high of 45%, up 7% compared to 4Q'15, while the handsets actually made out of India contributed 67% to the sales. The contribution of Chinese and Global brands has though declined QoQ by few percentage points.

While in the 4Q'15, the Average Selling Price for a Smartphone was Rs 12,285, this has shot up to Rs 12,983 in 1Q'16. The same was Rs 10,364 in the first quarter of 2015. For the first time, price band of Rs 10,000 - 15,000 contributing the maximum (22%) towards the Smartphone shipments. Usually, the prime contributor used to be the price bracket of Rs 6,000 - 8,000. This increase has been primarily due to introduction of shipments by LeEco and launch of new handsets / significant increase in shipments from Lenovo, Oppo, LG, Panasonic, Micromax, Intex, LYF (RJio) and Vivo in Rs 10,000 - 15,000 price bands. Some of the Smartphones that have done exceptionally well in this price band include Lenovo's K4 Note, LeEco's Le 1S, Micromax's Canvas Mega 4G, Huawei's Honor 5X and Intex's Aqua Freedom.

Among the handsets produced out of India, 66% of the Smartphones and 60% of the 4G Smartphones were manufactured in India itself.

#### Market Share Movements

Rankings of major players remain static; Samsung secured the top slot, followed by Micromax and Intex. While the global players are increasingly focusing on 4G LTE technology, domestic players could still see some profits in 3G technology. Moving forward, it would be all about 4G LTE and 2016 is the year when a major transformation is expected in the telecom sector with respect to change in technology.

(Source: CMR's India Mobile Handsets Market Review, May 2016 release at <http://cmrindia.com/as-mobile-markets-grow-flat-brands-pitching-to-sell-higher-value-smartphones-starting-1q-cy-2016-in-india>)

## 2. BPO INDUSTRY

One of the subsidiaries of the Company, DigiCall Teleservices Private Limited along with step down subsidiary of the Company, are engaged into domestic and international BPO services in India respectively.

## Domestic BPO Industry Overview

The Business Process Outsourcing Services industry has undergone a rigorous transformation; it has effectively grown to provide strategic partnership for clients today. It has surely left an indelible impact on the Indian BPO industry. The sector has rapidly evolved, in terms of expanding its verticals and geographic markets, attracting new customers, transforming from a technology partner to a strategic partner, thus cementing India's position as the premier global sourcing destination. The fact that the gamut of services has seen a significant change with BPOs managing end-to-end services indicates the growing maturity of the industry. The industry has already begun moving from enterprise services to providing 'enterprising solutions' - incorporating SMAC (Social, Mobile, Analytics and the Cloud) to create client impact, not only on cost, but revenues, profit margins and cash flows.

### Key Trends in domestic BPO Industry

Growing adoption of outsourcing services by companies to even manage their core management process is giving a new perspective to the global sourcing industry. Every BPO Services is going beyond customer satisfaction to value added services and delivering customer services 24x7 with the help of secured social media networking platforms. As business is evolving, BPO industry is evolving with it - and the changes in the business world mean that today's BPO players should pose ability to increase business responsibility and control.

On account of the resurgence in ecommerce based consumer businesses recently, BPO companies are also more focused on the domestic market. The ecommerce companies are expected to outsource their call center and customer care services to BPO/KPOs for faster and cost effective solutions. The stiff competition in the domestic consumer market is pushing these companies to focus more on the technology driven business offering. The growing demand for goods particularly among the India middle class, rising incomes and standard of life has led to the growth in this sector. Tier II & III cities emerged as the new centers for delivery of services, in fact many new tier II & III cities are emerging as delivery locations.

India's competitiveness as the foremost outsourcing destination is being threatened by wage inflation, the rise of other locations, particularly the Philippines and China as alternative sourcing destinations. The changing market trends created more and more challenges to the global BPM sectors. Companies looking to build a satisfied and loyal customer base need to realize that only customer satisfaction does not drive customer delight, but by satisfying customers, companies can nurture long-term relationships and customer loyalty.

### Industry Outlook for Domestic BPO

Future growth is expected to come from a combination of high value services, increasing non-linear play and further extension of the sector's cost proposition. There will be increasing demand for domain based BPO services. A number of sectors in India are also expected to outsource higher percentage of their non-core work giving boost to the domestic sector. Growing talent pool of India has the ability to drive the R&D and innovation business in this space.

The BPO industry is likely to be moved by two trends over the next few years. One is in the approach to outsourcing, with multi-sourcing becoming more prevalent, and the other is in technology where previously specialist services are now becoming commodity based. The latter is especially noticeable in the current trend to cloud hosting.

(Source: Infotechlead.com & <http://www.infotechlead.com/2013/12/19/outsourcing-trends-2014-bpo-companies-increase-focus-domestic-market-17407>)

## 3. MOBILE TELEVISION OR MOBILE VIDEO STREAMING BUSINESS

One of the subsidiaries of the Company, DigiVive Services Private Limited is engaged into mobile video streaming services in India.

### Mobile Video Streaming Industry Overview

Globally, video consumption has grown rapidly to make it one of the largest categories on PC-Internet. Mobile has also begun to play a significant role in video consumption across the world with over 15% of the total video consumption already moving towards mobile devices in countries like Japan and UK. In the US, most players in the top ten offer free ad-supported videos through varying business models.

There are three types of business models which have been successful in the videos space - Ad-supported user generated content, Ad-supported premium content and Paid premium content. Freemium models also exist where a part of the content is offered for free (generally ad-supported), and the remaining part is offered for a fee.

In India too, videos have witnessed significant growth with total number of videos watched growing to 3.7 billion in March 2013 from 1.9 Billion in March 2011, an approximately 100% increase in 2 years.

### **Key Players in Mobile Video Streaming Industry**

While players like YouTube and Vuclip have developed a strong position in the online video distribution market in India, a significant quantum of local Indian content still remains to be digitized. This presents a large opportunity for local players who can build a differentiated position on the basis of their content catalogues.

Paid premium videos in India originated from telcos who offered mobile TV services to their consumers through a subscription model. The key players in the industry includes Apalya (a portfolio company of Kalaari Capital, IDG Ventures, Qualcomm Ventures and Cisco Ventures), nexGTV, Yupp TV, Sony LIV, Hello Tv, Ditto TV, Hotstar (a venture by Star group) and Zenga TV.

### **Key Trends in Mobile Video Streaming Industry**

While larger global technology platforms dominate the list of top video websites (globally), a top-10 ranking by the number of ads served has as many as five video ad networks/exchanges in it. Video ad networks improve targeting capabilities and enhance awareness among advertisers. Video advertising is rapidly emerging as a substitute for brand advertising on TV due to the similarity in consumption and delivery patterns of these advertisements (with the introduction of pre-roll, in-roll and post-roll advertisements in online videos). While premium content providers attract brand advertisers directly, ad networks play a significant role in helping publishers with semi-premium and non-premium video inventory (a segment that is growing at a rapid pace) monetize their content.

### **Opportunities And Outlook**

The strategy of Company and/or its subsidiaries has been towards investing in the new application and/or technologies related to Mobile on account of rising demand for data services/solution in 3G/4G era, and making investments in next generation businesses including Contents, Telecom and Media businesses which are expected to have substantial growth over the next decade on account of rising demand from online and e-commerce businesses. The Company would be working either directly or through its subsidiaries to take up existing and/or new projects to achieve the above.

### **Threat, Risks & Concern**

The Company and/or its subsidiaries operates in a competitive environment and faces competition from both the international as well as domestic players and within domestic industry, from both the organized and unorganized players. However, no player in the industry is an integrated player.

### **Adequacy of Internal Control**

The Company has a well laid out internal control system for the various agencies. M/s. Oswal Sunil & Company, Chartered Accountants, Firm Registration No. 016520N are currently the Internal Auditors of the Company. The internal control system is so designed to ensure that there is adequate safeguard, maintenance and usage of assets of the Company.

### **Internal Financial Controls related to Financial Statements**

Your Company has put in place adequate Internal Financial Controls with reference to the financial statements, some of which are outlined below. Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by their respective Statutory Auditors for consolidation.

Your Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when appropriate. The basis of such judgments and estimates are also approved by the Statutory Auditors and Audit Committee.

The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

### **RISK MANAGEMENT**

The management periodically briefs the Committee on the emerging risks along with the risk mitigation plans put in place. Risk management is interlinked with the annual planning exercise where each function and business carries out a fresh risk identification, assessment and draws up treatment plans.

There are no risk which in the opinion of the Board threaten the existence of the Company.

### **Human Resources**

The Company currently has a strong technical team with experience in developing new applications and technologies required for supporting the Mobile Content distribution platform and we would like to thank each and every member of the MMWL family, its Subsidiaries for their role and continuous contribution towards the Company's performance.

### **Our Subsidiaries**

#### **nexG Devices Private Limited (NDPL)**

Our Wholly owned Subsidiary, NDPL, has rich experience in procurement and distribution of Mobile Handsets of various brands including OPPO, Karbonn, Samsung and Micromax. NDPL has distribution arrangement with these brands for distribution and marketing of handsets in the Indian markets. NDPL has marketing offices and warehouses located at various cities in India and over a period of last 5 years have established a nationwide network to handle the distribution business all over India.

With the entrance of 4G mainly by Reliance Jio, this market is going to expand manifold and will have more opportunities for NDPL having a strong presence of warehouses pan India. NDPL has tied up with OPPO mobiles to distribute mobile handsets to Reliance Retail Limited's LFR (Large Format Retail outlets) in 9 cities at present and which would increase to over 20 cities by the end of 2017.

NDPL is in the process of further tie-ups with renowned brands such as Blue, One plus, etc. by leveraging NDPL's logistics, warehousing & distribution expertise to create a win-win opportunity both for NDPL & these brands.

#### **DigiVive Services Private Limited (DSPL)**

DSPL is in the business of running next generation mobile video OTT streaming services. It is running a Mobile TV service "nexGTV" since May 2011. nexGTV offers a bouquet of over 150 Television channels to a current subscriber base of around 11 Lakh+ customers and the nexGTV app has been downloaded by more than 25 million users from the various app stores. NexGTV also has a large VOD library of Tv content and movies. The delivery mechanisms for nexGTV include Native Client, Website, Mobile WAP browsers. Further, DSPL has also entered into offering Multiscreen solutions for Direct To Home (DTH) Industry and has tied up with Airtel DTH and Videocon DTH.

DSPL has entered into operator tie-ups with almost all telecom operators in India for subscription Billing & Data packs bundling. DSPL is currently in process of integration with International operators like Dialog Srilanka, Dubai Telecom via Billing Aggregators like Junotel, Fortumo etc.

DSPL have tied up with multiple partners for nexGTV alliance in recent times for distribution of OTT service. Few of the key partners include Paytm, Oxigen, DEN boomband, Shopclues, Zen mobile, Karbonn etc.

#### **DigiCall Teleservices Private Limited (DTPL)**

DTPL, operating in the BPO segment, was set up primarily as an ITES organization and supports a wide range of service offering. It was incorporated as Pagepoint Services (India) Private Limited in 1992 for providing Radio Paging services. DTPL discontinued the Paging business in 2004-05, given the declining use of paging services and closure of the paging industry internationally. DTPL started the business of domestic call center in 1999 and since then has been developing this business. DTPL today employees over 5,000 people nationwide in its various centers located in some of the major cities across India.

#### **DigiCall Global Private Limited (DGPL)**

DigiCall Global Private Limited is a 100% subsidiary of DigiCall Teleservices Private Limited which itself is a subsidiary of the Company. By virtue of subsidiary of subsidiary, DGPL has also become subsidiary of the Company. DGPL is also in the BPO operations and caters to the need of international markets and primarily to the global clients based out in the UK and US through global delivery network and a comprehensive outsourcing services infrastructure.

#### **Media Matrix Enterprises Private Limited (formerly Media Matrix Holdings Private Limited) (MMEPL)**

Media Matrix Enterprises Private Limited (formerly Media Matrix Holdings Private Limited) has been incorporated with a view to make investments in existing/new projects to be undertaken by us jointly or severally.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of your Company for the financial year 2015-16 are prepared in accordance with the Companies Act, 2013 read with the Rules issued thereunder, Accounting Standard AS -21 on Consolidated Financial Statements



read with AS-23 on Accounting for Investments in Associates, AS -27 on Financial Reporting of Interests in Joint Ventures and the provisions of the Listing Regulations. The Audited Consolidated Financial Statement is provided in the Annual Report.

### **Subsidiaries, Joint Ventures and Associate Companies**

M/s DigiCall Teleservices Private Limited, M/s DigiVive Services Private Limited, M/s DigiCall Global Private Limited, M/s. nexG Devices Private Limited and M/s Media Matrix Enterprises Private Limited (Formerly Media Matrix Holdings Private Limited) continue to be the subsidiaries of your Company. The Company does not have any Joint Ventures / Associates during the year under review.

A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of Consolidated Financial Statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any shareholder desirous of obtaining the Annual Accounts and related information of the above subsidiary companies may write to the Company Secretary at M/s Media Matrix Worldwide Ltd. Plot No. 38, 4th Floor, Sector 32, Institutional Area, Gurgaon 122001, Haryana and the same shall be sent by post. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of the Company i.e. [www.mmwlindia.com](http://www.mmwlindia.com).

A report on the performance and financial position of each of subsidiaries, associates and joint venture companies as per the Companies Act, 2013 is provided as "**Annexure - A**" to the consolidated financial statement and hence not repeated for sake of brevity. The policy for determining material subsidiaries as approved by the Board of Directors may be accessed on the Company's website at the link: <http://mmwlindia.com/CorporateGovernance/Policy%20for%20determining%20material%20subsidiaries.pdf>

### **FIXED DEPOSITS**

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

The remuneration paid to the Directors is in accordance with the Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) and Regulation 19 of the Listing Regulations. The salient aspects covered in the Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this report.

The Whole-Time Director of your Company does not receive remuneration from any of the subsidiaries of the Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of the Company is set out in "**Annexure - A**" to this Report and is available on the website of the Company.

### **DIRECTORS & KEY MANAGERIAL PERSONNEL**

#### **Appointments/Re-appointments**

Shri Bharat Bhushan Chugh, Whole-time Director designated as Director (Finance) is liable to retire by rotation at ensuing Annual General Meeting pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible offers himself for re-appointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM. The Brief resume of him and other related information have been detailed in the Notice convening the 31st AGM of your Company. Your Directors recommend his re-appointment as Whole-time Director of your Company.

In compliance with the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Bela Banerjee was appointed as an Independent Director of your Company at 30th Annual General Meeting (AGM) held on 28th September, 2015.

Smt. Bela Banerjee was appointed as an Independent Director to hold office up to 1 (one) year for a term up to the conclusion of this Annual General Meeting. Accordingly the term of the Independent Directors will come to end with the conclusion of this Annual General Meeting.



On the recommendations of the Nomination & Remuneration Committee of the Company, Smt. Bela Banerjee is proposed to be re-appointed as an Independent Director pursuant to the provision of Section 149 of the Companies Act, 2013 and rules made thereunder and Listing Regulations at the ensuing Annual General Meeting for the second term of two years. Appropriate resolution for her re-appointment is being placed for your approval at the ensuing AGM. Your Directors recommend her re-appointment as an Independent Director of your Company.

#### **Familiarisation Programme for Independent Directors**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at the link: <http://mmwlindia.com/CorporateGovernance/FAMILIARIZATION%20PROGRAM%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

#### **Annual Evaluation of Board Performance**

Pursuant to the provisions of the Companies Act, 2013, read with the rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Listing Regulations, the Nomination and Remuneration Committee/Independent Directors Committee have evaluated effectiveness of the Board/Committee/Directors for the financial year 2015-16. Further the Board of Directors also evaluated the performance of Independent Directors as required under Regulation 17 of Listing Regulations. The criteria applied in the evaluation process are detailed in the Corporate Governance Report which forms part of this report.

#### **Key Managerial Personnel**

During the year under review, Shri Bharat Bhushan Chugh, Director (Finance), Shri Vineet Mittal, CFO and Shri Gurminder Singh Monga, Company Secretary remained the Key Managerial Personnel in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder. Shri Shitij Wadhwa, Company Secretary resigned on 1st October, 2015 and Shri Gurminder Singh Monga was appointed as a Company Secretary w.e.f. 9th February, 2016.

#### **PARTICULARS OF EMPLOYEES' AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a statement showing the names of top ten employees of the Company in terms of remuneration drawn and other particulars of the employees drawing remuneration in excess of the limits set out in said rules are given in "Annexure-A" annexed herewith.

#### **NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

#### **AUDIT COMMITTEE**

The details pertaining to Composition of Audit Committee are included in the Corporate Governance Report which forms part of this report.

#### **DECLARATAION OF INDEPENDENCE**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(3) (c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the financial year ended 31st March, 2016;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## AUDITORS AND AUDITORS' REPORT

At the 30th Annual General Meeting (AGM) of the Company, Khandelwal Jain & Company, Chartered Accountants (Firm Registration No. 105049W) was appointed as the Statutory Auditors to hold office till the conclusion of the 31st AGM of the Company. Khandelwal Jain & Co., Chartered Accountants, Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and having confirmed their eligibility, offer themselves for re-appointment. The Company has received necessary letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The Audit Committee and the Board of Directors, therefore, recommended re-appointment of Khandelwal Jain & Co., Chartered Accountants as Auditors of the Company for the financial year 2016-17 till the conclusion of next AGM for the approval of the Shareholders.

The observations in the Standalone and Consolidated Auditors' Report are self-explanatory and do not call for any further comments.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s MZ & Associates, Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "**Annexure - B**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extracts of the Annual Return in Form MGT - 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are set out herewith as "**Annexure - C**" to this Report.

## RELATED PARTY TRANSACTIONS

During the financial year 2015-16, there were no transactions with related parties which qualify as material transactions under the Listing Agreement and Listing Regulations.

The details of the related party transactions as required under Accounting Standard - 18 are set out in Note - 30 to the Standalone Financial Statements forming part of this Annual Report.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://mmwlindia.com/CorporateGovernance/MMWL-Related-party-transactions-policy.pdf>

## LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Amounts outstanding as at 31st March, 2016

Particulars	Amount (In Lac)
Loans given	67.43
Guarantees given	2422
Investments made	16155.91

#### Loans, Guarantees and Investments made during the financial year 2015-16

Name of entity	Relation	Amount (Rs. in Lac)	Particulars of Loans, Guarantees and Investments	Purpose for which the Loans, Guarantees and Investments are proposed to be utilized
DigiCall TeleServices Private Limited	Subsidiary under Section 2(87) of the Companies Act, 2013	728.43	Investment in 0 % Compulsory Convertible Debentures (CCD's)	For Business Purpose
Media Matrix Enterprises Private Ltd	Subsidiary under Section 2(87) of the Companies Act, 2013	384.50	Investment in 0 % Compulsory Convertible Debentures (CCD's)	For Business Purpose
DigiVive Services Private Limited	Subsidiary under Section 2(87) of the Companies Act, 2013	851.56	Investment in 0 % Compulsory Convertible Debentures (CCD's)	For Business Purpose
DigiCall TeleServices Private Limited	Subsidiary under Section 2(87) of the Companies Act, 2013	536.00	Guarantee	Corporate Guarantee in favour of Andhra Bank on behalf of DigiCall TeleServices Private Limited, a wholly owned subsidiary of the Company, for a term loan of Rs. 236 Lacs and short term loan of Rs. 300 Lacs availed of by wholly owned subsidiary.
DigiCall Global Private Limited	Subsidiary under Section 2(87) of the Companies Act, 2013	150.00	Guarantee	Corporate Guarantee in favour of Andhra Bank on behalf of DigiCall Global Private Limited, a wholly owned subsidiary of the Company, for a short term loan of Rs. 150 Lacs availed of by the wholly owned subsidiary for the purchase of new equipment.

#### VIGIL MECHANISM

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism/ Whistle blower policy may be accessed on the Company's website at the link: <http://mmwlindia.com/CorporateGovernance/Whistle%20Blower%20Policy.pdf>

#### DEMATERIALIZATION OF SHARES

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2016, 99.99% of the Company's Share Capital is in dematerialized form.

The ISIN allotted to the equity shares of the Company is INE200D01020. The Company's shares are frequently traded on BSE Limited.

#### CORPORATE GOVERNANCE

In Compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with certificate from the Company Secretaries Firm on its compliance, forms an integral part of this report.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

Part A and Part B relating to conservation of energy and technology absorption are not applicable to the Company as your Company is not a manufacturing Company.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	Financial Year Ended 31.03.2016	Financial Year Ended 31.03.2015
Foreign exchange earned in terms of actual inflows	NIL	NIL
Foreign exchange outgo in terms of actual outflows	NIL	NIL

## SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

## GENERAL

- Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company does not have any ESOP scheme for its employees/directors.
- The Whole-time Director of the Company does not receive any remuneration or commission from any of its subsidiaries.
- Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- No fraud has been reported by the Auditors to the Audit Committee or the Board of Directors of the Company.

## CAUTIONARY STATEMENT

Statement in the Management Discussions and Analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

## ACKNOWLEDGEMENTS

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.

For and on behalf of the Board

Date: - 12th August, 2016  
Place: - Gurgaon

(B.B. Chugh)  
Director (Finance)  
DIN : 00472532

(C.K. Goushal)  
Director  
DIN : 01187644

## Annexure (A) to Directors' Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2015-16 is as follows:

Sl. No.	Name of Director	Total Remuneration (in Rs.)	Ratio of remuneration of Director to the Median remuneration
1.	Shri Bharat Bhushan Chugh	38,88,000	4.61
2.	Shri Chattar Kumar Goushal	55000*	0.07
3.	Shri Suresh Bohra	55000*	0.07
4.	Smt. Bela Banerjee	35000*	0.04

\*Represents to Sitting Fee

#### Notes:

- The information provided above is on standalone basis.
- Remuneration to Directors includes sitting fees paid to Non-Executive Directors.
- Median remuneration of the Company for all its employees is Rs.8,44,000/- for the financial year 2015-16.

### B. Details of percentage increase in the remuneration of each Director, CFO and Company Secretary in the financial year 2015-16 are as follows:

(in Rs.)

Sl.No.	Name	Category	Remuneration		Increase (%)
			2015-16	2014-15	
1.	Shri Bharat Bhushan Chugh	Director (Finance)	38,88,000	38,88,000	NA
2.	Shri Chattar Kumar Goushal	Independent Director	55,000	80,000	NA
3.	Shri Suresh Bohra	Independent Director	55,000	80,000	NA
4.	Smt. Bela Banerjee	Independent Director	35,000	10,000	NA
5.	Shri Vineet Mittal	CFO	10,31,633/-	NA	NA
6.	Shri Shitij Wadhwa (upto 30th September, 2015)	Company Secretary	10,10,655/-	6,95,190/-	NA
7.	Shri Gurvinder Singh Monga (w.e.f. 9th February, 2016)	Company Secretary	1,07,759	NIL	NA

#### Notes:

During the year, your Company continue to pay the sitting fees of Rs. 5000/- each for attending the board and committee meeting to Non- Executive Directors. Therefore, there is no such increase in sitting fees for the Non- Executive Directors.

During the year under review, your Company has appointed Shri Vineet Mittal and Shri Gurvinder Singh Monga as Chief Financial officer and Company Secretary of the Company on 31st March, 2015 & 9th February, 2016 respectively. Shri Shitij Wadhwa, Company Secretary resigned w.e.f. 1st October, 2015. Hence remuneration of CFO and Company Secretaries are not comparable.

The remuneration to Whole-time Directors is within the overall limits approved by the shareholders.

### C. Percentage increase in the median remuneration of all employees in the financial year 2015-16:

Particulars	2015-16 (In Rs.)	2014-15 (In Rs.)	Increase (%)
Median remuneration of all employees per annum	8,44,000/-	6,49,800/-	29.89

### D. Number of permanent employees on the rolls of the Company as on March 31, 2016: 13

**E. Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

(in Rs.)

Particulars	2015-16	2014-15	Increase (%)
Average salary of all employees (other than key managerial personnel)	7,24,600/-	5,31,335/-	36.38%
Average Salary of Whole Time Director	38,88,000/-	38,88,000/-	0%
Average Salary of CFO and Company Secretary	21,50,047/-	6,95,190/-	NA

During the year under review, your Company has appointed Shri Vineet Mittal and Shri Gurbinder Singh Monga as Chief Financial officer and Company Secretary of the Company on 31st March, 2015 & 9th February, 2016 respectively. Shri Shitij Wadhwa, Company Secretary resigned w.e.f. 1st October, 2015. Hence remuneration of CFO and Company Secretaries are not comparable.

**F. Affirmation:**

It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

**G. Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or amendments made thereto:**

Names of the top ten employees of the Company in terms of remuneration drawn and the names of employees who were employed throughout the financial year 2015-16 and were paid remuneration not less than Rs.1,02,00,000/- and employees who were employed for a part of financial year 2015-16 and were paid remuneration not less than Rs.8,50,000/- per month:

Sl. No.	Name	Remuneration received (in Rs.)	Nature of employment	Designation	Qualifications & experience	Date of commencement of employment	Age (Years)	Last employment held
1.	Shri B. B. Chugh	3888000	Contractual	Whole-time Director	ICMA 34	28.05.2012	57	DigiCall Teleservices Pvt. Ltd.
2.	Shri Vijay Kumar	1993300	Permanent	Manager	M.Sc- IT 11	01.12.2014	39	Extra Marks
3.	Shri Ram Kumar Shrivastava	1663000	Permanent	Manager	MBA- Finance 24	22.05.2012	50	Etisalat DB Telecom Pvt. Ltd.
4.	Shri Vineet Mittal	1200000	Permanent	CFO	CA 12	01.05.2015	38	Digivive Services Pvt. Ltd.
5.	Shri Ashutosh Goel	920400	Permanent	Manager	B.Com 8	01.04.2013	39	Smart Digivision Pvt. Ltd.
6.	Shri Manoj Kumar Tiwari	890300	Permanent	Deputy Manager	MCA 10	01.02.2014	37	Manager Cyber Link Tech.
7.	Shri Pankaj Sharma	844000	Permanent	Assistant Manager	MCA 9	19.05.2015	35	Allied Information Technology
8.	Shri Manoj Kumar	812000	Permanent	Senior Engineer	MCA 6	01.11.2013	32	Cyber Link Tech.
9.	Shri Gurbinder Singh Monga	750000	Permanent	Company Secretary	CS, LL.B, M.Com 6	28.12.2015	32	Precision Electronics Ltd.
10.	Shri Nishant Kumar Giri	644500	Permanent	Assistant Manager	MBA-HR 13	01.04.2013	30	Smart Digivision Pvt. Ltd.
11.	Shri Ashish Rawat	462000	Permanent	Engineer	B.Tech 3	01.12.2012	26	—

**Notes:**

- The remuneration shown above comprises Salary, Allowances, Perquisites, Ex-gratia, Medical, Company's contribution to Provident Fund and all other reimbursements, if any.
- None of the employees is related to any director of the Company.
- None of above employee draws remuneration more than the remuneration drawn by Managing Director and Whole time Director and holds by himself or along with his spouse and dependent children not less than two percent of equity shares of the Company.



## Annexure (B) to Directors' Report

FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,  
 Media Matrix Worldwide Limited  
 Office No.514, B wing, 215 Atrium  
 Andheri-Kurla Road  
 Chakala, Andheri (E), Mumbai-400059

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Media Matrix Worldwide Limited (hereinafter referred as Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 to ascertain the compliance of various provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; **(Not applicable to Company during the financial year 2015-16) ;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to 14th May, 2015) and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as the Company has not issued any shares during the financial year 2015-16);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to Company during the financial year 2015-16) ;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to Company during the financial year 2015-16) ;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Financial Year 2015-2016);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable to the Company during the Financial Year 2015-2016);**

(vi) The Employees State Insurance Act, 1948;

(vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952;

(viii) Payment of Gratuity Act, 1972;

(ix) Maternity Benefit Act, 1961;

(x) Reserve Bank of India Act, 1943 and other laws other than taxation laws;

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and made effective from 1st July, 2015; and
- ii. The Listing Agreement entered into by the Company with BSE Limited (BSE). The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (effective 1st December, 2015)

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no instance having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. referred to above.

**For MZ & Associates  
Company Secretaries**

Place: New Delhi  
Date: 09th August, 2016

**CS Mohd Zafar  
Partner  
Membership No: ACS 28165  
CP: 13875**

## Annexure (C) to Directors' Report

### FORM NO. MGT 9

#### EXTRACTS OF ANNUAL RETURN

as on financial year ended on 31st March, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies

(Management & Administration) Rules, 2014.

#### I REGISTRATION & OTHER DETAILS:

i	CIN	L51900MH1985PLC036518
ii	Registration Date	7th June, 1985
iii	Name of the Company	MEDIA MATRIX WORLDWIDE LIMITED
iv	Category/Sub-category of the Company	Listed and Company having Share Capital
v	Address of the Registered office & contact details	Office No. 514, B wing, 215 Atrium Andheri-Kurla Road Chakala, Andheri (East), Mumbai - 400059 Telephone: +91-22-61391700, Fax: +91-22-61391700 E-mail: mmwl.corporate@gmail.com Website: www.mmwlindia.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit-1, Luthra Ind. Premises, Safel Pool Andheri Kurla Road, Andheri (East), Mumbai -400072 Telephone Number:-022 -22641376/22702485 Fax Number:-022-2261349 Email: investor@sharexindia.com

#### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Consultancy Services	9983	100%

III	<b>PARTICULARS OF HOLDING, SUBSIDIARY &amp; ASSOCIATE COMPANIES:</b>	As per Attachment A
IV	<b>SHAREHOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):</b>	
	a) Category-wise Shareholding b) Shareholding of Promoters c) Change in Promoters' Shareholding d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) e) Shareholding of Directors & KMPs	As per Attachment B As per Attachment C As per Attachment D As per Attachment E As per Attachment F
V	<b>INDEBTEDNESS:</b> Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment G
VI	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:</b> a) Remuneration to Managing Director, Whole-time director and/or Manager b) Remuneration to other directors c) Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Attachment H As per Attachment I As per Attachment J
VII	<b>PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:</b>	As per Attachment K

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**
**Attachment A**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	MN Ventures Private Limited 8, Commercial Complex (First Floor) Masjid Moth, Greater Kailash New Delhi - 110048	U51909DL2010PTC252050	Holding	56.91	2(46)
2.	Media Matrix Enterprises Private Limited (Formerly Media Matrix Holdings Private Limited) D-7, Dhwandee Apartments 6 Jantar Mantar Road New Delhi - 110001	U74900DL2011PTC214508	Subsidiary	100	2(87)
2.	DigiCall Teleservices Private Limited D-7, Dhwandee Apartments 6 Jantar Mantar Road New Delhi - 110001	U84200DL1992PTC219215	Subsidiary	74.44*	2(87)
3.	DigiVive Services Private Limited D-7, Dhwandee Apartments 6 Jantar Mantar Road New Delhi - 110001	U93000DL2010PTC200097	Subsidiary	79.85*	2(87)
4.	DigiCall Global Private Limited** D-7, Dhwandee Apartments, 6 Jantar Mantar Road, New Delhi - 110001	U72900DL2011PTC216458	Subsidiary	100	2(87)
5.	nexG Devices Private Limited D-7, Dhwandee Apartments 6 Jantar Mantar Road, New Delhi - 110001	U32300DL2011PTC215856	Subsidiary	100	2(87)
*Balance equity shareholding of 25.56% and 20.15% in DigiCall Teleservices Private Limited and DigiVive Services Private Limited respectively are held by Media Matrix Enterprises Private Limited which itself is a subsidiary of the Company (formerly Media Matrix Holdings Private Limited), thereby making them 100% subsidiaries of the Company **100% subsidiary of DigiCall Teleservices Private Limited					

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**
**Attachment B**
**(a) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 01.04.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2326166	0	2326166	0.205	2326166	0	2326166	0.205	0.000
b) Central Govt. or State Govt.	0	0	0	0.000	0	0	0	0	0.000
c) Bodies Corporates	685433752	0	685433752	60.511	685433752	0	685433752	60.511	0.000
d) Bank/FIs	0	0	0	0.000	0	0	0	0	0.000
e) Any other	0	0	0	0.000	0	0	0	0	0.000
<b>SUB TOTAL:(A) (1)</b>	<b>687759918</b>	<b>0</b>	<b>687759918</b>	<b>60.716</b>	<b>687759918</b>	<b>0</b>	<b>687759918</b>	<b>60.716</b>	<b>0.000</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0.000	0	0	0	0	0.000
b) Other Individuals	0	0	0	0.000	0	0	0	0	0.000
c) Bodies Corp.	0	0	0	0.000	0	0	0	0	0.000
d) Banks/FIs	0	0	0	0.000	0	0	0	0	0.000
e) Any other	0	0	0	0.000	0	0	0	0	0.000
<b>SUB TOTAL : (A) (2)</b>									
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>687759918</b>	<b>0</b>	<b>687759918</b>	<b>60.716</b>	<b>687759918</b>	<b>0</b>	<b>687759918</b>	<b>60.716</b>	<b>0.000</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.000	0	0	0	0	0.000
b) Banks/FIs	0	0	0	0.000	0	0	0	0	0.000
c) Central Govt.	0	0	0	0.000	0	0	0	0	0.000
d) State Govt.	0	0	0	0.000	0	0	0	0	0.000
e) Venture Capital Funds	75000	0	75000	0.007	75000	0	75000	0.007	0.000
f) Insurance Companies	0	0	0	0.000	0	0	0	0	0.000
g) FIs	0	0	0	0.000	0	0	0	0	0.000
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0	0.000
i) Others (specify)									
Foreign Banks	0	0	0	0.000	0	0	0	0	0.000
Foreign Portfolio Investors	0	0	0	0.000	0	0	0	0	0.000
<b>SUB TOTAL : (B)(1)</b>	<b>75000</b>	<b>0</b>	<b>75000</b>	<b>0.007</b>	<b>75000</b>	<b>0</b>	<b>75000</b>	<b>0.007</b>	<b>0.000</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates	325836988	0	325836988	28.765	357977144	0	357977144	31.603	2.838
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakhs	11606812	407	11607219	1.025	10735417	407	10735824	0.948	-0.077
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakhs	106826646	0	106826646	9.431	75730526	0	75730526	6.685	-2.745
c) Others									
NRIs	623848	0	623848	0.055	440364	0	440364	0.039	-0.016
Trust	0	0	0	0.000	0	0	0	0	0.000
Overseas Corporate Bodies	0	0	0	0.000	0	0	0	0	0.000
Clearing Members	12600	0	12600	0.001	23443	0	23443	0.002	0.001
<b>SUB TOTAL : (B)(2)</b>	<b>444906894</b>	<b>407</b>	<b>444907301</b>	<b>39.277</b>	<b>444906894</b>	<b>407</b>	<b>444907301</b>	<b>39.277</b>	<b>0.000</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>444981894</b>	<b>407</b>	<b>444982301</b>	<b>39.284</b>	<b>444981894</b>	<b>407</b>	<b>444982301</b>	<b>39.284</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.000	0	0	0	0.000	0.000
<b>Grand Total (A+B+C)</b>	<b>1132741812</b>	<b>407</b>	<b>1132742219</b>	<b>100.000</b>	<b>1132741812</b>	<b>407</b>	<b>1132742219</b>	<b>100.000</b>	<b>0.000</b>

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**
**Attachment C**
**(b) Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Shareholding at the end of the year (As on 31.03.2016)			%Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	MN VENTURES PRIVATE LIMITED	644639606	56.910	0.000	644639606	56.910	0.0000	0.000
2	DIGIVISION WIRELESS PRIVATE LIMITED	40794146	3.601	0.000	40794146	3.601	2.911	0.000
3	MAHENDRA NAHATA	2326166	0.205	0.000	2326166	0.205	0.0000	0.000
	<b>Total</b>	<b>687759918</b>	<b>60.716</b>	<b>0.000</b>	<b>687759918</b>	<b>60.716</b>	<b>2.911</b>	<b>0.000</b>

**IV. SHARE HOLDING PATTERN (Equity Share capital Break up as % to total Equity)**
**Attachment D**
**(c) Change in Promoters' Shareholding (please specify, if there is no change)**

Particulars	Shareholding at the beginning end of the year (As on 01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	687759918	60.715	687759918	60.715
Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)#	#		#	
At the end of the year	687759918	60.715	687759918	60.715

# There is no change in the total shareholding of promoters between 01.04.2015 to 31.03.2016.

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**
**Attachment E**
**(d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

SI. No.	Name	Shareholding at the beginning of the year (As on 01.04.2015)		*Increase/ Decrease in Shareholding	Reason	Shareholding at the End of the year (As on 31.03.2016)	
		No. of Shares	% of the total shares of the Company			No. of Shares	% of total shares of the Company
1	OJASVI TRADING PVT. LIMITED	10000000	0.883	42500000	Purchase of Shares	52500000	4.635
2	GRD SECURITIES LTD.	1000	0.000	6573979	Purchase of Shares	6574979	0.580
3	ORBIT FINANCIAL CONSULTANTS PVT. LTD	5000000	0.441	-5000000	Sale of Shares	0	0.000
4	LOOKLINE TRADELINKS PVT. LTD	5000000	0.441	-2000000	Sale of Shares	3000000	0.265
5	V AND A VENTURES LLP	263568184	23.268	0	Not Applicable	263568184	23.268
6	RAKESH KUMAR BAHL	5000000	0.441	0	Not Applicable	5000000	0.441
7	CONFIRM REALBUILD PVT. LTD	5000000	0.441	-5000000	Sale of Shares	0	0.000
8	RAMESH JAIN	7500000	0.662	0	Not Applicable	7500000	0.662
9	GENIL VINIMAY LLP	10802077	0.954	0	Not Applicable	10802077	0.954
10	GENIL BARTER LLP	11000000	0.971	0	Not Applicable	11000000	0.971
11	RAMESH KUMAR HARAN	11830518	1.044	-566555	Sale of Shares	11263963	0.994
12	PIYUS KUMAR JAIN	5002000	0.442	0	Not Applicable	5002000	0.442
13	RACHNA BAGGA	5437140	0.480	0	Not Applicable	5437140	0.480

\* The shares of the Company are traded on daily basis and hence datewise increase/ decrease in shareholding is not indicated.



**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**  
**(e) Shareholding of Directors and Key Managerial Personnel**

**Attachment F**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year(01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015) / at the End of the year (31.03.2016)	% of the total shares of the Company				No. of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>							
1	Shri Bharat Bhushan Chugh Whole-time Director	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				
2	Shri Chattar Kumar Goushal Non-Executive Independent Director	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				
3	Shri Suresh Bohra Non-Executive Independent Director	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				
4	Smt. Bela Banerjee Non-Executive Independent Director	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL (KMP'S)</b>							
1	Shri Vineet Mittal CFO	3000	0.00	1-Apr-15	0	Nil movement during the year	3000	0.00
		3000	0.00	31-Mar-16				
2	Shri Shitij Wadhwa Company Secretary (up to 30.09.2015)	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				
3	Shri Gurvinder Singh Monga Company Secretary (w.e.f. 09.02.2016)	0	0.00	1-Apr-15	0	Nil movement during the year	0	0.00
		0	0.00	31-Mar-16				

**V. INDEBTEDNESS**

**Attachment G**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

**(Amount in Rs.)**

Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (As at 01.04.2015)</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year (As at 31.03.2016)</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**Attachment H**
**(a) Remuneration to Whole-time director and/or Manager:**
**(Amount in Rs.)**

Sl. No.	Particulars of Remuneration	Shri Bharat Bhushan Chugh Director (Finance)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax, 1961.	2220704	2220704
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	32400	32400
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3.	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>2253104</b>	<b>2253104</b>
	<b>Ceiling as per the Act</b>	42,00,000 (as on 31.03.2016)(Remuneration as per Schedule V of the Companies Act, 2013.	

**(b) Remuneration to other directors:**
**Attachment I**
**(Amount in Rs.)**

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	<b>Independent Directors</b>	<b>Shri Chhattar Kumar Goushal</b>	<b>Shri Suresh Bohra</b>	<b>Smt. Bela Banerjee</b>	
	(a) Fee for attending board/ committee meetings	55000	55000	35000	145000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
	Total Managerial Remuneration	55000	55000	35000	145000
	<b>Overall Ceiling Limit</b>	NA			

Sitting fees of Rs.5000/- each being paid Non-Executive Directors for attending the Board and Committee Meeting.

**Attachment J**
**(c) Remuneration to Key Managerial Personnel other than MD/Manager/Whole-time Director:**
**(Amount in Rs.)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnels			Total
		<b>Shri Vineet Mittal CFO</b>	<b>Shri Shitij Wadhwa Company Secretary (upto 30th Sep. 2015)</b>	<b>Shri Gurvinder Singh Monga Company Secretary (w.e.f. 9th Feb. 2016)</b>	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	621189	677577	179381	1478147
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	29700	115041	-	144741
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>650889</b>	<b>792618</b>	<b>179381</b>	<b>1622888</b>

**Attachment H**
**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**NONE**

## CORPORATE GOVERNANCE REPORT

### 1. Corporate Governance Philosophy

Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial position, performance, ownership and governance of the Company is an important part of Corporate Governance. This improves public understanding of the structure, activities and policies of the organization. Consequently, the organization is able to attract investors, and enhance the trust and confidence of the stakeholders.

Your Company believes that the implementation of good corporate practices bring positive strength among all the stakeholders of the Company, which is key to success for any corporate.

Through this, all the stakeholders of the Company are well informed with the policies and practices of the Company.

Endeavors are being made to follow the best practices in all the functional areas in discharging responsibilities towards all the Stakeholders.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Agreements for different segments of capital markets to ensure better enforceability. The Listing Regulations were made effective from 1st December, 2015 (effective date). Accordingly, all listed entities were required to enter into the Uniform Listing Agreement within 6 (six) months from the effective date. Your Company has accordingly entered into Listing Agreement with BSE Limited during the month of January, 2016.

A report on compliance with the implementation of Regulation 34(3) read with Chapter IV and Schedule V of Listing Regulations is given below:

### 2. Board of Directors

The composition of the Board is in conformity with Regulation 17 of Listing Regulations as well as the Companies Act, 2013. As on 31st March, 2016, Company had 4 (Four) Directors on the Board. More than fifty percent of the Board comprised of Non-Executive Directors. Out of 4 (four) Directors, 3 (three) are Non-Executive Independent Directors including 1 (one) Woman Director, and 1 (One) is Whole Time Director.

The members on the Board possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner.

#### 2.1 Board Meeting

During the financial year 31st March, 2016, 4 (four) Board Meetings were held on 29.05.2015, 13.08.2015, 09.11.2015 and 09.02.2016 respectively. The Last Annual General Meeting was held on 28th September, 2015.

The attendance of Directors at the Board Meetings held during the financial year under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under:-

Name	Director Identification No.	Category	No. of other present Directorships held in public companies	No. of Board Meetings		Attended last AGM (28.09.2015)	Shareholdings in the Company
				Held	Attended		
Shri Bharat Bhushan Chugh	00472532	WD	5	4	4	Yes	Nil
Shri Chhattar Kumar Goushal	01187644	NEID	3	4	4	Yes	Nil
Shri Suresh Bohra	00093343	NEID	6	4	4	No	Nil
Smt. Bela Banerjee	07047271	NEID	3	4	4	No	Nil

[NEID - Non-Executive Independent Director, WD - Whole-time Director]

## 2.2 Present Directorship in other Companies/Committee Position (including Media Matrix Worldwide Ltd.)

Sr. No	Name of Director	Directorships (Name of Companies)*	Committee Position(s)		
			Name of the Company	Committee	Position
1.	Shri Chhattar Kumar Goushal	1. Infotel Business Solutions Limited 2. Arch Finance Limited 3. nexG Devices Private Limited**	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Member
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Arch Finance Limited	Audit	Member
			Infotel Business Solutions Limited	Nomination & Remuneration	Member
			Infotel Business Solutions Limited	Audit	Member
2.	Shri Bharat Bhushan Chugh	1. Microwave Communications Limited 2. DigiCall Teleservices Private Limited** 3. Media Matrix Enterprises Private Limited (Formerly Media Matrix Holdings Private Limited) ** 4. nexG Devices Private Limited** 5. DigiCall Global Private Limited **	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Member
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			DigiCall Teleservices Private Limited	Audit	Member
			DigiCall Teleservices Private Limited	Nomination & Remuneration	Member
			Microwave Communications Limited	Audit	Member
3.	Shri Suresh Bohra	1. Microwave Communications Limited 2. BlueBlood Ventures Limited 3. DigiCall Teleservices Private Limited** 4. DigiVive Services Private Limited** 5. Devoted Constructions Limited 6. Indian Glass Manufacturers' Association	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Member
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Microwave Communications Limited	Audit	Member
			Microwave Communications Limited	Nomination & Remuneration	Member
			DigiVive Services Private Limited	Audit	Member
			DigiVive Services Private Limited	Nomination & Remuneration	Member
			DigiCall Teleservices Private limited	Audit	Member
			DigiCall Teleservices Private limited	Nomination & Remuneration	Member
			BlueBlood Ventures Limited	Audit	Member
			Blueblood Ventures Limited	Stakeholders relationship	Member
4.	Smt. Bela Banerjee	1. Himachal Futuristic Communications Limited 2. Bharuch Dahej Railway Company Limited 3. The Braithwaite Burn and Jessop Construction Company Limited	Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Himachal Futuristic Communications Limited	Audit	Member
			Himachal Futuristic Communications Limited	Nomination & Remuneration	Chairperson
			Bharuch Dahej Railway Company Limited	Nomination & Remuneration	Chairperson
			The Braithwaite Burn and Jessop Construction Company Limited	Audit	Member

\* The directorship held by directors as mentioned above does not include directorship of foreign companies, Section 8 companies and private limited companies, if any.

\*\* Subsidiaries of Public Limited Companies.

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.

### **2.3 Disclosure of relationship between Directors inter-se**

None of the Directors of the Company are related to each other.

### **2.4 Number of shares and convertible instruments held by Non-Executive Directors**

None of the Non-Executive Directors holds any share or convertible instruments of the Company.

### **2.5 Information Placed before the Board**

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the Listing Regulations.

The important decisions taken at the Board/Board Committee Meetings are communicated to the concerned Departments/Divisions.

### **2.6 Evaluation of Board**

In terms of Section 178(2) of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of Listing Regulations, the Nomination & Remuneration Committee have evaluated the performance of each Director, Board and various committees for the financial year ended 31st March, 2016. The evaluation of the performance of each Director was based on level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company. The evaluation of the Performance of Board was based on board composition, experience & competencies, understanding of business and competitive environment, quality of discussion at the board meeting, time spent by the board on the Company's long term goals and strategies. The Independent Directors at their meeting reviewed the performance of the Board as whole and the performance of the Chairman of the Company's Meeting, taking into account the views of executive directors and non-executive directors. Based on the above broad parameters, the effectiveness of the Board and its Committees were found satisfactory.

### **2.7 Independent Directors**

Your Company has at its Annual General Meeting (AGM) held on 28th September, 2015 has appointed Smt. Bela Banerjee as an Independent Director to hold office for 1 (One) year for a term up to the conclusion of this Annual General Meeting pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). The Nomination & Remuneration Committee and the Board of Director of the Company at their respective meetings held on 12th August, 2016 have re-appointed Smt. Bela Banerjee as an Independent Director of the Company for her second term of 2 years commencing from the conclusion of this Annual General Meeting subject to the approval of shareholders.

Independent Directors have submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and none of the Independent Director is holding directorship in more than 7 listed Companies. The Company has issued the formal letter of appointments to the Independent Directors in the manner provided under the Companies Act, 2013.

### **2.8 Meeting of Independent Directors**

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or management personnel. All Independent Directors strive to be present at such meetings.

During the Financial Year ended 31st March, 2016, 1 (one) meeting was held on 8th February, 2016.

### **2.9 Familiarization Programme**

Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company through its Whole-time Director/ Senior Managerial Personnel conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finance, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time.



The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.

The Familiarization programme for Independent Directors in terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is uploaded on the website of the Company and can be accessed through the following link:- <http://www.mmwlindia.com/CorporateGovernance/FAMILIARIZATION%20PROGRAM%20FOR%20INDEPENDENT%20DIRECTORS.pdf>

### 3. Committees of the Board

In terms of the Listing Regulations, the Board of the Company has constituted the following Committees: -

**Audit Committee**

**Nomination & Remuneration Committee**

**Stakeholders Relationship Committee**

#### 3.1 Audit Committee

The brief description of terms of references of Audit Committee is as under: -

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review quarterly un-audited/audited financial results/ quarterly review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussions with Statutory Auditors before the audit commences about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preference Issue, if any.
- Approval or any subsequent modification of transactions of the Company with related parties, if any.
- Review and monitor Auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and Risk Management System.

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The members of the Audit Committee are financially literate and have requisite experience in financial management. The Company Secretary acts as Secretary to the Committee.

The followings are the members and their attendance at the Committee Meetings held during the financial year ended 31st March, 2016:-

Name of Director	Status	No. of Meetings	
		Held	Attended
Shri Bharat Bhushan Chugh	Member	4	4
Shri Chhattar Kumar Goushal	Member	4	4
Shri Suresh Bohra	Member	4	4

During the financial year ended 31st March, 2016, the Audit Committee met 4 (four) times on 29.05.2015, 13.08.2015, 09.11.2015 and 09.02.2016.

### 3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which amongst others is responsible for determining the Company's policy on specific remuneration package for Directors/KMPs and other employees of the Company.

The brief description of term of reference of this Committee amongst others includes the following:-

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management Personnel in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, key managerial personnel and other employees.
- Devising a policy on diversity of board of directors.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- To carry out evaluation of every Director's Performance.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The following are members of the Committee and their attendance at the Committee Meeting held during the financial year ended 31st March, 2016

Name of Director	Status	No. of Meetings	
		Held	Attended
Shri Chhattar Kumar Goushal	Member	2	2
Shri Suresh Bohra	Member	2	2
Smt. Bela Banerjee	Member	2	2

During the financial year ended 31st March, 2016, the Nomination & Remuneration Committee met 2 (Two) times on 29.05.2015 and 09.02.2016.

#### Performance evaluation of Independent Directors

Pursuant to Regulation 17(10) of Listing Regulations, the performance evaluation of Independent Directors was done by the entire board of directors excluding independent director being evaluated. Broad parameters for reviewing the performance of Independent Directors amongst other include participation at the Board/Committee meetings, understanding their roles and responsibilities and business of the Company, effectiveness of their contribution/commitment, effective management of relationship with stakeholders, integrity and maintaining of confidentiality, exercise of independent judgment in the best

interest of the Company, ability to contribute and monitor corporate governance practice, adherence to the code of conduct for Independent Directors, bringing independent judgement during board deliberations on strategy, performance, risk management, etc.

### 3.3 Remuneration of Directors:

#### Details of pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company

Nil

#### Criteria of making payments to Non- Executive Directors

The Company has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees regulated by the Nomination and Remuneration Committee of the Board.

The Non-Executive Directors are entitled to sitting fees for attending Meeting of the Board and its Committee. The remuneration to the Whole-Time Director is paid on the scale determined by the Nomination and Remuneration Committee/Board of Directors within limits approved by the Shareholders at the General Meeting.

**The details of remuneration paid to the Executive and Non-Executive Directors during the financial year 2015-16 are given below:-**

(Amount in Rs)

Name of Director	Salary	Allowances	Perquisites	Contribution to PF	Sitting Fee	Total
<b>Category A - Executive Directors</b>						
Shri Bharat Bhushan Chugh	11,66,400	25,81,632	-	1,39,968	-	38,88,000
<b>Category B - Non-Executive Independent Directors/ Non-Executive Directors</b>						
Shri Chhattar Kumar Goushal, Non-Executive Independent Director	-	-	-	-	55,000	55,000
Shri Suresh Bohra, Non-Executive Independent Director	-	-	-	-	55,000	55,000
Smt. Bela Banerjee, Non-Executive Independent Director	-	-	-	-	35,000	35,000

The Non-Executive Directors were paid sitting fee of Rs.5,000/- (excluding service tax) for every Board / Committee meeting attended by them during the financial year 2015-16.

#### Service contracts, notice period, severance fees

The appointment of the Whole-time Director is governed by Resolutions passed by the Shareholders of the Company, which covers the terms and conditions of such appointment, read with the service rule of the Company. A separate service contract is not entered into by the Company with Whole-time Director. The office of the Whole-time Director can be terminated within three months' notice or on payment of three months' basic salary in lieu thereof from either side. No severance fee is payable to any Director.

#### Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable

The Company does not have any stock option scheme.

#### Nomination & Remuneration Policy of the Company

The Nomination & Remuneration Policy of Media Matrix Worldwide Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for Shareholders.

The Remuneration Policy applies to Directors, Senior Management Personnel including its Key Managerial Personnel (KMPs) and other employees of the Company. When considering the appointment and remuneration of Whole-time Directors, the Nomination and Remuneration Committee inter-alia considers pay and employment conditions in the industry, merit and seniority of person and the paying capacity of the Company. The Non-Executive Directors are paid remuneration in the form of sitting fees for attending the Board and its Committees. Presently Non-Executive Directors are paid Rs.5000/- for attending each Board and its committee meetings. Remuneration of KMPs and senior management personnel is paid as per Company Policy. The remuneration to other employees is fixed as per principles outlined above.

While designing remuneration packages, industry practices and cost of living are also taken into consideration.

### 3.4 Stakeholders Relationship Committee

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

As on 31st March, 2016, the Committee consists of 2 (two) Non-Executive Independent Directors and 1(one) Executive Director of the Company. This Committee particularly looks into the investors grievances to ensure prompt and efficient investors' services. The present composition of Stakeholders Relationship Committee is as under:

Name of Director	Designation	Nature of Directorship
Shri Chattar Kumar Goushal	Member	Non-Executive Independent Director
Shri Suresh Bohra	Member	Non-Executive Independent Director
Shri Bharat Bhushan Chugh	Member	Executive Director

#### Details of the Shareholders' complaints:

Number of shareholders' complaints received during the financial year 2015-16	NIL
Number of complaints not resolved to the satisfaction of shareholders as on 31st March, 2016	NIL
No. of pending complaints	NIL

The Company has attended to the investor's grievances/correspondence, if any within a period of 15 days from the date of receipt of the same during the financial year 2015-2016 except in cases which are constrained by disputes and legal impediments. There were no investor grievances remaining unattended/pending as at 31st March, 2016.

### 4. General Body Meetings

Location and time where Annual General Meetings held in the last 3 years are given below:

YEAR	AGM/ EGM	LOCATION	DATE	TIME
2014-2015	AGM	Mumbai	28-09-2015	9:30 A.M.
2013-2014	AGM	Mumbai	27-09-2014	9:30 A.M.
2012-2013	AGM	Mumbai	28-09-2013	9:30 A.M.

The following resolutions were passed as Special Resolutions in previous 3 (three) years AGMs/ EGMS:-

YEAR	AGM/EGM	SUBJECT MATTER OF SPECIAL RESOLUTIONS	DATE	TIME
2014-2015	AGM	Change in terms of Utilisation of Proceeds received under Rights Issue	28-09-2015	9:30 A.M.
2012-2013	AGM	Change in terms of Utilisation of Proceeds received under Rights Issue	28-09-2013	9:30 A.M.

#### Postal Ballot

No special resolution was put through postal ballot during the financial year 2015-16.

None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing a Special Resolution through postal ballot.

## 5. Means of Communications

### Quarterly results

The quarterly/ half-yearly/ annual financial results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the newspapers. The financial results are displayed on the Company's website [www.mmwlindia.com](http://www.mmwlindia.com)

### Newspapers wherein results normally published

The quarterly/ half-yearly/ annual financial results are published in Hindustan Times (English), Nav Shakti (Marathi).

### Website, where displayed

The financial results and the official news releases are also placed on the Company's website [www.mmwlindia.com](http://www.mmwlindia.com) in the 'Investor Relations' section.

### Whether website also displays official news releases:

The Company has maintained a functional website [www.mmwlindia.com](http://www.mmwlindia.com) containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievance, etc.

### Presentations made to institutional investors or to the analysts:

NIL

## 6. General Shareholders' Information

### 6.1 Date, time and venue of Annual General Meeting

30th September, 2016 at 09:30 A.M. at Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai-400021

### 6.2 Financial Year

1st April, 2015 to 31st March, 2016

### 6.3 Dividend Payment Date

Not Applicable

### 6.4 Date of Book Closing

24th September, 2016 to 29th September, 2016 (both days inclusive)

### 6.5 Registered Office

Office No. 514, B wing, 215 Atrium  
 Andheri-Kurla Road  
 Chakala, Andheri (E), Mumbai  
 Maharashtra - 400093

Tel: +91-22-61391700  
 Fax: +91-22-61391700

### 6.6 Corporate Office

Plot No. 38, Sector 32  
 4th Floor, Institutional Area  
 Gurgaon, Haryana - 122001

### 6.7 Corporate Identification Number (CIN)

L51900MH1985PLC036518

### 6.8 Website/Email

[www.mmwlindia.com/mmwl.corporate@gmail.com](http://www.mmwlindia.com/mmwl.corporate@gmail.com)

## 6.9 Depositories

National Securities Depository Ltd.  
 4th Floor, 'A' Wing, Trade World  
 Kamla Mills Compound  
 Senapati Bapat Marg, Lower Parel  
 Mumbai - 400 013  
 Tel : +91-22-24994200  
 Fax : +91-22-24972993

Central Depository Services (India) Ltd.  
 Phiroze Jeejeebhoy Towers  
 28th Floor, Dalal Street  
 Mumbai - 400 023  
 Tel : +91-22-22723333  
 Fax : +91-22-22723199

## 6.10 ISIN

INE200D01020

## 6.11 Name and address of Stock Exchange at which the Company's securities are listed

### BSE Limited

Phiroze Jeejeebhoy Towers  
 Dalal Street  
 Mumbai - 400 001  
 Tel : +91-22-22721233  
 Fax : +91-22-22723121

The Company has paid the listing fees to the above Stock Exchange for the financial year 2016-2017.

## 6.12 Stock Code; Security ID

BSE: 512267

## 6.13 Stock Market Price Data on BSE and Performance in comparison to broad-based indices

(in Rs./ Value in Rs.)

Month	BSE		BSE SENSEX	
	Highest	Lowest	Highest	Lowest
April, 2015	6.40	4.78	29094.61	26897.54
May, 2015	6.15	4.90	28071.16	26423.99
June, 2015	6.55	4.65	27968.75	26307.07
July, 2015	7.50	5.81	28578.33	27416.39
August, 2015	6.99	4.55	28417.59	25298.42
September, 2015	8.50	5.52	26471.82	24833.54
October, 2015	10.01	7.60	27618.14	26168.71
November, 2015	9.48	6.90	26824.30	25451.42
December, 2015	9.97	8.41	26256.42	24867.73
January, 2016	9.50	8.10	26197.27	23839.76
February, 2016	10.30	7.60	25002.32	22494.61
March, 2016	9.39	7.78	25479.62	23133.18



#### 6.14 In case, the securities are suspended from trading, reason thereof

Not applicable, since the securities of the Company have not been suspended from trading.

#### 6.15 Registrar and Share Transfer Agents (RTA)

M/s Sharex Dynamic (India) Pvt. Ltd.  
Unit 1, Luthra Ind Premises, Safed Pool  
Andheri Kurla Road  
Andheri (East)  
Mumbai, Maharashtra, 400072  
Tel: +91-22-22641376  
Fax: +91-22-22641349  
Email: investor@sharexindia.com

#### 6.16 Share Transfer Systems

Shares sent for physical transfers are generally registered and returned within a period of 15 days from the date of receipt if the documents are clear in all respects. The Stakeholders Relationship Committee meets as often as required.

**The Total Number of shares transferred in physical form during the financial year 2015-2016:**

Number of transfers	NIL
Number of Shares	NIL

#### 6.17 Distribution of shareholdings as on 31st March, 2016

No. of Equity held	No. of Shareholders	% of Shareholders	Shares Amount (Rs.)	% of Shareholdings
Up to 5000	2,527	83.48	2,627,142	0.23
5001 - 10000	180	5.95	1,482,019	0.13
10001 - 20000	90	2.97	1,359,149	0.12
20001 - 30000	48	1.59	1,258,920	0.11
30001 - 40000	34	1.12	1,228,868	0.11
40001 - 50000	27	0.89	1,267,500	0.11
50001 - 100000	42	1.39	3,051,993	0.27
100001 & above	79	2.61	1,120,466,628	98.92
<b>TOTAL</b>	<b>3,027</b>	<b>100.00</b>	<b>1,132,742,219</b>	<b>100.00</b>

#### 6.18 Categories of Shareholding as on 31st March, 2016

Sl. No.	Category	Equity Shares	%
<b>A</b>	<b>Promoters Holding</b>		
1	Indian Promoters	68,77,59,918	60.72
2	Foreign Promoters	-	-
	<b>Sub Total (A)</b>	<b>68,77,59,918</b>	<b>60.72</b>
<b>B</b>	<b>Public Shareholding</b>		
1	Institutional Investors		
a)	Mutual Funds/UTI	-	-
b)	Venture Capital Fund	75,000	0.01
c)	Alternate Investment Fund	-	-
d)	Foreign Venture Capital Investors	-	-
e)	Foreign Portfolio Investors	-	-
f)	Financial institutions and Banks	-	-

Sl. No.	Category	Equity Shares	%
g)	Insurance Companies	-	-
h)	Provident Funds/Pension Funds	-	-
i)	Any Others(specify)		
	Foreign Institutional Investors	-	-
	Foreign Banks	-	-
	<b>Sub Total (B1)</b>	<b>75,000</b>	<b>0.01</b>
<b>2</b>	<b>Central Government/State Government(s)/President of India</b>	-	-
	<b>Sub Total (B2)</b>	-	-
<b>3</b>	<b>Non Institutional Investors</b>		
a)	Indian Public	8,64,66,350	7.63
b)	NBFC Registered with RBI	-	-
c)	Employee Trusts	-	-
d)	Overseas Depositories (holding DRs)	-	-
e)	Any Other	35,84,40,951	31.64
	<b>Sub Total (B3)</b>	<b>44,49,07,301</b>	<b>39.27</b>
	<b>Total Public Shareholding (B = B1+B2+B3)</b>	<b>44,49,82,301</b>	<b>39.28</b>
<b>C</b>	<b>Non Promoter-Non Public Shareholders</b>		
1	Custodian /DR Holder - Name of DR Holders	-	-
2	Employee Benefit Trustee (Under SEBI (Share based Employee Benefit) Regulation, 2014	-	-
	Total Non-Promoter- Non Public Shareholders (C=C1+C2)	-	-
	<b>GRAND TOTAL (A+B+C)</b>	<b>113,27,42,219</b>	<b>100.00</b>

#### 6.19 Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form as per SEBI Guidelines. As on 31st March, 2016, 99.99% of the equity shares have been dematerialized. The equity shares of the company are frequently traded in BSE and hence provide the liquidity to the investors.

#### 6.20 Outstanding GDRs / ADRs or warrants or any Convertible Instruments, conversion date and any likely impact on equity:

N.A.

#### 6.21 Commodity price risk or foreign risk and hedging activities

Not applicable for the financial year 2015-16.

#### 6.22 Plant Locations

Not Applicable

#### 6.23 Address for correspondence

**For Share Transfer in physical form and other communication regarding share certificates, dividends and change of address etc. to be sent to**

M/s Sharex Dynamic (India) Pvt. Ltd.  
Unit 1, Luthra Ind Premises, Safed Pool  
Andheri Kurla Road  
Andheri (East)  
Mumbai, Maharashtra-400072  
Tel: +91-22-22641376  
Fax: +91-22-22641349  
Email: investor@sharexindia.com

## **7 Other Disclosures:**

### **7.1 Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in Note no. 30 of the Standalone Financial Statements forming part of the Annual Report. The Board has approved a policy for related party transactions which has been uploaded on the Company's website and can be accessed through the following links- <http://mmwlindia.com/CorporateGovernance/MMWL-Related-party-transactions-policy.pdf>

### **7.2 Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authorities, on any matter related to capital markets, during the last three years.**

During the year 2013-14, SEBI vide its Adjudication Order No. AK/AO-90/2014 dated 25th June, 2014 imposed a penalty of Rs. 8,00,000/- (Rupees Eight Lacs Only) under Section 15-1 of Securities and Exchange Board of India Act, 1992 read with Rule 5 of the SEBI (Procedure For Holding Inquiry And Imposing Penalties By Adjudicating Officer) Rules, 1995 for violating the provision of regulations 6 (2) ,6(3) and 7 (3) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on the Company.

### **7.3 Details of establishment of Vigil Mechanism and Whistle-Blower Policy of the Company**

The Board of Directors of the Company has adopted Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of Listing Regulations. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website [www.mmwlindia.com](http://www.mmwlindia.com).

No employee of the Company is denied access to the Audit Committee.

### **7.4 Details of compliance with mandatory requirements and adoption of non-mandatory requirements**

Company has complied with the all mandatory requirements specified in Listing Regulations.

### **7.5 Web link where policy for determining 'material' subsidiaries is disclosed**

The Company has adopted a Policy for determining material subsidiaries, which has been uploaded on the Company's website and can be accessed at the following links- <http://mmwlindia.com/CorporateGovernance/Policy%20for%20determining%20material%20subsidiaries.pdf>

### **7.6 Disclosure of Compliance of Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulations (2) of Regulations 46**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulations (2) of Regulation 46 of the Listing Regulations.

### **7.7 Code of conduct for Board Members and Senior Management Personnel**

Pursuant to Regulation 17 of the Listing Regulations, the Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. Pursuant to Regulation 26(3) of the Listing Regulations, the Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A Certificate to this effect is attached to this Report duly signed by Shri Bharat Bhushan Chugh, Director (Finance).

### **7.8 Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance**

The certificate from the MZ & Associates, Company Secretaries regarding compliance of conditions of corporate governance is annexed with the Corporate Governance Report and forms and integral part of the Annual Report.

### **7.9 Company's Policy on Prohibition of Insider Trading**

Your Company has adopted a "Code of Internal procedure and conduct for regulating, monitoring and reporting of trading in securities by Insiders" as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company formulated a Code of Conduct to Regulate, Monitor, and Report Trading by Insiders to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information. The Code envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. During the year under review there has been due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

### 7.10 Subsidiary companies

The Audit Committee reviews the consolidated financial statements of the Company and the investment made by its unlisted subsidiary companies. The minutes of the Board Meetings of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

DigiCall Teleservices Private Limited and nexG Devices Private Limited are material non-listed Indian subsidiary companies.

### 7.11 Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, M/s. MZ & Associates, Company Secretaries were appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for the year ending 31st March, 2016.

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed to Director's Report as **ANNEXURE - B** which forms the part of Annual Report.

There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in their Report.

### 7.12 Secretarial Certificates

- (i) Pursuant to Clause 47(c) of the Listing Agreement and Regulation 40(9) of the Listing Regulations, certificates, on half-yearly basis, have been issued by a Company Secretary in-Practice certifying that all certificates have been issued within thirty days of date of lodgment for transfer, sub-division, consolidation, renewal and exchange etc.
- (ii) A Company Secretary in-Practice carries out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form held with Depositories.

### 7.13 CEO & CFO certification

The Director (Finance) and Chief Financial Officer (CFO) give annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations.

## Declaration Regarding Compliance of Code of Conduct

I, Bharat Bhushan Chugh, Director (Finance) of Media Matrix Worldwide Ltd. hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31st March, 2016 pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Gurgaon  
Date : 12th August, 2016

**(Bharat Bhushan Chugh)**  
Director (Finance)

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## Certificate on Corporate Governance

To The Members of

### **MEDIA MATRIX WORLDWIDE LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Media Matrix Worldwide Limited ("the Company"), for the year ended on 31st March, 2016, as stipulated in:
  - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
  - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
  - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016, and
  - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For MZ & Associates**  
**Company Secretaries**

**CS Mohd Zafar**  
**Partner**  
**Membership No: 28165**  
**CP No 13875**

**Place: New Delhi**  
**Date: 09/08/2016**

## INDEPENDENT AUDITOR'S' REPORT

**TO THE MEMBERS OF,  
Media Matrix Worldwide Limited**

### **1. Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of MEDIA MATRIX WORLDWIDE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditor's' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **4. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profit and its cash flows for the year ended on that date.

### **5. Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 dated 18th September 2008, we give a separate report "Auditors' Report on NBFC" for matter specified in said Direction.
- 3) As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31st March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its financial statements - Refer Note 25 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. Refer Note 25 to the financial statements;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For KHANDELWAL JAIN & Co**  
Chartered Accountants  
Firm's Registration No. 105049W

**Place: New Delhi**  
**Date: 27th May, 2016**

**Manish Singhal**  
(Partner)  
Membership No. 502570

## ANNEXURE "A" TO THE AUDITORS' REPORT

Annexure referred to in paragraph 5(1) of the Independent Auditors' Report of even date to the Members of Media Matrix Worldwide Limited on the standalone financial statements for the year ended 31st March, 2016, we report that:

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situations of its Fixed Assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and as informed, no material discrepancies were noticed on such verification.
- (c) Company has not owned any immovable property. Accordingly paragraph 3 (I) (c) of the order is not applicable.
- II. As the Company does not have any Inventory. Accordingly paragraph 3 (II) (a), (b) and (c) of the Order is not applicable.
- III. As per the information furnished, the Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraphs 3(III) (a) and (b) of the Order are not applicable.
- IV. In our opinion and according to the information and explanations given to us, the company has, in respect of loans, investments, guarantees, and security, complied with the provisions of section 185 and 186 of the Companies Act, 2013.
- V. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits within the meaning of the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- VI. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for any products of the company.
- VII. (a) According to the information and explanations given to us and records examined by us, the Company has generally been regular in depositing undisputed statutory dues with the appropriate authorities in respect of provident fund, employees' state insurance, income-tax, VAT, service tax, excise duty and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and as certified by the management, no dues pending which have not been deposited on account of disputes.
- VIII. According to the information and explanations given to us and records examined by us, as at the Balance Sheet date the Company has not defaulted in repayment of dues to financial institution or banks or debenture holders.
- IX. As per information given to us, no money was raised by way of initial public offer or further public offer (including debt instruments) and no term loan has been taken during the year by the company.
- X. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- XI. According to the information and explanation given to us and the books of accounts verified by us, the Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with the Schedule V to the Companies Act.
- XII. The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act 2013 where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- XIV. According to information and explanations given to us, the Company during the year has not made any preferential allotment as private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) is not applicable.
- XV. According to the information and explanation given to us and certified by the management the company has not entered into any non-cash transaction with directors or persona connected with him.
- XVI. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For KHANDELWAL JAIN & Co**  
 Chartered Accountants  
 Firm's Registration No. 105049W

**Manish Singhal**  
 (Partner)

Membership No. 502570

**Place: New Delhi**  
**Date: 27th May, 2016**

## **ANNEXURE "B" TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **TO THE MEMBERS OF**

#### **MEDIA MATRIX WORLDWIDE LIMITED**

We have audited the internal financial controls over financial reporting of MEDIA MATRIX WORLDWIDE LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on Audit of Internal financial control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal financial controls over financial reporting (the "Guidance Note") and the standards on auditing as specified under Section 143 (10) of the companies act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by Institute of Chartered Accountants of India. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KHANDELWAL JAIN & Co**

Chartered Accountants  
Firm's Registration No. 105049W

**Manish Singhal**

(Partner)

Membership No. 502570

**Place: New Delhi**

**Date: 27th May, 2016**

## AUDITOR'S REPORT ON NBFC

To,

The Board of Directors,  
Media Matrix Worldwide Limited  
Mumbai.

We have audited the accounts of Media Matrix Worldwide limited ('the company') for the year ended 31st March 2016. As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 dated 18th September 2008, we give below our report on the matters specified in the above mentioned directions and state that:

1. The Company has obtained a Certification of Registration (No. 13.01287) on the 13th August 1999 from the Reserve Bank of India. However, as referred in Note No. 21 of Financial Statement of the Company for the year ended 31st March 2016, the Company has filed an application with the Reserve Bank of India(RBI) for de-registration as a NBFC on 13th September 2011.
2. The Board of Directors had passed a resolution for non-acceptance of any public deposit in their meeting held on Sept 7, 2011
3. In our opinion and to the best of our information and according to the explanations given to us, the Company has not accepted any public deposits during the relevant year 2015-16.
4. The Company has complied with the norms of Income recognition, accounting standards etc., as applicable to it.

**For KHANDELWAL JAIN & Co**  
Chartered Accountants  
Firm's Registration No. 105049W

**Place: New Delhi**  
**Date: 27th May, 2016**

**Manish Singhal**  
(Partner)  
Membership No. 502570

## BALANCE SHEET AS AT 31ST MARCH, 2016

(in Rs.)

Particulars	Note No.	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	1,132,742,219	1,132,742,219
(b) Reserves & Surplus	3	531,050,829	527,217,467
<b>(2) Non- Current Liabilities</b>			
(a) Long Term Provisions	4	900,534	1,527,648
<b>(3) Current Liabilities</b>			
(a) Trade Payables	5	6,696,077	6,193,737
(b) Other Current Liabilities	6	2,854,468	5,790,193
(c) Short Term Provisions	7	157,166	29,284
		<b>1,674,401,293</b>	<b>1,673,500,548</b>
<b>II ASSETS</b>			
<b>(1) Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	8	669,907	1,367,301
(b) Deferred Tax Assets (net)	9	525,013	540,624
(c) Non- Current Investments	10	1,615,591,000	1,419,142,000
(d) Long Term Loans & Advances	11	918,000	918,000
<b>(2) Current Assets</b>			
(a) Trade Receivables	12	5,832,992	-
(b) Cash and Bank Balance	13	1,650,802	26,394,373
(c) Short-term Loans & Advances	14	41,968,108	213,880,779
(d) Other Current Assets	15	7,245,471	11,257,471
		<b>1,674,401,293</b>	<b>1,673,500,548</b>
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2-36		

As per our report of even date

For **Khandelwal Jain & Co.**  
 Chartered Accountants  
 Firm Regn No. 105049W

**(Manish Singhal)**  
 Partner  
 Membership No. 502570

Place : Gurgaon  
 Date : May 27, 2016

For and on behalf of the Board

**(B.B.Chugh)**  
 Director (Finance)

**(C.K.Goushal)**  
 Director

**(Gurvinder Singh Monga)**  
 Company Secretary

**(Vineet Mittal)**  
 CFO



## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(in Rs.)

Particulars	Note No.	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>I Revenue From Operation</b>	16	31,296,000	25,820,000
<b>II Other Income</b>	17	4,132,964	7,222,730
<b>III Total Revenue</b>		<b>35,428,964</b>	<b>33,042,730</b>
<b>IV EXPENSES :</b>			
Employee Benefits Expense	18	9,956,372	10,761,537
Finance Costs	19	6,817	1,773
Depreciation and Amortization Expense	8	193,919	229,987
Other Expenses	20	19,547,290	16,493,262
<b>Total Expenses</b>		<b>29,704,398</b>	<b>27,486,559</b>
<b>V Profit before Exceptional items, Extraordinary items and Tax (III- IV)</b>		5,724,566	5,556,171
<b>VI Exceptional items</b>		-	-
<b>VII Profit before Extraordinary items and Tax (V-VI)</b>		5,724,566	5,556,171
<b>VIII Extraordinary items</b>		-	-
<b>IX Profit before Tax (VII-VIII)</b>		5,724,566	5,556,171
<b>X Less: Tax Expense:</b>			
Current Tax		1,875,592	2,201,965
Deferred Tax		15,611	(262,713)
<b>XI Profit (Loss) for the year (after tax)(IX-X)</b>		<b>3,833,363</b>	<b>3,616,919</b>
<b>XII Earnings Per Share (EPS) :</b>	29		
Basic EPS		0.0034	0.0032
Diluted EPS		0.0034	0.0032
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2-36		

As per our report of even date

For **Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Regn No. 105049W

**(Manish Singhal)**  
Partner  
Membership No. 502570

Place : Gurgaon  
Date : May 27, 2016

For and on behalf of the Board

**(B.B.Chugh)**  
Director (Finance)

**(C.K.Goushal)**  
Director

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

Particulars	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>A Cash flow from operating activities:</b>		
Profit/(Loss) before tax as per Statement of Profit and Loss	5,724,566	5,556,171
<b>Adjustments for :</b>		
Depreciation and amortisation	193,919	229,987
Finance Cost	6,817	1,773
Discard of Fixed Assets	502,657	25,277
Provision for Gratuity	25,558	311,133
Provision for Leave Encashment	360,997	102,995
Sundry Balances w/off	58,655	-
Interest income	(3,534,169)	(7,091,529)
<b>Operating profit before working capital changes</b>	<b>3,339,000</b>	<b>(864,193)</b>
<b>Changes in assets and liabilities</b>		
(Increase)/Decrease in sundry Debtors	(5,832,992)	1,213,488
Increase/(Decrease) in sundry Creditors	502,340	365,585
(Increase)/Decrease in current assets	172,016,511	59,815,658
Increase/(Decrease) in current liabilities & Provisions	(3,821,512)	1,879,770
<b>Cash Generated from Operations</b>	<b>162,864,347</b>	<b>63,274,501</b>
Less: Tax Paid	491,046	(3,304,290)
<b>Net cash provided by operating activities (A)</b>	<b>166,694,393</b>	<b>59,106,018</b>
<b>B Cash flows from Investing Activities:</b>		
Purchase/Sale of Fixed Assets	818	(106,845)
Purchase of Investment	(196,449,000)	(78,657,000)
Proceeds from Fixed Deposit	24,970,660	477,225
Interest received	5,017,036	5,636,142
<b>Net cash used in investing activities (B)</b>	<b>(166,460,486)</b>	<b>(72,650,478)</b>
<b>C Cash flows from Financing Activities</b>		
Finance Cost Paid	(6,817)	(1,773)
<b>Net cash (used in) provided by financing activities (C)</b>	<b>(6,817)</b>	<b>(1,773)</b>

Particulars	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>Net (decrease)/increase in cash and cash equivalents during the year (A+B+C)</b>	<b>227,090</b>	<b>(13,546,233)</b>
Cash and cash equivalents at the beginning of the year	1,294,373	14,840,605
Cash and cash equivalents at the end of the year	1,521,462	1,294,373
<b>Notes:-</b>		
1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 Cash Flow Statement issued by the Institute of Chartered Accountants of India.		
2) Figures in brackets indicate cash outflow		
3) Cash & Cash Equivalents represents:		
Cash in Hand	187,703	196,819
Cheques in Hand	-	-
Balances with Scheduled Banks		
- In Current Accounts	1,333,759	1,097,554
- In Fixed Deposits	-	-
	<b>1,521,462</b>	<b>1,294,373</b>

As per our report of even date

For **Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Regn No. 105049W

**(Manish Singhal)**  
Partner  
Membership No. 502570

Place : Gurgaon  
Date : May 27,2016

For and on behalf of the Board

**(B.B.Chugh)**  
Director (Finance)

**(C.K.Goushal)**  
Director

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

## NOTE-1: SIGNIFICANT ACCOUNTING POLICIES

### A. Method of Accounting

The financial statements are prepared on the historical cost convention and in accordance with generally accepted accounting principles ('GAAP')

- a) The Company follows accrual system of accounting in the preparation of accounts unless otherwise stated.
- b) The preparation of the financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported accounts of income and expenses of the period, reported values of assets and liabilities as of date of the financial statements. Examples of such estimates include provisions for doubtful debts, provisions for doubtful loans and advances, provisions for diminution in value of investments, estimated period of utility of software package, provisions for value of obsolete/non-moving inventories etc. Actual results may differ from these estimates.

### B. Revenue Recognition

- a) Revenue is recognized on accrual basis.
- b) Revenue from Services rendered is recognized as and when the services are performed.
- c) Sale of goods is recognized on dispatch to the customer.
- d) Insurance claims are accounted for as and when admitted by the concerned authority.
- e) Interest income is recognized as and when accrued.

### C. Securities Premium Account

Securities issue expenses and redemption premium payable on optionally or compulsorily convertible preference share or debentures has been adjusted against Securities Premium Account.

### D. Fixed Assets

#### a) Owned Assets

Fixed Assets are stated at cost, which includes freight, installation cost, duties, taxes and other incidental expenses but net of CENVAT.

#### b) Capital Work-in-progress

All expenses incurred for acquiring, erecting and commissioning of fixed assets including interest on long term loans utilized for meeting capital expenditure and incidental expenditure incurred during construction of projects are shown under capital work-in-progress and are allocated to the fixed assets on the completion of the respective projects.

#### c) Intangible Assets

Cost of software and expenses on development of new products are accounted for as intangible assets.

### E. Lease

- a) Fixed assets acquired on lease / hire purchase for an agreed period has been recognized as an asset and liability. Such recognition is at an amount equal to the fair value of leased asset at the inception of lease or present value of minimum lease payment, whichever is less.
- b) Lease payment is apportioned between finance charge and reductions of the outstanding liability.
- c) Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating leases payments are recognized as an expense in the statement of profit & loss or on a basis, which reflect the time pattern of such payments appropriately.

### F. Depreciation and Amortization

- a) Depreciation is provided for all the assets on straight line method, on the basis of useful life specified in the Schedule II of the Companies Act, 2013.
- b) Depreciation due to increase or decrease in the liability on account of exchange fluctuation or on account of rollover charges on forward exchange contract is provided prospectively over the residual life of the assets.
- c) Intangible assets are amortized over a period of five years or life of product considered at the end of each financial year whichever is earlier. Amortization commences when the asset is available for use.

## **G. Impairment of Assets**

The fixed assets or group of assets (cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of such any indication, the recoverable amount of these assets or group of assets is determined and if such recoverable amount of the assets or cash generating unit to which the assets belong is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

## **H. Investments**

- a) The cost of an investment includes incidental expenses like brokerage, fees and duties incurred prior to acquisition.
- b) Non-current investments are carried at cost. Provision for diminution in value is made to recognize a decline other than temporary.
- c) Investments which are intended to be held for less than one year are classified as current investments and are carried at lower of cost and fair value determined on an individual investment basis.
- d) Advance against share application money are classified under the head "Investments".

## **I. Inventories**

- Inventories are valued at lower of cost or net realizable value.

## **J. Foreign Currency Transactions**

- Transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of the transactions.
- Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the year end rates.
- Any income or expense on account of exchange difference between the date of transactions and on settlement or on translation is recognized in the statement of profit and loss as income or expense.

## **K. Employees Retirement Benefits**

The relevant policies for 'Employee Benefits' in accordance with Revised Accounting Standard - 15 are as under:

### **Short Term Employee Benefits**

Short term employee benefits are recognized in the period during which the services have been rendered.

### **Long Term Employee Benefits**

#### **a) Defined Contribution plan**

Provident Fund and employees' state insurance schemes

- All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary.
- The Company's contributions to both these schemes are expensed in the statement of Profit and Loss.

#### **b) Defined Benefit Plan**

##### **(i) Gratuity**

- The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Accounting Standard 15 (revised), 'Employee Benefits'. The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

##### **(ii) Leave Encashment**

- The Company has provided for the liability at period end on account of unavailed earned leave as per the actuarial valuation as per the Projected Unit Credit Method.

##### **(iii) Actuarial gains and losses are recognized as and when incurred.**

#### **L. CENVAT Credit**

The CENVAT Credit available on purchase of raw materials, other eligible inputs/services and capital goods is adjusted against excise duty payable on clearance of goods produced and services tax payable on services rendered. The unadjusted CENVAT credit is shown as "Short Term Loans and Advances".

#### **M. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets, if any, are capitalized as a part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### **N. Income Tax**

Tax expense comprises both current and deferred taxes. Current tax is provided for on the taxable profits of the year at applicable tax rates. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years.

Deferred Tax is measured based on the tax rates and tax laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that sufficient future taxable income will be available against which deferred tax assets can be realized. Unrecognized deferred tax assets of the earlier years are re-assessed and recognized to the extent it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

#### **O. Earning Per Share**

In determining earning per share, the company considers the net profits after tax and includes the post tax effects of any extra- ordinary items. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the period.

#### **P. Segment Reporting**

Segments are identified in line with the Accounting Standard on Segment Reporting (AS-17) taking into account the organization structure as well as the differential risk and returns of the segments. The un-allocable items include income and expenses items which are not directly identifiable to any segment and therefore not allocated to any business segment.

#### **Q. Provision, Contingent Liabilities& Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is provable that there will be an out flow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the Financial Statements.



## NOTES FORMING PART OF THE ACCOUNTS

(in Rs.)

NOTE "2" - SHARE CAPITAL	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>AUTHORISED</b>		
1,500,000,000 (Previous Year: 1,500,000,000) Equity shares of Rs. 1/- each	1,500,000,000	1,500,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
1,132,742,219 ( Previous Year: 1,132,742,219) Equity shares of Rs. 1/- each	1,132,742,219	1,132,742,219
<b>TOTAL</b>	<b>1,132,742,219</b>	<b>1,132,742,219</b>

**2.1** 75,00,000 Equity Shares of Re. 1/- each fully paid up allotted for consideration other than cash against acquisition of business and 5,39,10,000 Equity shares of Re.1/- each issued as bonus shares by capitalisation of Share Premium.

**2.2** 144,092,219 Equity Shares of Re. 1/- each fully paid up at premium of Rs. 2.47 per equity share allotted pursuant to conversion of 144,092,219 Optionally Fully Convertible Debenture .

**2.3** 907,785,000 Equity Share of Re 1/- each fully paid up at premium of Rs 0.20 per Equity Share allotted pursuant to subscription of Equity share by way of Right Issue.

### 2.4 Shareholders holding more than 5 percent shares

Name of Shareholders		Figures as at 31st March, 2016	Figures as at 31st March, 2015
MN Ventures Private Limited*	No. of Shares	644,639,606	644,639,606
	% of Holding	('56.91%)	('56.91%)
V&A Ventures LLP	No. of Shares	263,568,184	263,568,184
	% of Holding	('23.27%)	('23.27%)

\*Pursuant to the Composite Scheme of Amalgamation ("the Scheme") under Section 391 to 394 of the Companies Act 1956, sanctioned by the Hon'ble High Court of Judicature at Delhi vide its order dated 14th May 2015, Digivision Holdings Private Limited merged with MN Ventures Private Limited. The Scheme has become effective on 22nd June 2015.

### 2.5 Reconciliation of the number of Equity shares

Particulars	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Number of shares at the beginning of the Year	1,132,742,219	1,132,742,219
Add: Shares issued during the year	-	-
Add: Bouns Shares issued during the year	-	-
Less: Shares Bought back during the year	-	-
Number of shares at the end of the Year	1,132,742,219	1,132,742,219

(in Rs.)

**NOTE "3" - RESERVES & SURPLUS**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>Securities Premium Reserve</b>		
Opening balance	546,171,367	546,171,367
Add: Addition During the Period	-	-
<b>Closing Balance</b>	<b>546,171,367</b>	<b>546,171,367</b>
<b>Profit &amp; Loss Account:</b>		
Opening balance	(18,953,900)	(22,136,771)
Add : Carrying amount of the assets where the remaining useful life of assets is Nil	-	(434,048)
Add: Transfer from Statetment from Statement of Profit and Loss	3,833,363	3,616,919
Closing Balance	(15,120,538)	(18,953,900)
<b>TOTAL</b>	<b>531,050,829</b>	<b>527,217,467</b>

(in Rs.)

**NOTE "4" - LONG TERM PROVISIONS**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>Provision for employee benefits</b>		
Gratuity	581,733	770,376
Leave Encashment	318,801	757,272
<b>TOTAL</b>	<b>900,534</b>	<b>1,527,648</b>

(in Rs.)

**NOTE "5" - TRADE PAYABLE**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Due to Micro, Small, & Medium Enterprises*	-	-
Others	6,696,077	6,193,737
<b>TOTAL</b>	<b>6,696,077</b>	<b>6,193,737</b>

\* The Disclosure in respect of amount payable to the Company covered under the defination of Micro, Small and Medium Entreprises Development Act, 2006 (MSMEDA) as at 31.03.2016 has been made in the Financial Statement based on the information received and available with the Company.

(in Rs.)

<b>NOTE "6" - OTHER CURRENT LIABILITIES</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Other Payables</b>		
TDS Payable	391,212	577,223
Service tax Payable	2,555	-
Employees Payable	2,353,811	4,958,843
PF & Other Payable	106,890	254,127
<b>TOTAL</b>	<b>2,854,468</b>	<b>5,790,193</b>

(in Rs.)

<b>NOTE "7" - SHORT TERM PROVISIONS</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Provision for employee benefits</b>		
Leave encashment	148,075	24,250
Gratuity	9,091	5,034
<b>TOTAL</b>	<b>157,166</b>	<b>29,284</b>

## NOTES FORMING PART OF THE BALANCE SHEET AS ON 31ST MARCH 2016

### NOTE NO 8. FIXED ASSETS (AT COST DEPRECIATION)

(in Rs.)

Description	GROSS BLOCK			DEPRECIATION						NET BLOCK	
	As on 1.04.2015	Sales/ Dispose off during the period	Purchased during the period	As at 31.03.2016	Acc Depreciation As at 1.04.2015	Transfer to Retain Earning	For the Year	Deduction/ Adjustment	Acc Depreciation As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Computer	106,845	-	-	106,845	8,100	-	33,837	-	41,937	64,908	98,745
Furniture & Fixtures	12,944	-	-	12,944	2,808	-	1,394	-	4,202	8,742	10,136
Office Equipments	92,675	-	-	92,675	22,617	-	20,279	-	42,896	49,779	70,058
Vehicle	1,551,509	781,509	-	770,000	363,147	-	138,409	278,034	223,522	546,478	1,188,362
<b>Total</b>	<b>1,763,973</b>	<b>781,509</b>	<b>-</b>	<b>982,464</b>	<b>396,672</b>	<b>-</b>	<b>193,919</b>	<b>278,034</b>	<b>312,557</b>	<b>669,907</b>	<b>1,367,301</b>
<b>Previous Year</b>	<b>87,673,254</b>	<b>86,016,126</b>	<b>106,845</b>	<b>1,763,973</b>	<b>85,723,486</b>	<b>434,048</b>	<b>229,987</b>	<b>85,556,801</b>	<b>396,672</b>	<b>1,367,301</b>	<b>1,949,768</b>

(in Rs.)

**NOTE "9" - DEFERRED TAX ASSETS (Net)**
**Figures as at  
31st March, 2016**
**Figures as at  
31st March, 2015**
**Deferred Tax Liability**

Related to fixed assets

-

-

**Deferred Tax Assets**

Related to fixed assets

181,842

35,477

Disallowances under the Income Tax Act, 1961

-For Gratuity

191,693

251,582

-For Leave Encashment

151,478

253,565

**525,013**
**540,624**
**NOTE NO 10 : NON CURRENT INVESTMENTS**

(in Rs.)

Particulars	Face Value	31.03.2016		31.03.2015	
		No. of Share/ Debenture	Amount Rupees	No. of Share/ Debenture	Amount Rupees
<b>INVESTMENTS (AT COST)</b>					
<b>Trade Investments.</b>					
<b>(A) Equity Shares of Subsidiary Companies At Cost Unquoted.</b>					
Digicall Teleservices Pvt. Ltd.	10	20,099,900	200,999,000	20,099,900	200,999,000
Digivive Services Pvt. Ltd.	10	7,985,000	79,850,000	7,985,000	79,850,000
Media Matrix Enterprises Pvt. Ltd. (Formely Known as Media Matrix Holdings Pvt. Ltd.)	10	2,000,000	20,000,000	2,000,000	20,000,000
NexG Devices Pvt. Ltd.	10	4,990,000	49,900,000	4,990,000	49,900,000
<b>Total 'A'</b>		<b>35,074,900</b>	<b>350,749,000</b>	<b>35,074,900</b>	<b>350,749,000</b>
<b>(B) INVESTMENTS IN 0% Compulsorily Convertible Debentures (CCDs) in subsidiary companies- At Cost, Unquoted</b>					
<b>Refer Note No. 23(a)</b>					
Digicall Teleservices Pvt Ltd.	1000	275,000	275,000,000	202,157	202,157,000
Digivive Services Pvt Ltd.	100	851,560	85,156,000	-	-
Digivive Services Pvt Ltd.	1000	541,500	541,500,000	541,500	541,500,000
nexG Devices Private Limited	1000	172,836	172,836,000	172,836	172,836,000
Media Matrix Enterprises Pvt Ltd (Formely Known as Media Matrix Holdings Pvt Ltd.)	100	384,500	38,450,000	-	-
Media Matrix Enterprises Pvt Ltd (Formely Known as Media Matrix Holdings Pvt Ltd.)	1000	151,900	151,900,000	151,900	151,900,000
<b>Total 'B'</b>		<b>2,377,296</b>	<b>1,264,842,000</b>	<b>1,068,393</b>	<b>1,068,393,000</b>
<b>Total 'A' + 'B'</b>			<b>1,615,591,000</b>		<b>1,419,142,000</b>
<b>Particular</b>		<b>Market Value</b>	<b>Book Value</b>	<b>Market Value</b>	<b>Book Value</b>
Aggregate amount of Quoted Investment		-	-	-	-
Aggregate amount of Unquoted Investment		-	1,615,591,000	-	1,419,142,000
<b>Total (Rs)</b>		-	<b>1,615,591,000</b>	-	<b>1,419,142,000</b>

(in Rs.)

<b>NOTE "11" - LONG TERM LOANS AND ADVANCES</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Security Deposit -Office Rent	918,000	918,000
	<b>918,000</b>	<b>918,000</b>

(in Rs.)

<b>NOTE "12" -TRADE RECEIVABLES</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Unsecured, considered good</b>		
Debts outstanding for a period exceeding six month		
Others*	5,832,992	-
<b>TOTAL</b>	<b>5,832,992</b>	<b>-</b>

\*Includes Rs 26,12,500/- ( PY : Nil) due from subsidiary company

(in Rs.)

<b>NOTE "13" CASH AND BANK BALANCE</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Cash &amp; Cash Equivalents</b>		
Balance with Scheduled Banks in Current Accounts	1,333,759	1,097,554
Balance with Fixed Deposit Accounts (Maturity less than 3 months)*	-	-
Cash on Hand	187,703	196,819
<b>Other Bank Balances</b>		
Fixed Deposit Accounts *		
Bank Deposit with more than 3 months less than 12 months maturity*	-	25,100,000
Bank Deposit with more than 12 months maturity*	129,340	-
<b>TOTAL</b>	<b>1,650,802</b>	<b>26,394,373</b>

\*Balance with banks to the extent held as margin money is of Rs 1,29,340/- (PY: Rs 2,51,00,000/-)

(in Rs.)

<b>NOTE "14" - SHORT TERM LOANS AND ADVANCES</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>(Unsecured, Considered good unless otherwise stated)</b>		
Loans and advance to Subsidiary	-	171,247,465
Other Loans and Advances	6,743,000	6,802,088
Advances recoverable in cash or in kind or for value to be received*	35,225,108	35,831,226
<b>TOTAL</b>	<b>41,968,108</b>	<b>213,880,779</b>

\*Receivable from Subsidiary Rs. 34,720,101/- (Previous Year:Rs 35,593,597/-)

(in Rs.)

<b>NOTE "15" - OTHER CURRENT ASSETS</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Prepaid Expenses	85,903	444,472
Interest accrued	10,357	1,493,225
Service tax recoverable	869,616	673,541
Tax Paid Under Protest	611,826	611,826
Tds recoverable (Net)	5,667,769	8,034,407
<b>TOTAL</b>	<b>7,245,471</b>	<b>11,257,471</b>

(in Rs.)

<b>NOTE "16" -REVENUE FROM OPERATIONS</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Service Revenue	31,296,000	25,820,000
<b>TOTAL</b>	<b>31,296,000</b>	<b>25,820,000</b>

(in Rs.)

<b>NOTE "17" -OTHER INCOME</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Interest Income Gross	1,127,594	2,291,529
Interest Income on ICD	2,406,575	4,800,000
Interest Income on Income Tax Refund	486,882	-
Misc Income	111,913	131,201
<b>TOTAL</b>	<b>4,132,964</b>	<b>7,222,730</b>

(in Rs.)

<b>NOTE "18" -EMPLOYEE BENEFIT EXPENSES</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Salaries and Wages	8,176,575	9,549,265
Gratuity Expenses	25,558	311,133
Welfare expenses	1,393,242	451,070
Leave Encashment	360,997	450,069
<b>TOTAL</b>	<b>9,956,372</b>	<b>10,761,537</b>



(in Rs.)

<b>NOTE "19" -FINANCE COST</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Bank Charges	6,817	1,773
<b>TOTAL</b>	<b>6,817</b>	<b>1,773</b>

(in Rs.)

<b>NOTE "20" OTHER EXPENSES</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
<b>Other Expenses</b>		
Payment to the Auditor		
As Auditor	450,000	450,000
for Taxation Matters	300,000	75,000
for Other Services	405,000	315,000
for Reimbursement of Expenses	41,430	6,680
Electricity and Water	1,276,010	1,285,537
Postage, Telex and Telephones	1,098,114	181,860
Printing and Stationery	1,248,599	747,206
Rates & Taxes	87,900	89,542
Office Rent	3,813,152	3,775,000
SEBI Fee	-	800,000
Travelling Expenses	1,111,922	2,175,134
Legal & Professional Expenses	8,037,484	5,036,517
Sundry Balances Writtten Off	58,655	-
Repair and Maintance - other	233,197	22,021
Office Expenses	38,687	550,931
Security Charges	844,484	957,557
Loss on Sale of Assets/Asset Discard	502,657	25,277
<b>TOTAL</b>	<b>19,547,290</b>	<b>16,493,262</b>

## NOTE TO THE FINANCIALS STATEMENTS

21. A. Media Matrix Worldwide Limited ('MMWL' or 'the Company'), a public limited company, was incorporated on June 07, 1985 in the State of Maharashtra. MMWL made its maiden public issue of Equity Shares in the year 1985 and got its Equity Shares listed at the Bombay Stock Exchange Ltd, Mumbai (BSE). As of March 31st, 2016, Company has been doing business of digital media content and dealing in related activities in media and entertainment industry.
- B. The Company was incorporated as Rahul Trading and Finance Limited on 07th June, 1985 and was originally engaged in trading activities and later on, it changed its name to Giltfin Lease Limited. It obtained registration from Reserve Bank of India for carrying out Non-Banking Finance Company (NBFC) activities in the year 1999 vide certificate of Registration No. 13.01287 dated 13th August 1999. However, the Company didn't carry out any activities related to NBFC since 13th August, 1999, the date on which it got the NBFC certificate, but only continues to be registered with Reserve Bank of India (RBI) as a Non-deposit accepting Non-Banking Finance Company. In the Year 2000, the Company started media and content business and further changed its name to Media Matrix Worldwide Limited. Considering that the Company had neither carried out any NBFC business in the past, nor it has any intention to carry the business of NBFC in future, the Company, on September 13, 2011, submitted an application to RBI for de-registration as an NBFC. RBI has vide its letter dated December 26, 2012 has asked the Company to lower its financials assets (representing investment in subsidiaries) as percentage of total assets to enable it to deregister as NBFC. Since the Company presently does not meet the criteria of principal business as specified by the RBI in its Press Release 1998-99/1269 dated April 8, 1999 and instead qualifies the criteria of Core Investment Company (CIC) based on its current investment structure, the Company has notified the same to RBI vide letter dated April 20, 2013. The Company qualifies for exemption from registration as CIC and has applied for the same to RBI. The same is under due consideration of RBI.
22. During FY2012-2013, the Company came out with issue of 90,77,85,000 equity shares with a face value of Re.1/- each at a premium of Rs. 0.20 per equity share for an amount aggregating Rs. 108,93,42,000 on a rights basis to the equity shareholders of the Company in the ratio of 9 equity shares for every 1 fully paid-up equity share held by the equity shareholders on the record date, that is, on March 19, 2013. The right issue was opened on March 30, 2013 and closed on April 27, 2013. As on March 31st, 2016, the Company has utilized the amount of Rs. 10,893.42 Lacs for the objects of the issue as stated in the Letter of Offer.

### 23. Investment

- a) The Company had made an investment of Rs. 1,26,48,42,000( PY :Rs 1,06,83,93,000) by way of Compulsorily Convertible Debentures (CCDs) into its wholly owned subsidiaries with the following terms and conditions:
- Face Value:**Rs.1000/- & Rs100/-per Debenture
  - Coupon rate :** 0%
  - Conversion:** The said CCDs will be compulsorily converted into equity shares after 9 years from the date of allotment at Book Value or Face Value of Equity Shares at the time of conversion, whichever is higher
  - Security:** The CCDs will be unsecured and will carry no voting rights till such time as they are converted into Equity Shares.
- b) The Company has also invested the proceeds from right issue of Rs. 10893.42 Lacs in its subsidiaries, besides utilizing the amount in meeting right issue expenses and for meeting general corporate purpose. The Company has fully utilised the funds as of December 31, 2015 for the objects of the issue as stated in the Letter of Offer details is as under:

Sl. No.	Name of the Company	As on March 31 <sup>st</sup> , 2016 (Rs. Lac)
	Media Matrix Worldwide Limited	160.00
	<b>Subsidiaries</b>	
(a)	Media Matrix Enterprises Private Limited (formerly Media Matrix Holdings Private Limited )	1903.50
(b)	DigiVive Services Private Limited	4351.56
(c)	DigiCall Teleservices Private Limited	2,750.00
(d)	nexG Devices Services Private Limited	1,728.36
	<b>Total</b>	<b>10893.42</b>

The above investment in Subsidiaries has been made by the Company in the form of Compulsorily Convertible Debentures (CCD) with the following terms and conditions:

- i. **Face Value:**Rs.1000/- & Rs.100/-per Debenture
  - ii. **Coupon rate :** 0%
  - iii. **Conversion:** The said CCDs will be compulsorily converted into equity shares after 9 years from the date of allotment at Book Value or Face Value of Equity Shares at the time of conversion, whichever is higher.
  - iv. **Security:** The CCDs shall remain unsecured throughout and shall not carry any rights of a lender against the Company.
24. In the opinion of the Board of Directors, current assets, loan and advances have a value on realization at least equal to the amount at which they are stated in the books of accounts and provision for all known liabilities have been made, except as mentioned otherwise.

**25. Contingent liabilities not provided for:**

Sl. No.	Particulars	Year ended March 31 <sup>st</sup> , 2016 (Rs.)	Year ended March 31 <sup>st</sup> , 2015 (Rs.)
I	Guarantees given by banks on behalf of the Company (Margin Money kept by way of Fixed deposits Rs.1,29,340/-; (Previous Year Rs25,100,000/-)	1,29,340/-	251,00,000

- i) The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax Authorities / Statutory Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position
- ii) The Company periodically reviews all its long term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the Company has made adequate provisions for these long term contracts in the books of account as required under any applicable laws/accounting standards.
- iii) As at March 31, 2016 the Company did not have any outstanding long term derivative contracts.

**26. Remuneration paid to KMPs.**

**a) Directors' Remuneration to whole time Director (Finance)**

Particulars	Year ended March 31 <sup>st</sup> , 2016 (Rs.)	Year ended March 31 <sup>st</sup> , 2015 (Rs.)
Basic salary	11,66,400	11,66,400
Others allowance	25,81,632	25,81,632
Employer Contribution to Provident Fund	1,39,968	1,39,968
<b>Total</b>	<b>38,88,000</b>	<b>38,88,000</b>

**b) Remuneration to Chief Financial Officer ( CFO)**

Particulars	Year ended March 31 <sup>st</sup> , 2016 (Rs.)	Year ended March 31 <sup>st</sup> , 2015 (Rs.)
Basic salary	3,50,958	Nil
Others allowance	6,38,560	Nil
Employer Contribution to Provident Fund	42,115	Nil
<b>Total</b>	<b>10,31,633</b>	<b>-</b>

**c) Remuneration to Company Secretary (CS)**

Particulars	Year ended March 31 <sup>st</sup> , 2016 (Rs.)	Year ended March 31 <sup>st</sup> , 2015 (Rs.)
Basic salary	3,39,809	3,03,173
Others allowance	7,37,827	6,32,934
Employer Contribution to Provident Fund	40,778	36,381
<b>Total</b>	<b>11,18,414</b>	<b>9,72,488</b>

**27. Employee Benefits**

The Company has adopted Accounting Standard 15 (Revised) "Employees Benefits prescribed by the Companies (Accounting Standard) Rules, 2006. During the Year, Company has recognized the following amounts in the financial statements.

**a) Defined Contribution Plans**

During the year ended March 31<sup>st</sup>, 2016, Rs. 4,40,640/- (Previous Year Rs. 15,00,769) is recognized as an expense and shown under the "Employee Benefit Expenses" (Note 18).

**b) Defined Benefits Plans**

The Present value of Obligation is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

**a) Actuarial assumptions:**

Particular	Gratuity	Leave Encashment
Discount Rate (per annum)	8.0 %	8.0%
Rate of increase in compensation levels	5.00%	5.00%
Average remaining working lives of employees (years)	21.20	21.20

**b) Table Showing changes in present value of obligations:**

Particular	Gratuity	Leave Encashment
Present Value of obligation as at the beginning of the period	7,75,410 (4,64,277)	7,81,522 (6,78,527 )
Current Service cost	1,42,017 (2,84,700)	1,18,485 (3,18,999)
Interest cost	62,033 (37,142)	62,522 (54,282)
Actuarial (Gain)/Losses	(1,78,492) (-10,709)	1,79,900 (76,788)
Benefits payments	(2,10,144) (-)	(6,75,643) (-3,47,074)
Present Value of obligation as at the end of the period	5,90,824 (7,75,410)	4,66,876 (7,81,522)

**c) Amounts to be recognized in balance sheet:**

Particular	Gratuity	Leave Encashment
Present value of the obligation at the end of the period	5,90,824 (7,75,410)	4,66,876 (7,81,522)
Fair value of plan assets at end of period	- (-)	- (-)
Net liability/(asset) recognized in Balance Sheet and related analysis	5,90,824 (7,75,410)	4,66,876 (7,81,522)
Funded Status	(5,90,824) (-7,75,410)	(4,66,876) (-7,81,522)

**d) Expenses recognized in Statement of Profit and Loss:**

Particular	Gratuity	Leave Encashment
Interest Cost	62,033 (37,142)	62,522 (54,282)
Current service cost	1,42,017 (2,84,700)	1,18,485 (3,18,999)
Expected return on plan assets	- (-)	- (-)
Net Actuarial (gain)/ loss recognized in the period	(1,78,492) (-10,709)	1,79,990 (76,788)
Expenses/(Income) recognized in the statement of Profit and Loss	25,558 (3,11,133)	3,60,997 (4,50,069)

**28. Business Segment**

**(a) Primary ( Business) Segment**

The Company is mainly engaged in the business of digital media content and dealing in related activities in media and entertainment industry and does not have more than one reportable segment.

**(b) Secondary (Geographical) Segment**

Considering that the Company caters mainly to the needs of Indian market and the export turnover is NIL for the year ended March 31st, 2016, there are no reportable geographical segments.

**29. Earnings Per Share (EPS)**

Computation of earnings per share is as under:

Particulars	For the year ended March 31.03.2016	For the year ended March 31.03.2015
Net profit attributable to equity shareholders	38,33,361	36,16,919
Weighted average number of equity shares (Basic)	113,27,42,219	113,27,42,219
Weighted average number of equity shares (Diluted)	113,27,42,219	113,27,42,219
Basic EPS (Rs.)	0.0034	0.0032
Diluted EPS (Rs.)	0.0034	0.0032
Nominal Value per share (Re.)	1/-	1/-

### 30. Related Party Disclosures

As required under Accounting Standard 18 on "Related Party Disclosures", the disclosure of transactions with related parties as defined in the Accounting Standard are given below:

#### (a) Name of Related parties and its relationship:

Name	Relationship
MN Ventures Private Limited (earlier Digivision Holding Private Limited)	Holding Company
Media Matrix Enterprises Private Limited (formerly Media Matrix Holdings Private Limited)	Subsidiary
DigiVive Services Private Limited	Subsidiary
DigiCall Teleservices Private Limited	Subsidiary
nexG Devices Services Private Limited	Subsidiary
DigiCall Global Services Private Limited	Fellow Subsidiary
MN Enterprises Private Limited (Formerly DigiVision Wireless Private Limited )	Fellow Subsidiary
Nextwave Televentures Private Limited (Formerly Infotel Televentures Private Limited )	Fellow Subsidiary
Nextwave Ventures Private Limited	Fellow Subsidiary
Mr. Mahendra Nahata	Individual having significant influence
Mr. Bharat Bhushan Chugh, Whole-time Director (Finance)	Key Managerial Persons (KMPs)
Mr. Vineet Mittal , Chief Financial Officer ( CFO) (w.e.f March 31, 2015)	Key Managerial Persons (KMPs)
Mr. Gurvinder Singh Monga, Company Secretary (w.e.f. February 09, 2016), Mr Shitij Wadhwa Ceased (w.e.f. October 01,2015)	Key Managerial Persons (KMPs)

#### (b) Transactions/outstanding balances with Related Parties:

(in Rs.)

PARTICULAR	Digicall Teleservices Pvt. Ltd.		Media Matrix Enterprises Private Limited		NexG Devices Private Ltd.		Digivive Services Pvt. Ltd.	
Relationship	Wholly owned subsidiary		Wholly owned subsidiary		Wholly owned subsidiary		Wholly owned subsidiary	
Nature of Transaction	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Sale of Services (Net of Taxes)	-	-	-	-	-	-	2,500,000	-
Interest/commission Income	-	-	-	-	69,331	127,950	2,406,575	4,319,999
Debit note raised by us	-	-	-	-	-	3,612,176	14,333,388	30,911,178
Loan and advances Given	-	15,000,000	-	10,000,000	-	-	-	-
Payment made towards Investment	-	-	-	-	-	-	-	26,500,000
Payment received against Loan & advances	-	16,400,000	-	13,263,480	-	19,900,848	16,418,000	-
Investment made in 0% CCDs	72,843,000	52,157,000	38,450,000	-	-	-	85,156,000	-
Payments received against trade receivable (Net of Taxes)	-	-	-	-	69,331	-	-	18,575,000
<b>Closing Balance</b>								
Trade receivable	-	-	-	-	-	-	2,612,500	-
Loans & Advances - Assets	-	72,797,465	-	38,450,000	-	-	-	60,000,000
Other receivable	-	-	-	-	-	-	34,720,101	35,593,597

\* Remuneration paid to KMPs is shown separately under Note No26

**31. Disclosure required by clause 32/Regulation 34(3) of SEBI (Listing obligation and disclosure requirement) Regulation, 2015 :**

Amount of loans/advances in nature of loans outstanding from Subsidiaries and/or Associates for the period from 1st April, 2015 to March 31st, 2016

Sr. No.	Name of the Company	Outstanding as of March 31st , 2016	Outstanding as of March 31st , 2015	Maximum amount outstanding during the Period
1.	<b>Subsidiaries</b>			
(a)	Media Matrix Enterprise Private Limited (formerly Media Matrix Holdings Private Limited)	-	3,84,50,000	3,84,50,000
(b)	DigiVive Services Private Limited	-	6,00,00,000	8,51,56,000
(c)	DigiCall Teleservices Private Limited	-	7,27,97,465	7,28,43,000
	<b>Total</b>	<b>-</b>	<b>17,12,47,465</b>	<b>19,64,49,000</b>

**Notes:** The above-referred loans are being not charged interest (except on Rs. 6,00,00,000 recoverable from DigiVive Services Private Limited at which interest is receivable at 8% p.a) and are repayable on demand. Further there has been lien on Fixed deposited of the Company by nexG Devices Private Limited for which Commission has been charged at the rate of 0.5% Per Annum from the Subsidiary.

**32. Schedule to the Balance Sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007).**

Particulars		Amount in Rs.	
	<b>Liabilities side:</b>		
(1)	<b>Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:</b>	<b>Amount Out-standing</b>	<b>Amount Overdue</b>
A	(a) Debentures	-	-
	Unsecured : 0% Optionally fully Convertible (OFCDs) (other than falling within the meaning of public deposits*)	(-)	(-)
	(b) Deferred Credits	-	-
	(c) Term Loans	(-)	(-)
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	(-)	(-)
	(f) Other Loans (specify nature)	-	-
		(-)	(-)
B	Loans other than (A) above	-	-
		(-)	(-)
	<b>Assets side:</b>	<b>Amount Outstanding in Rs.</b>	
(2)	<b>Break-up of Loans and Advances including bill receivable (other-than those included in (4) below):</b>		
	(a) Secured	-	
		(-)	
	(b) Unsecured	4,19,68,108	
		(21,38,80,779)	



	<b>Assets side:</b>	<b>Amount Outstanding in Rs.</b>
<b>(3)</b>	<b>Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>	
	(i) Lease assets including lease rentals under sundry Debtors : (a) Financial Lease (b) Operating Lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Hypothecation loans counting towards AFC activities (a) Loans where assets have been re-possessed (b) Loans other than (a) above	NIL
<b>(4)</b>	<b>Break-up of Investments:</b>	<b>(in Rs.)</b>
	<b>Current Investments:</b>	
	<b>1. Quoted:</b>	
	(i) Shares : (a) Equity	- (-)
	(b) Preference	- (-)
	(ii) Debentures and Bonds	- (-)
	(iii) Units of mutual funds	- (-)
	(iv) Government Securities	- (-)
	(v) Others (please specify)	- (-)
	<b>2. Un Quoted :</b>	
	(i) Shares : (a) Equity	- (-)
	(b) Preference	- (-)
	(ii) Debentures and Bonds	- (-)
	(iii) Units of mutual funds	- (-)
	(iv) Government Securities	- (-)
	(v) Others (please specify)	- (-)
	<b>Long Term Investments :</b>	
	<b>1. Quoted :</b>	
	(i) Shares : (a) Equity (Net of Provision)	- (-)
	(b) Preference	- (-)
	(ii) 0% Optionally Fully Convertible debentures	- (-)
	(iii) Units of mutual funds	- (-)
	(iv) Government Securities	- (-)
	(v) Others (please specify)	- (-)

<b>Assets side:</b>		<b>Amount Outstanding in Rs.</b>		
<b>2. Un Quoted :</b>				
(i) Shares : (a) Equity of subsidiary companies (refer note no. 10)		35,07,49,000 (35,07,49,000)		
(b) Preference		- (-)		
(ii) 0% Compulsorily Convertible Debentures of subsidiary companies (refer note no. = 10)		126,48,42,000 (106,83,93,000)		
(iii) Units of mutual funds		- (-)		
(iv) Government Securities		- (-)		
(v) Others -Share Application Money in subsidiary		- (-)		
<b>(5) Borrower group-wise classification of assets financed as in (2) and (3) above** :</b>		<b>Amount Net of Provision</b>		
<b>Category</b>		<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
<b>1. Related Parties</b>				
(a) Subsidiaries		- (-)	3,47,20,101 (20,68,41,062)	3,47,20,101 (20,68,41,062)
(b) Companies in the same group		- (-)	- (-)	- (-)
(c) Other related parties		- (-)	- (-)	- (-)
<b>2. Other than related parties</b>		- (-)	72,48,007 (70,39,717)	72,48,007 (70,39,717)
<b>Total</b>		- (-)	<b>4,19,68,108</b> <b>(21,38,80,779)</b>	<b>4,19,68,108</b> <b>(21,38,80,779)</b>
<b>(6) Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted):</b>		<b>Market Value/ Break-up or Fair Value or NAV</b>		
<b>1. Related Parties***</b>				<b>Book Value (Net of Provisions)</b>
(a) Subsidiaries#		161,55,91,000 (141,91,42,000)		161,55,91,000 (141,91,42,000)
(b) Companies in the same group		- (-)		- (-)
(c) Other related parties		- (-)		- (-)
<b>2. Other than related parties</b>		- (-)		- (-)
<b>Total</b>		<b>161,55,91,000</b> <b>(141,91,42,000)</b>		<b>161,55,91,000</b> <b>(141,91,42,000)</b>
<b>7. Other information</b>	<b>Amount Outstanding in Rs.</b>			
<b>Particulars</b>		<b>Amount in Rs.</b>		
<b>Gross Non-Performing Assets</b>				
(a) Related parties		- (-)		
(b) Other than related parties		- (-)		
<b>Non-Performing Assets</b>				
(a) Related parties		- (-)		
(b) Other than related parties		- (-)		
Assets acquired in satisfaction of debt		- (-)		

**Notes:**

- \* As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- \*\* Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- \*\*\* All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.
- # considering the long term nature, fair value of investment in subsidiaries companies are shown at cost.

**33.** Value of imports on CIF basis: Rs.Nil/- (Previous Year: Rs.Nil/-)

**34.** Expenditure in foreign currency (on payment basis): Rs. Nil - (Previous Year: Rs. NIL)

**35.** Earnings in foreign currency: NIL (Previous Year Rs. Nil)

**36.** Figures of previous year have been re-grouped/reclassified wherever necessary to confirm current year classification.

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As per our report of even date

For **Khandelwal Jain & Co.**  
 Chartered Accountants  
 Firm Regn No. 105049W

**(Manish Singhal)**  
 Partner  
 Membership No. 502570

Place : Gurgaon  
 Date : May 27,2016

For and on behalf of the Board

**(B.B.Chugh)**  
 Director (Finance)

**(C.K.Goushal)**  
 Director

**(Gurvinder Singh Monga)**  
 Company Secretary

**(Vineet Mittal)**  
 CFO

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

**Media Matrix Worldwide Limited**

### 1. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Media Matrix Worldwide Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprises the Consolidated Balance Sheet as at 31st March, 2016, and the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements" (CFS)).

### 2. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### 4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and its consolidated loss and its consolidated cash flows for the year ended on that date.

### 5. Other Matters

We did not audit the financial statements of 4 subsidiaries, whose financial statements information reflect total assets of Rs. 546,209,505 as at 31st March, 2016, total revenues of Rs. 314,703,913 and net cash flows amounting to Rs. 897,284 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion is based solely on the reports of the other auditors.

Our opinion on the statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the unaudited financial statements certified by the Management.

## 6. Report on Other Legal and Regulatory Requirements

1. In case of Holding Company, as required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 dated 18th September 2008, we give a separate report "Auditors' Report on NBFC" for matter specified in said Direction.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of its subsidiary company incorporated in India, none of the other directors of the Group's companies is disqualified as on 31st March, 2016 from being appointed as a director in terms of subsection (2) of Section 164 of the Companies Act, 2013;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer Note 27 to the consolidated financial statements.
    - ii. The Group did not have any long-term contracts including derivative contracts - Refer Note 27 to the consolidated financial statements;
    - iii. In case of holding company there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the company. In case of subsidiary company, there were no amounts which were required to be transferred to the Investor Education and Protection Fund.

**For KHANDELWAL JAIN & Co**  
Chartered Accountants  
Firm's Registration No. 105049W

**Manish Singhal**  
(Partner)  
Membership No. 502570

**Place: New Delhi**  
**Date: 27th May, 2016**

## **ANNEXURE - THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MEDIA MATRIX WORLDWIDE LIMITED AS ON 31ST MARCH 2016.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **TO THE MEMBERS OF MEDIA MATRIX WORLDWIDE LIMITED**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of MEDIA MATRIX WORLDWIDE Limited ("the Holding Company") and its subsidiary companies, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal financial controls over financial reporting (the "Guidance Note") and the standards on auditing as specified under Section 143 (10) of the companies act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by Institute of Chartered Accountants of India. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company, its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to four subsidiary companies, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For KHANDELWAL JAIN & Co**  
Chartered Accountants  
Firm's Registration No. 105049W

**Manish Singhal**  
(Partner)  
Membership No. 502570

**Place: New Delhi**  
**Date: 27th May, 2016**



## BALANCE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

(in Rs.)

Particulars	Note No.	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share capital	1	1,132,742,219	1,132,742,219
(b) Reserves and surplus	2	(938,012,322)	(685,411,331)
		<b>194,729,897</b>	<b>447,330,888</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	3	235,221,291	251,347,829
(b) Deferred tax liabilities (net)	4	-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions	5	14,312,492	16,874,624
		<b>249,533,783</b>	<b>268,222,453</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	6	345,295,651	277,962,826
(b) Trade payables	7	193,729,064	144,632,945
(c) Other current liabilities	8	220,989,157	162,881,685
(d) Short-term provisions	9	19,958,273	27,171,622
		<b>779,972,145</b>	<b>612,649,078</b>
<b>TOTAL</b>		<b>1,224,235,825</b>	<b>1,328,202,420</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	252,766,637	332,912,184
(ii) Intangible assets (Other than Goodwill)	10	13,815,889	29,616,624
(iii) Capital work-in-progress	10	3,638,316	-
(iv) Goodwill (on consolidation of Subsidiary)		155,447,004	177,653,719
		<b>425,667,846</b>	<b>540,182,527</b>
(b) Non-current investments	11	10,000	40,010,000
(c) Long-term loans and advances	12	96,938,974	65,108,194
(e) Deferred tax assets	4	1,543,030	1,424,780
<b>Total - Non-current assets</b>		<b>524,159,850</b>	<b>646,725,501</b>
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories	13	200,293	1,743,351
(c) Trade receivables	14	325,591,122	341,693,370
(d) Cash and Bank Balance	15	13,541,032	59,750,836
(e) Short-term loans and advances	16	98,914,461	110,410,031
(f) Other current assets	17	261,829,068	167,879,332
<b>Total - Current assets</b>		<b>700,075,975</b>	<b>681,476,920</b>
<b>TOTAL</b>		<b>1,224,235,825</b>	<b>1,328,202,420</b>

See accompanying notes forming part of the financial statements 26

As per our report of even date

For **Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Regn No. 105049W

For and on behalf of the Board

**(Manish Singhal)**  
Partner  
Membership No. 502570

**(B.B.Chugh)**  
Director (Finance)

**(C.K.Goushal)**  
Director

Place : Gurgaon  
Date : May 27, 2016

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

Particulars	Note No.	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	18	1,374,656,682	1,615,068,550
Less: Excise duty		0	0
Revenue from operations (net)		1,374,656,682	1,615,068,550
2 Other income	19	12,873,956	11,568,211
<b>3 Total revenue (1+2)</b>		<b>1,387,530,637</b>	<b>1,626,636,761</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade	20	30,640,101	313,030,044
(c) Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade	20	1,543,054	8,220,802
(d) Content & Bandwidth Charges	21	136,677,616	154,486,505
(e) Technical Cost	22	19,024,078	28,352,933
(f) Employee benefits expense	23	771,807,499	739,410,303
(g) Finance costs	24	43,968,532	30,890,473
(h) Depreciation, amortisation and impairment expense	10	153,611,151	209,234,268
(i) Administrative and Selling & Distribution expenses	25	481,140,635	479,503,703
<b>Total expenses</b>		<b>1,638,412,665</b>	<b>1,963,129,030</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>(250,882,028)</b>	<b>(336,492,270)</b>
<b>6 Exceptional items (discard of fixed assets)</b>		-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>		<b>(250,882,028)</b>	<b>(336,492,270)</b>
<b>8 Extraordinary items</b>		-	-
<b>9 Profit / (Loss) before tax (7 ± 8)</b>		<b>(250,882,028)</b>	<b>(336,492,270)</b>
<b>10 Tax expense:</b>			
(a) Current tax expense for current year		1,883,063	2,208,118
(b) Deferred tax		(118,250)	(1,960,027)
(c) MAT Credit		(7,253)	(5,972)
<b>11 Profit / (Loss) from continuing operations (9 ± 10)</b>		<b>(252,639,588)</b>	<b>(336,734,387)</b>
<b>12 Earnings per share (of Re 1/- each):</b>			
(a) Basic		(0.223)	(0.297)
i (b) Diluted		(0.223)	(0.297)
<b>Earnings per share (excluding extraordinary items) (of Re. 1/- each):</b>			
(a) Basic		(0.223)	(0.297)
ii (b) Diluted		(0.223)	(0.297)

See accompanying notes forming part of the financial statements 26

As per our report of even date

For **Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Regn No. 105049W

**(Manish Singhal)**  
Partner  
Membership No. 502570

Place : Gurgaon  
Date : May 27, 2016

For and on behalf of the Board

**(B.B.Chugh)**  
Director (Finance)

**(C.K.Goushal)**  
Director

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(in Rs.)

Particulars	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>A Cash flow from Operating activities:</b>		
Profit/(Loss) for the year before Tax	(250,882,028)	(336,492,270)
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Stock Reserve	-	-
Discard of Fixed Assets	-	-
Depreciation and amortisation	153,611,151	209,234,268
Loss/ (Gain) on Sold/Discarded Fixed Assets	(1,387,240)	(855,432)
Exchange Fluctuation Provision	(309,411)	1,712,255
Finance Cost	43,968,532	30,890,473
Other Balances w/off	105,912	2,555,343
Interest income	(6,715,276)	(8,638,816)
Dividend Income	-	-
Bad Debts written off	535,640	297,815
Provision for doubtful debts	1,723,746	2,017,745
Amount written back	(3,863,226)	(490,108)
<b>Operating profit before working capital changes</b>	<b>(63,212,201)</b>	<b>(99,768,727)</b>
<b>Changes in assets and liabilities</b>		
Decrease/(increase) in inventories	1,543,057	8,220,803
(Increase)/Decrease in trade receivable and other current assets	(70,156,567)	47,858,723
Increase/(Decrease) in trade payable, Current liabilities & provisions	102,578,557	(63,093,730)
<b>Cash provided by operating activities before tax</b>	<b>33,965,047</b>	<b>(7,014,204)</b>
Less tax paid	(2,020,050)	(4,238,263)
<b>Cash provided by operating activities after tax</b>	<b>31,944,998</b>	<b>(11,252,467)</b>
<b>Net cash provided by operating activities- (A)</b>	<b>(31,267,204)</b>	<b>(111,021,194)</b>
<b>B Cash flows from Investing Activities:</b>		
(Purchase)/Sale in Fixed Assets/CWIP	(44,628,649)	(43,835,361)
Proceeds from Sale of Fixed Assets	6,919,418	2,282,348
Dividend Income	-	-
Proceeds / ( Increase) in fixed Deposit	25,286,579	3,217,360
Decrease/(increase) in Long Term advances	(31,830,780)	335,299
(Purchase) /Sale of investment	40,000,000	39,471,696
Interest received	8,200,478	7,492,784
<b>Net cash used in investing activities - (B)</b>	<b>3,947,046</b>	<b>8,964,126</b>

Particulars	Figures for the Year ended 31st March, 2016	Figures for the Year ended 31st March, 2015
<b>C Cash flows from Financing Activities</b>		
Proceeds from Equity Share Capital	-	-
Premium on Share Capital	-	-
(Decrease)/increase in Long Term Loan	(16,126,539)	220,172,854
Proceeds/increase in Short Term Loan	67,332,826	(108,899,820)
Issue expenses	-	-
Finance Cost Paid	(44,809,354)	(33,049,169)
<b>Net cash provided by financing activities - (C)</b>	<b>6,396,933</b>	<b>78,223,865</b>
<b>Net (decrease)/increase in cash and cash equivalents during the period - (A+B+C)</b>	<b>(20,923,225)</b>	<b>(23,833,204)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>31,610,163</b>	<b>55,443,367</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>10,686,938</b>	<b>31,610,163</b>

**Notes:-**

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 Cash Flow Statement
- 2) Figures in brackets indicate cash outflow.
- 3) Cash & Cash Equivalents

	As At March 31, 2016	As At March 31, 2015
Cash on Hand	706,179	446,361
Cheques on Hand	-	-
Balances with Scheduled Banks		
- In Current Accounts	9,980,759	31,163,800
- In Fixed Deposits	-	-
	<b>10,686,938</b>	<b>31,610,161</b>

As per our report of even date

For **Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Regn No. 105049W

**(Manish Singhal)**  
Partner  
Membership No. 502570

Place : Gurgaon  
Date : May 27, 2016

For and on behalf of the Board

**(B.B.Chugh)**  
Director (Finance)

**(C.K.Goushal)**  
Director

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(in Rs.)

NOTE "1" - SHARE CAPITAL	Consolidated Figures as at 31st March, 2016	Consolidated Figures as at 31st March, 2015
<b>Authorised</b>		
1,500,000,000 (Previous Year: 85,000,000) Equity shares of Rs. 1/- each	1,500,000,000	1,500,000,000
<b>Issued, Subscribed &amp; Paid Up</b>		
100,865,000 (Previous Year: 80,865,000) Equity shares of Rs. 1/- each	<u>1,132,742,219</u>	<u>1,132,742,219</u>
<b>Share application money pending allotment</b>	-	-

### Note No.1 (a)

#### Share Outstanding (Equity Shares)

Shares outstanding at the beginning of the year	1,132,742,219	1,132,742,219
	( - )	( - )
Shares issued during the year	-	-
	( - )	( - )
Shares brought back during the year	-	-
	( - )	( - )
Shares outstanding at the end of the year	1,132,742,219	1,132,742,219

### Note No.1 (b)

#### Of the above :

- 1.1** 75,00,000 Equity Shares of Re. 1/- each fully paid up allotted for consideration other than cash against acquisition of business and 5,39,10,000 Equity shares of Re.1/- each issued as bonus shares by capitalisation of Share Premium.
- 1.2** 144,092,219 Equity Shares of Re. 1/- each fully paid up at premium of Rs. 2.47 per equity share allotted pursuant to conversion of 144,092,219 Optionally Fully Convertible Debenture .
- 1.3** 907,785,000 Equity Share of Re 1/- each fully paid up at premium of Rs 0.20 per Equity Share allotted pursuant to subscription of Equity share by way of Right Issue.

### Not No. 1(c)

#### Shareholders holding more than 5 percent shares

Name of Shareholders		Figures as at 31st March, 2016	Figures as at 31st March, 2015
MN Ventures Private Limited*	No. of Shares	644,639,606	644,639,606
	% of Holding	('56.91%)	('56.91%)
V&A Ventures LLP	No. of Shares	263,568,184	263,568,184
	% of Holding	('23.27%)	('23.27%)

\*Pursuant to the Composite Scheme of Amalgamation ("the Scheme") under Section 391 to 394 of the Companies Act 1956, sanctioned by the Hon'ble High Court of Judicature at Delhi vide its order dated 14th May 2015, Digivision Holdings Private Limited merged with MN Ventures Private Limited. The Scheme has become effective on 22nd June 2015.

(in Rs.)

<b>NOTE "2" - RESERVES &amp; SURPLUS</b>	<b>Consolidated Figures as at 31st March, 2016</b>	<b>Consolidated Figures as at 31st March, 2015</b>
<b>Securities Premium Reserve</b>		
<b>Securities Premium</b>		
Opening balance	546,171,367	546,171,367
Add: Addition During the year	-	-
	<b>546,171,367</b>	<b>546,171,367</b>
Less: Utilised during the year	-	-
-Right issue expenses	-	-
Add: Reversal of Provision for Redemption Premium on conversion into Equity Shares	-	-
Closing Balance	<b>546,171,367</b>	<b>546,171,367</b>
<b>Profit &amp; Loss Account:</b>		
Opening balance	(1,231,582,698)	(850,602,233)
Add: Current year Profit / (Loss)	(252,639,588)	(336,734,387)
Add: transfer from retained Earnings	-	(44,336,747)
Add: Transfer from Profit & Loss	-	-
	<b>(1,484,222,286)</b>	<b>(1,231,673,367)</b>
Miscellaneous expenditure (to the extent not written off)	(38,597)	(90,670)
Stock Reserve	-	-
<b>Closing Balance</b>	<b>(1,484,183,689)</b>	<b>(1,231,582,698)</b>
<b>TOTAL</b>	<b>(938,012,322)</b>	<b>(685,411,331)</b>

(in Rs.)

<b>NOTE "3" - LONG TERM BORROWINGS</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Secured Loan	15,221,290	1,347,829
Unsecured Loan	-	-
Optionally Fully Convertible Debentures	220,000,000	-
Compulsorily Convertible Debentures (For detailed terms, Refer Note No 36(c) of Notes to Accounts)	-	220,000,000
Unsecured Loan from Related Parties	-	-
Other long term borrowings from body corporate	-	30,000,000
<b>Total</b>	<b>235,221,290</b>	<b>251,347,829</b>

(in Rs.)

<b>NOTE "4" - DEFERRED TAX</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Deferred Tax Liabilities	-	-
Deferred Tax Assets	1,543,030	1,424,780
<b>Total</b>	<b>1,543,030</b>	<b>(1,424,780)</b>

(in Rs.)

<b>NOTE "5" LONG TERM PROVISIONS</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Provision for Employee benefits</b>		
Gratuity	10,668,285	11,523,719
Leave Encashment	3,644,207	5,350,905
<b>Total</b>	<b>14,312,492</b>	<b>16,874,624</b>

(in Rs.)

**NOTE "6" - SHORT TERM BORROWINGS**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Secured Loan from Bank	183,575,093	179,204,421
<b>Unsecured</b>	-	-
Unsecured Loan from Banks*	-	-
Short Term Loans from Corporates	161,720,558	98,758,405
Loans and Advances from Related Parties	-	-
<b>Total</b>	<b>345,295,651</b>	<b>277,962,826</b>

(in Rs.)

**NOTE "7" - TRADE PAYABLES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Trade Payable	193,729,064	144,632,945
<b>Total</b>	<b>193,729,064</b>	<b>144,632,945</b>

(in Rs.)

**NOTE "8" - OTHER CURRENT LIABILITIES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>Other Payables</b>		
Book overdraft	2,612,125	1,949,974
Advance from customers	5,890,032	2,552,691
Current Maturities of Long Term Debts	16,428,200	958,317
Interest accrued	65,096	905,918
Statutory Liabilities	111,961,523	74,747,597
Expenses payable	16,623,128	18,332,579
Employees Payable	60,137,257	52,447,829
Other Payables	-	1,356,368
Creditors for Capital expenses	7,271,796	9,630,412
<b>Total</b>	<b>220,989,157</b>	<b>162,881,685</b>

(in Rs.)

**NOTE "9" - SHORT TERM PROVISIONS**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>Provision for employee benefits</b>		
Leave Encashment- Short Term	1,329,978	1,064,817
Gratuity- Short Term	324,823	277,966
<b>Provision for Other Expenses</b>		
Provision for other expenses	18,284,250	25,672,630
Provision for Income Tax	19,222	156,209
Provision for Redumption Premium	-	-
<b>Total</b>	<b>19,958,273</b>	<b>27,171,622</b>



# NOTES NO "10" FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2016

## NOTE NO 10. FIXED ASSETS (AT COST DEPRECIATION)

(in Rs.)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.04.2015	Addition	Sale during the period	As at 31.03.2016	As at 01.04.2015	For the Year	Transfer to Retain Earning	Deduction	As at 31.03.2016	As at 31.03.2015
<b>TANGIBLE ASSETS</b>										
Building - Other	2,545,247	-	-	2,545,247	838,033	805,166	-	-	1,643,198	1,707,214
Temporary Structure	229,349,285	-	-	229,349,285	172,210,508	3,886,615	-	-	176,097,123	57,138,777
Plant & Machinery	224,640,775	10,236,138	6,564,718	228,312,194	178,734,820	30,338,821	-	6,485,832	202,587,809	45,905,955
Computer	139,144,406	7,058,368	203,686	145,999,088	41,740,691	12,878,175	-	18,174	54,600,692	97,403,714
Furniture & Fixtures	241,114,123	17,300,192	7,758,200	250,656,115	154,183,331	50,639,660	-	5,194,137	199,628,854	86,930,792
Office Equipments	92,675	-	-	92,675	22,617	20,279	-	-	42,896	70,058
Other Equipments	-	-	-	-	-	-	-	-	-	-
Air Conditions	-	-	-	-	-	-	-	-	-	-
Film Projects Server	22,690,373	-	-	22,690,373	22,690,373	-	-	-	22,690,373	0
Leasehold improvements	7,161,440	1,863,020	4,212,084	4,812,376	1,795,097	870,609	-	1,513,316	1,152,390	5,366,343
Vehicles	48,931,018	-	-	48,931,018	15,595,833	10,978,151	-	-	26,573,984	33,335,184
Server and networks	1,765,418	149,697	6,298	1,908,817	1,423,810	256,603	-	1,352	1,679,060	341,608
Mobiles	5,456,016	-	-	5,456,016	743,481	546,706	-	-	1,290,187	4,712,535
Electrical Installations and Equipment	922,890,775	36,607,415	18,744,986	940,753,204	589,978,593	111,220,785	-	13,212,812	687,986,567	332,912,182
<b>INTANGIBLE ASSETS</b>										
Software	64,502,770	4,382,917	-	68,885,687	46,509,711	11,521,009	-	-	58,030,721	17,993,058
Business Rights	43,132,412	-	-	43,132,412	31,630,435	8,626,482	-	-	40,256,917	11,501,977
Trade Mark	193,760	-	-	193,760	72,171	36,160	-	-	108,331	121,589
Capital work in Progress	107,828,942	4,382,917	-	112,211,859	78,212,317	20,183,652	-	-	98,395,969	29,616,625
Goodwill on consolidation	222,067,148	3,638,317	-	3,638,317	-	-	-	-	3,638,317	-
<b>Grand Total</b>	<b>1,252,786,865</b>	<b>44,628,649</b>	<b>18,744,986</b>	<b>1,278,670,528</b>	<b>712,604,340</b>	<b>153,611,152</b>	<b>-</b>	<b>13,212,812</b>	<b>853,002,680</b>	<b>540,182,527</b>
<b>Previous Year</b>	<b>1,075,585,008</b>	<b>43,835,361</b>	<b>88,700,652</b>	<b>1,030,719,717</b>	<b>524,100,347</b>	<b>187,027,553</b>	<b>43,902,698</b>	<b>86,839,688</b>	<b>668,190,910</b>	<b>551,484,662</b>

(in Rs.)

**NOTE "11" - NON- CURRENT INVESTMENTS (AT COST)**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>Other Investment- Unquoted</b>		
Investment in Equity instruments- Subsidiaries	-	-
Investment in CCD instruments- Subsidiaries	-	-
Investment in OFCD instruments- Subsidiaries	-	-
Investment in Equity shares - Other	-	-
Other Non current investment	10,000	40,010,000
<b>Total</b>	<b>10,000</b>	<b>40,010,000</b>

(in Rs.)

**NOTE "12" - LONG TERM LOANS AND ADVANCES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>(Unsecured, consider good)</b>		
Security Deposit	53,034,075	65,108,194
Capital Advances	43,904,899	-
Advance to Body Corporates	-	-
Advance to Related Parties	-	-
<b>Total</b>	<b>96,938,974</b>	<b>65,108,194</b>

(in Rs.)

**NOTE "13" - INVENTORIES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Inventory of Handsets	200,293	1,743,351
Stock in Transit	-	-
<b>Total</b>	<b>200,293</b>	<b>1,743,351</b>

(in Rs.)

**NOTE "14" - TRADE RECIEVABLES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>Outstanding for the period</b>		
- Exceeding Six Months	87,717,376	80,502,927
- Other	244,329,223	266,062,358
Less: Provision for doubtful debt	6,455,477	4,871,915
<b>Total</b>	<b>325,591,122</b>	<b>341,693,370</b>

(in Rs.)

<b>NOTE "15" CASH AND BANK BALANCE</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Cash on Hand	706,179	446,361
Cheque on Hand	-	-
Balance with Banks	-	-
- In Current Account	9,980,759	31,163,800
- In Fixed Deposits - Less than 3 month maturity *	-	-
- In Fixed Deposits - more than 12 month maturity *	2,854,095	2,826,007
- In Fixed Deposits - more than 3 to 12 month maturity *	-	25,314,666
<b>Total</b>	<b>13,541,032</b>	<b>59,750,836</b>

\* Pledged as security with bank and Govt authorities

(in Rs.)

<b>NOTE "16" - SHORT-TERM LOANS &amp; ADVANCES</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
<b>Short-term Loans &amp; Advances (Unsecured, Considered good unless otherwise stated)</b>		
Loans and advance to related parties	-	-
Other Loans and Advances	82,929,948	100,449,205
Advances recoverable in cash or in kind or for value to be received	3,623,984	2,568,959
Others	-	-
Advance to supplier	10,733,183	5,255,454
Advance to employees	971,605	1,324,562
Capital Advance	-	-
Security Deposit	655,741	811,852
<b>Total</b>	<b>98,914,461</b>	<b>110,410,031</b>

(in Rs.)

<b>NOTE "17" - OTHER CURRENT ASSETS</b>	<b>Figures as at 31st March, 2016</b>	<b>Figures as at 31st March, 2015</b>
Prepaid Expenses	2,752,937	3,354,433
Interest accrued but not due	10,358	1,495,560
Interest accrued and due	-	-
Duties & Taxes Recoverable	166,472,832	123,033,790
Other recoverable	720,216	-
Unbilled revenue	91,872,725	39,995,549
<b>Total</b>	<b>261,829,068</b>	<b>167,879,332</b>

(in Rs.)

<b>NOTE "18" - REVENUE FROM OPERATIONS</b>	<b>Figures for the 31st March, 2016</b>	<b>Figures for the 31st March, 2015</b>
Sales of Product	34,984,493	350,452,082
Sales of services	1,308,815,664	1,238,796,469
Other Operating Income	30,856,526	25,820,000
<b>Total</b>	<b>1,374,656,682</b>	<b>1,615,068,550</b>

(in Rs.)

<b>NOTE "19" OTHER INCOME</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Interest Income (Gross) on Fixed deposits/ICD	4,291,267	2,608,582
Interest on Income tax refund	2,424,009	6,030,234
Dividend Income	-	-
Foreign Fluctuation income	-	-
Short term Capital Gain	1,889,897	891,244
Misc Income	405,555	1,548,043
Provision/Balance written back	3,863,226	490,108
<b>Total</b>	<b>12,873,956</b>	<b>11,568,211</b>

(in Rs.)

<b>NOTE "20" -COST OF GOODS TRADED</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Purchase of Stock in trade	30,640,101	313,030,044
Changes in Inventories of Stock-in-Trade	1,543,054	8,220,802
<b>TOTAL</b>	<b>32,183,155</b>	<b>321,250,845</b>

(in Rs.)

<b>NOTE "21" - CONTENT &amp; BANDWITH CHARGES</b>	<b>Figures for the year ended 31st March, 2016</b>	<b>Figures for the year ended 31st March, 2015</b>
Content Services Expenses	131,991,582	149,627,374
Bandwidth Charges	4,686,034	4,859,131
<b>TOTAL</b>	<b>136,677,616</b>	<b>154,486,505</b>

(in Rs.)

**NOTE "22" - TECHNICAL COST**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Applications Development Charges	762,580	4,849,525
Billing & Support Services	7,234,575	12,920,150
EPG Data Feed	2,760,000	2,760,000
IT & Network Expenss	7,438,343	6,678,210
Testing Expenses	828,580	1,145,048
<b>Total</b>	<b>19,024,078</b>	<b>28,352,933</b>

(in Rs.)

**NOTE "23" - EMPLOYEE BENEFITS EXPENSES**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Salaries and Wages	694,923,906	669,325,359
Gratuity Expenses	1,507,764	2,235,652
Welfare expenses	30,494,293	24,954,138
Leave Encashment	1,929,408	3,088,531
ESI	19,965,326	20,415,479
Provident fund	22,892,702	19,265,144
Payroll Processing fee	94,100	126,000
<b>Total</b>	<b>771,807,499</b>	<b>739,410,303</b>

(in Rs.)

**NOTE "24" - FINANCE COST**

	Figures as at 31st March, 2016	Figures as at 31st March, 2015
Bank Charges	2,073,144	1,186,243
Redemption Premium	-	-
Interest	41,895,387	29,475,792
Other finance cost	-	228,438
Commission Charges	-	-
	<b>43,968,532</b>	<b>30,890,473</b>

(in Rs.)

**NOTE "25" ADMINISTRATIVE & SELLING EXPENSES**

	Figures for the year ended 31st March, 2016	Figures for the year ended 31st March, 2015
Payment to the Auditor	3,015,443	2,055,961
Electricity and Water	85,399,480	78,321,779
Freight, Cartage & Octroi	1,921,612	3,889,190
Communication, Postage, Telex and Telephones	15,956,316	27,912,255
Printing and Stationery	4,539,043	4,544,455
Prior Period Expenses	-	4,932,418
Rates & Taxes	10,737,551	5,893,617
Rent & Hiring charges	99,495,265	71,655,127
Insurance	1,212,689	819,868
C & F expenses	-	-
Advertisement, Publicity & Sales Promotion	104,770,338	118,399,075
Travelling, Conveyance & Vehicle Expenses	31,616,038	40,833,736
Legal & Professional Expenses	45,387,574	39,830,818
Office Expenses	38,687	550,931
Exchange Fluctuation	(309,411)	1,712,255
Minimum revenue obligation charges	-	1,500,000
Spares & Consumable	-	108,163
Repair & maintainance	34,271,499	30,701,126
Logistics charges	216,144	76,187
Warehouse Admin expenses	-	-
Housekeeping & Security Service Charges	2,051,395	3,563,737
Recruitment expenses	5,491,144	4,497,059
Service Charges	25,823,123	28,041,571
Other Balances w/off	105,912	2,555,343
Bad Debts	535,640	297,815
Provision for doubtful debts	1,723,746	2,017,745
Port Rental Charges	5,643,616	3,693,363
Loss on sale/discard of assets	502,657	35,812
Loss of Stock by Fire	-	-
Miscellaneous Expenses	995,134	1,064,298
<b>TOTAL</b>	<b>481,140,635</b>	<b>479,503,704</b>

## 26. Notes forming part of Consolidated Financial Statements

### A. Principles of Consolidation

1. The Consolidated Financial Statements relate to Media Matrix Worldwide Limited (hereinafter referred to as the "Parent Company") and its subsidiaries (these group entities and the Parent Company hereinafter collectively referred to as "the Group"). In the preparation of these Consolidated Financial Statements, investments in Subsidiaries have been accounted for in accordance with AS 21 (Consolidated Financial Statements) issued by the ICAI. The Consolidated Financial Statements are prepared on the following basis-
  - I. Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses, except where cost cannot be recovered.
  - II. The results of operations of a subsidiary with which Parent - Subsidiary relationship cease to exist are included in the consolidated statement of profit and loss until the date of cessation of the relationship.
  - III. All the Subsidiary Companies, the Companies, in which Media Matrix Worldwide Limited has an ownership of more than one half of voting power or otherwise has power to exercise control over the operations to obtain economic benefits are considered for consolidation except where the control is intended to be temporary because the subsidiary is acquired and held exclusively with a view to its subsequent disposal in the near future. Where a subsidiary is acquired and held exclusively with a view to its subsequent disposal, the investment in the subsidiary is accounted for in accordance with Accounting Standard 13 "Investments" which require that current investments should be valued at lower of cost or their fair value.
  - IV. The difference between the cost to the Company of investment in Subsidiaries and the proportionate share in the equity of the subsidiaries as at the date of acquisition of stake is recognized in the consolidated financial statements as Goodwill or Capital Reserve, as the case may be. Goodwill has been recorded to the extent that the cost of acquisition, comprising purchase consideration and transaction costs, exceeds the book value of net assets in each acquired company.
  - V. Minorities' interest in net profits, if any, of consolidated subsidiaries for the Financial Year ended march 31st, 2016 is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately.
  - VI. In case of associate where the Company directly or indirectly through subsidiary hold 20% or more of the equity, it is presumed that the investor has the significant influence, unless it can be clearly demonstrated that this is not the case. Investments in Associates are accounted for using equity method in accordance with Accounting Standard (AS-23) "Accounting of Investment in Associates in Consolidated Financial Statements" issued by ICAI.
  - VII. The company account for its share in the change of net assets of the associates, post-acquisition, after eliminating unrealized profit and loss resulting from transaction between the company and its associates to the extent of its share, through its profit and loss account to the extent such change is attributable to the associates' profit and loss account and through its reserves for the balance, based on available information.
  - VIII. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Parent Company's stand-alone financial statements. Differences in accounting policies are disclosed separately.
  - IX. The financial statements of the entities used for the purpose of consolidation are drawn up to reporting date as that of the Parent Company i.e. March 31st 2016.
  - X. As per Accounting Standard Interpretation (ASI)-15 on Notes to the Consolidated Financial Statements, only the notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the consolidated financial statements need not be disclosed in the consolidated financial statements.
2. Significant Accounting Policies and notes to these consolidated financial statements are intended to serve as a means of informative disclosure and guide to better understanding the consolidated position of the companies. Recognizing this purpose, only such policies and notes from the individual financial statements, which fairly present the needed disclosures have been disclosed. Lack of homogeneity and other similar consideration made it desirable to exclude some of them, which in the opinion of the management, could be better viewed, when referred from the individual financial statements.

## **B. Significant Accounting Policies**

### **i. Method of Accounting**

- a) The financial statements are prepared on the historical cost convention and in accordance with generally accepted accounting principles ('GAAP')
- b) The Group follows accrual system of accounting in the preparation of accounts unless otherwise stated.
- c) The preparation of the financial statements in conformity with GAAP requires that the management of the Group makes estimates and assumptions that affect the reported accounts of income and expenses of the period, reported values of assets and liabilities as of date of the financial statements. Examples of such estimates include provision for doubtful debts, provision for doubtful loans and advances, provisions for diminution in value of investments, estimated period of utility of software package, provision for value of obsolete/non-moving inventories etc. Actual results may differ from these estimates.

### **ii. Revenue Recognition**

- a) Revenue is recognized on accrual basis.
- b) Revenue from Services rendered is recognized as and when the services are performed.
- c) Sale of goods is recognized on dispatch to the customer.
- d) Insurance claims are accounted for as and when admitted by the concerned authority.
- e) Interest income is recognized as and when accrued.

### **iii. Fixed Assets**

#### **a) Owned Assets**

Fixed Assets are stated at cost, which includes freight, installation cost, duties, taxes and other incidental expenses but net of CENVAT.

#### **b) Capital Work-in-progress**

All expenses incurred for acquiring, erecting and commissioning of fixed assets including interest on long term loans utilized for meeting capital expenditure and incidental expenditure incurred during construction of projects are shown under capital work-in-progress and are allocated to the fixed assets on the completion of the respective projects.

#### **c) Intangible Assets**

Cost of software and expenses on development of new products are accounted for as intangible assets.

### **iv. Lease**

- a) Fixed assets acquired on lease / hire purchase for an agreed period has been recognized as an asset and liability. Such recognition is at an amount equal to the fair value of leased asset at the inception of lease or present value of minimum lease payment, whichever is less.
- b) Lease payment is apportioned between finance charge and reductions of the outstanding liability.
- c) Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating leases payments are recognized as an expense in the profit & loss account or on a basis, which reflect the time pattern of such payments appropriately.

### **v. Depreciation and Amortisation**

- a) Depreciation is provided for all the assets on straight line method, based on the rates of depreciation arrived at using useful of assets as provided under the Companies Act, 2013.
- b) Depreciation due to increase or decrease in the liability on account of exchange fluctuation or on account of rollover charges on forward exchange contract is provided prospectively over the residual life of the assets.
- c) All Intangible assets, except Goodwill on consolidation, are amortised over a period of five years or life of product considered at the end of each financial year whichever is earlier. Amortisation commences when the asset is available for use.
- d) Goodwill on consolidation will be amortised over the period of 10 years at the end of each financial year.



## vi. Impairment of Assets

The fixed assets or group of assets (cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of such any indication, the recoverable amount of these assets or group of assets is determined and if such recoverable amount of the assets or cash generating unit to which the assets belong is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if, there is change in the recoverable amount and such loss either no longer exists or has decreased.

## vii. Investments

- a) The cost of an investment includes incidental expenses like brokerage, fees and duties incurred prior to acquisition.
- b) Non-current investments are carried at cost. Provision for diminution in value is made to recognize a decline other than temporary.
- c) Investments which are intended to be held for less than one year are classified as current investments and are carried at lower of cost and fair value determined on an individual investment basis.
- d) Advance against share application money are classified under the head "Investments".

## viii. Inventories

Inventories are valued at lower of cost or net realizable value.

## ix. Foreign Currency Transactions

- a) Transactions denominated in foreign currency are normally recorded at the exchange rate prevailing at the time of the transaction.
- b) Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the yearend rates.
- c) Any income or expense on account of exchange difference between the date of transactions and on settlement or on translation is recognized in the profit and loss account as income or expense.

## x. Employees Retirement Benefits

The relevant policies for 'Employee Benefits' in accordance with Revised Accounting Standard - 15 are as under:

### Short Term Employee Benefits

Short term employee benefits are recognized in the period during which the services have been rendered.

### Long Term Employee Benefits

#### a) Defined Contribution plan

- i. Provident Fund and employees' state insurance schemes

All employees of the Group are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary.

The Group's contributions to both these schemes are expensed in the Profit and Loss Account.

#### Defined Benefit Plan

- ii. Gratuity

The Group provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Group. The Group provides for the Gratuity Plan based on actuarial valuations in accordance with Accounting Standard 15 (revised), 'Employee Benefits'. The Group makes annual contribution to the Life Insurance Corporation of India for the Gratuity Plan in respect of employee. The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

#### b) Other Long term benefit

- iii. Leave Encashment

The Group has provided for the liability at period end on account of unavailed earned leave as per the actuarial valuation as per the Projected Unit Credit Method.

Actuarial gains and losses are recognized as and when incurred.

#### **xi. CENVAT Credit**

The CENVAT Credit available on raw materials, other eligible inputs and capital goods is adjusted against excise duty payable on clearance of goods produced. The unadjusted Cenvat credit is shown in note "Short Term Loans and Advances".

#### **xii. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets, if any, are capitalized as a part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

#### **xiii. Income Tax**

Tax expense comprises both current and deferred taxes. Current tax is provided for on the taxable profits of the year at applicable tax rates. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years.

Deferred Tax is measured based on the tax rates and tax laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that sufficient future taxable income will be available against which deferred tax assets can be realized. Unrecognized deferred tax assets of the earlier years are re-assessed and recognized to the extent it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

#### **xiv. Earning Per Share**

In determining earning per share, the Group considers the net profits after tax and includes the post-tax effects of any extraordinary items. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the period.

#### **xv. Segment Reporting**

Segments are identified in line with the Accounting Standard on Segment Reporting (AS-17) taking into account the organization structure as well as the differential risk and returns of the segments. The unallocable items include income and expenses items which are not directly identifiable to any segment and therefore not allocated to any business segment.

#### **xvi. Contingent Liabilities**

A provision is recognized when the Group has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle such obligation, in respect of which a reliable estimate can be made.

Contingent liabilities not provided for in the accounts are disclosed in the accounts by way of notes specify the nature and quantum of such liabilities.

### **C. OTHER NOTES**

#### **1. Group Information**

##### **i. Information of Parent Company**

Parent Company, a public limited company, was incorporated on June 07, 1985 in the State of Maharashtra. MMWL made its maiden public issue of Equity Shares in the year 1985 and got its Equity Shares listed at the Bombay Stock Exchange Ltd, Mumbai (BSE). As of March 31st, 2016, Parent Company has been doing business of digital media content and dealing in related activities in media and entertainment industry.

The Parent Company was incorporated as Rahul Trading and Finance Limited on 07th June, 1985 and was originally engaged in trading activities and later on, it changed its name to Giltfin Lease Limited. It obtained registration from Reserve Bank of India for carrying out Non-Banking Finance Company (NBFC) activities in the year 1999 vide certificate of Registration No. 13.01287 dated 13th August 1999. However, the Parent Company didn't carry out any activities related to NBFC since 13th August, 1999, the date on which it got the NBFC certificate, but only continues to be registered with Reserve Bank of India (RBI) as a Non-deposit accepting Non-Banking Finance Company. In the Year 2000, the Parent Company started media and content business and further changed its name to Media Matrix Worldwide Limited. Considering that the Parent Company had neither carried out any NBFC business in the past, nor it has any intention to carry the business of NBFC in future, the Company, on September 13, 2011, submitted an application to RBI for de-registration as an NBFC. RBI has vide its letter dated December 26, 2012 has asked the Parent Company to lower its financials assets (representing investment in subsidiaries) as percentage of total assets to enable it to deregister as NBFC. Since the Parent Company presently does not meet the criteria of principal business as specified by the RBI in its Press Release 1998-99/1269 dated April 8, 1999 and instead qualifies the criteria of Core Investment Company (CIC) based on its current investment structure, the Company has notified the same to RBI vide letter dated April 20, 2013. The Parent Company qualifies for exemption from registration as CIC and has applied for the same to RBI. The same is under due consideration of RBI.

## ii. Information of Subsidiary Companies

The following is the list of all subsidiary companies along with the proportion of voting power held. Each of them is incorporated in India.

Subsidiary	Holding	Country of incorporation and other particulars
Media Matrix Enterprises Private Limited (Formerly Media Matrix Holdings Private Limited)	100%	A company registered under the Companies Act, 1956 of India and subsidiary of the Parent Company since March 5, 2012.
nexG Devices Private Limited	100%	A company registered under the Companies Act, 1956 of India and subsidiary of the Parent Company since March 5, 2012.
DigiCall Teleservices Private Limited	100%	A company registered under the Companies Act, 1956 of India and subsidiary of the Parent Company since March 31, 2012.
DigiVive Services Private Limited	100%	A company registered under the Companies Act, 1956 of India and subsidiary of the Parent Company since March 31, 2012.
DigiCall Global Private Limited	100%	A company registered under the Companies Act, 1956 of India and subsidiary of the DigiCall Teleservices Private Limited (subsidiary of the Parent Company) since February 22, 2012.

## 27. Contingent liabilities not provided for:

(in Rs.)

Sl. No.	Particulars	31st March, 2016 (Rs.)	31st March, 2015 (Rs.)
I	Others -Income Tax matters	-	-
II	Liability of License Fees	30,282,000	30,282,000
III	Interest on License Fees	35,197,200	31,563,360
IV	Bank Guarantee	11,02,086	258,75,000
V	Claims against Group not acknowledge as debt	3,500,000	50,73,507
VI	Capital Commitments	23,614,564	21,03,708
VII	Bonus liability	4,12,253	-

- The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax Authorities / Statutory Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position.
- The Company periodically reviews all its long term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the Company has made adequate provisions for these long term contracts in the books of account as required under any applicable law/accounting standard.
- As at March 31, 2016 the Company did not have any outstanding long term derivative contracts.

28. During F Y 2012-13, the Company came out with issue of 90,77,85,000 equity shares with a face value of Re.1/- each at a premium of Rs. 0.20 per equity share for an amount aggregating Rs. 108,93,42,000 on a rights basis to the equity shareholders of the Company in the ratio of 9 equity shares for every 1 fully paid-up equity share held by the equity shareholders on the record date, that is, on March 19, 2013. The right issue was opened on March 30, 2013 and closed on April 27, 2013. As on March 31st, 2016, the Company has utilized the amount of Rs. 10893.42 Lacs for the objects of the issue as stated in the Letter of Offer.

## 29. Business Segment

### (a) Primary (Business) Segment

The Group is presently engaged in the business of "Digital Media and handset trading", Call Center services and other unallocable segment. Accordingly, segment wise information has been given in line with the requirements of AS-17 "Segment Reporting".

The segment results and details of capital employed in the segment as required under AS 17 are mentioned below:  
(In Rs. Lac)

Particulars	For the Financial year ended (31/3/2016)	For the Previous Financial year ended (31/3/2015)
	(Audited)	(Audited)
<b>Segment Revenue</b>		
a. Digital media & handset trading	2,806.35	6,498.90
b. Call center services	11,216.88	9,669.47
c. Others	1.20	1.20
d. Unallocated	-	-
<b>Total</b>	<b>14,024.43</b>	<b>16,169.57</b>
Intersegment revenue	277.86	18.89
<b>Net Sales/Income from operation</b>	<b>13,746.57</b>	<b>16,150.68</b>
<b>Segment results profit/(loss) before tax &amp; interest from each segment</b>		
a. Digital media & handset trading	(2,464.54)	(2,465.03)
b. Call center services	310.31	(687.22)
c. Others	(2.78)	(3.05)
d. Unallocated	-	-
<b>Sub-total</b>	<b>(2,157.02)</b>	<b>(3,155.30)</b>
Add: Interest income	76.53	86.39
Less: Interest expenses	(428.34)	(296.01)
Less: Unallocable expenditure	-	-
<b>Total profit before tax</b>	<b>(2,508.83)</b>	<b>(3,364.93)</b>
<b>Capital Employed</b>		
a. Digital media & handset trading	2,019.83	3,202.80
b. Call center services	5,701.22	6,129.42
c. Others	31.42	434.20
d. Unallocated	-	-
<b>Total capital employed in the segment</b>	<b>7,752.47</b>	<b>9,766.42</b>
Unallocable corporate assets & liabilities		

**(b) Secondary (Geographical) Segment**

The Group caters mainly to the needs of Indian market and the export turnover being insignificant of the total turnover of the Group, there are no reportable geographical segments.

30. In the opinion of the Board, current assets, loan and advances have a value on realization at least equal to the amount at which they are stated in the books of accounts and provision for all known liabilities have been made, except as mentioned otherwise.

**31. Earning Per Share**

The computation of Earning Per Share is as under:

Particulars	31st March, 2016	31st March, 2015
Profit after Taxation	(25,26,39,588)	(33,67,34,387)
Weighted average number of shares (Basic)	113,27,42,219	113,27,42,219
Weighted average number of shares (Diluted)	113,27,42,219	113,27,42,219
Basic / Diluted EPS (Rs.)	(0.223)/ (0.223)	(0.29)/(0.29)
Nominal Value per share (Re.)	1/-	1/-

32. The disclosures required under Accounting Standard 15 on "Employee Benefits" notified in the Companies (Accounting Standards) Rule 2006, are given below:

**Defined Contribution Plan**

Contribution to Defined Contribution Plan, maintained under the Employees Provident Fund Scheme by the Central Government, is charged to Statement of Profit and Loss Account as under:

Particulars	For the Financial Year ended March 31, 2016 (Rs.)	For the Year ended March 31, 2015 (Rs.)
Employer's Contribution to Provident Fund	1,19,55,735	93,94,415
Employer's Contribution to ESI	19,880,682	2,04,15,479
Employer's Contribution to Pension Plan	1,09,19,127	98,70,729

**Defined Benefit Plan\***  
**Actuarial Assumptions**

Particular	Gratuity	Leave Encashment
Discount Rate (per annum)	8%	8%
Rate of increase in compensation levels	5.00%	5.00%

**Table Showing changes in present value of obligations**

Particular	Gratuity	Leave Encashment
	Rs.	Rs.
Present Value of obligation as at the beginning of the period	<b>1,18,01,685</b> (1,07,00,595)	<b>64,15,722</b> (51,91,516)
Present Value of obligation as at the end of the period	<b>1,09,03,108</b> (1,18,01,685)	<b>49,74,185</b> (64,15,722)

**Amounts to be recognized in balance sheet**

Particular	Gratuity	Leave Encashment
	Rs.	Rs.
Present Value of obligation as at the end of the period	<b>1,09,03,108</b> (1,18,01,685)	<b>49,74,185</b> (51,91,516)
Fair value of plan assets as at the end of the period	- (-)	- (-)
Net asset/ (liability) recognized in Balance Sheet	<b>1,09,03,108</b> (1,18,01,685)	<b>49,74,185</b> (64,15,722)
Funded Status	- (-)	- (-)

**Expenses recognized in Statement of Profit and Loss:**

Particular	Gratuity	Leave Encashment
Current service cost	<b>36,50,815</b> (38,07,293)	<b>15,88,520</b> (21,90,082)
Past service cost	- (-)	- (-)
Interest Cost	<b>937,761</b> (8,56,047)	<b>506,907</b> (4,15,321)
Expected return on plan assets	- (-)	- (-)
Curtailment and settlement cost /(credit)	- (-)	- (-)
Net Actuarial (Gain) /Loss recognized in the period	<b>(29,78,026)</b> (24,27,688)	<b>1,26,690</b> (329,552)
Expenses/(Income) recognized in the statement of Profit and Loss	<b>15,07,754</b> (22,35,652)	<b>19,29,407</b> (30,88,531)

**Current and Non-Current Liability:**

Particular	Current Liability	Non-Current Liability	Total Liability
<b>Gratuity</b>	324,823 (277,966)	106,68,285 (1,15,23,719)	109,93,108 (1,18,01,685)
<b>Leave Encashment</b>	13,29,978 (10,64,817)	36,44,207 (53,50,905)	49,74,185 (64,15,722)

\*Figures in brackets show previous year

**33. Deferred Tax**

The Company estimates deferred tax Assets/ Liabilities using the applicable rate of taxation based on the impact of timing difference between financial statements and estimated taxable income for the current year related to depreciation on fixed assets. Deferred tax liability/ (assets) for the period aggregating to **Rs. 1,18,250** (Previous year **Rs. 19,60,027**) has been recognised in Profit & Loss Account and net deferred tax assets as on March 31st, 2016 are **Rs. 15,43,030** (as at March 31,2015: Deferred tax asset of **Rs. 14,24,780**)

**34. Related Party Disclosures**

(a) Name of Related parties and its relationship:

<b>Holding Company:</b>	MN Ventures Private Limited
<b>Individual having Significant Influence:</b>	Mr. Mahendra Nahata
<b>Fellow Subsidiary Company:</b>	Digivision Wireless Private Limited

**Key Management Personnel (KMP):**

- Mr. B.B. Chugh, Director (Finance)
- Mr. Sunil Batra, Whole Time Director
- Mr. Gurdial Singh Khandpur, Whole Time Director
- Mr. Vineet mittal, Chief Financial Officer of the Company
- Mr. Gurvinder Singh Monga, Company Secretary

**Companies under Common Control of Key Management Personnel:**

- Smart Digivision Private Limited
- Digivision Entertainment Private Limited
- Intouch Infotech Services Private Limited
- Nextwave Communication Private Limited
- Nextwave Ventures Private Limited
- Smart Digivision Private Limited (till Dec 31, 2015)

**(b) Transactions with Related Parties**
**Amount in (Rs.)**

S. No.	Company Name	Name of Party	Relation	Transaction	For year ended	For year ended
					31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
1	Media Matrix Worldwide Limited	MN Ventures Private Limited	Holding Company	Loan Taken	-	-
				Repayment of Loan	-	-
				<b>Closing</b>	-	-
2	Media Matrix Worldwide Limited	Mr. B.B.Chugh	KMP	Remuneration paid	1,166,400	1,166,400
				Other Allowance	2,581,632	2,581,632
				Emp. Cont. to PF	139,968	139,968
				<b>Total</b>	<b>3,888,000</b>	<b>3,888,000</b>
3	Media Matrix Worldwide Limited	Mr. Vineet Mittal	KMP	Remuneration paid	350,958	-
				Other Allowance	638,560	-
				Emp. Cont. to PF	42,115	-
				<b>Total</b>	<b>1,031,633</b>	-
4	Media Matrix Worldwide Limited	Mr. Gurvinder Singh Monga (w.e.f. 09.02.2016)	KMP	Remuneration paid	339,809	303,173
				Other Allowance	737,827	632,934
				Emp. Cont. to PF	40,778	36,381
				<b>Total</b>	<b>1,118,414</b>	<b>972,488</b>
5	Digicall Teleservices Pvt. Ltd.	Mr. Sunil Batra	KMP	Remuneration and other Allowance	6,498,302	6,442,817
				Emp. Cont. to PF	605,265	576,000
				<b>Total</b>	<b>7,103,567</b>	<b>7,018,817</b>
6	Digicall Teleservices Pvt. Ltd.	Mr. Sanjeet Kumar Sharma	KMP	Remuneration and other Allowance	749,423	689,476
				Emp. Cont. to PF	29,265	28,269
				<b>Total</b>	<b>778,688</b>	<b>717,745</b>
7	Digivive Services Pvt Ltd.	Mr. G.D. Singh	KMP	Remuneration paid	5,466,615	12,162,410
				Other Allowance	140,693	-
				Emp. Cont. to PF	351,000	-
				Loans & Advances Given	-	557,854
				Loan repaid	557,854	-
8	Digivive Services Pvt Ltd.	Mr. Manish Khanna	KMP	<b>Total</b>	<b>5,958,308</b>	<b>12,720,264</b>
				Remuneration paid	190,046	3,120,036
				Other Allowance	-	-
				Emp. Cont. to PF	-	-
9	Digivive Services Pvt Ltd.	Mr. Mitra Kumar Gulia	KMP	<b>Total</b>	<b>190,046</b>	<b>3,120,036</b>
				Remuneration paid	275,000	-
				Other Allowance	-	-
				Emp. Cont. to PF	-	-
10	Digivive Services Pvt Ltd.	Mr. Sandeep Jairath	KMP	<b>Total</b>	<b>275,000</b>	-
				Remuneration paid	2,902,750	-
				Other Allowance	-	-
				Emp. Cont. to PF	-	-
11	Digivive Services Pvt Ltd.	Digivision Entertainment Pvt Ltd	Co.'s under control of KMP	<b>Total</b>	<b>2,902,750</b>	-
				Loan Taken	13,331,261	26,050,000
				Interest on loan	814,039	-
				Reimbursement of Expenses Paid	-	184,521
				Payment made against Trade Payable	-	-
				<b>Closing (Loan Payable)</b>	<b>41,530,000</b>	<b>28,198,739</b>



**35. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary /Associates / Joint Ventures.**

Name of the Enterprises	Relationship	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
		As % of total consolidated net assets	Amounts (In Rs.)	As % of total consolidated Profit or Loss	Amounts (In Rs.)
Media Matrix Worldwide Ltd.	Parent Company	854.41%	166,37,93,047	(1.52%)	38,33,361
DigiVive Services Pvt. Ltd.	Indian subsidiary	(498.22%)	(97,01,94,218)	92.33%	(23,32,62,529)
NexG Devices Pvt. Ltd.	Indian subsidiary	(95.33%)	(18,56,47,693)	2.97%	(75,10,579)
Digicall Teleservices Pvt. Ltd.	Indian subsidiary	22.25%	4,33,30,018	(2.45%)	61,95,233
Digicall Global Pvt. Ltd.	Indian subsidiary	17.77%	3,46,05,429	(0.1%)	2,81,654
Media Matrix Enterprises Private Limited	Indian subsidiary	9.08%	1,76,91,913	(0.01%)	29,987

**36. In the cases of Subsidiary Companies**

**A. DigiCall Teleservices Private limited**

- DoT vide its letter No 843-26/99-BS-III dated 26.4.2004 has offered a relief package to all Radio Paging Service Operators. Under the relief package the fixed license fee regime for city radio license paging is waived off from the third payment year i.e. after expiry of two calendar years from the date of delivery of services. From such date of commencement of third year, the license fee will be charged @ 5% of Adjusted Gross Revenue (AGR). License period after accepting relief package is automatically extended to next 10 years as per relief package. The company has given a proposal for accepting of the relief package on 24.8.2004 to DoT. While accepting relief package, company had conveyed to retain the paging license for Bangalore city only. The DoT has refused to accept the conditional acceptance of relief package for Mumbai / Pune/ Hyderabad as the company had shown their reluctance to retain the licenses for these cities. However in the absence of acceptance of DoT for Bangalore circle, the company has taken the legal opinion and as per legal opinion since the conditional acceptance for Mumbai, Pune and Hyderabad is not accepted by DOT it may be treated as acceptance of relief package by DOT for Bangalore City. Accordingly effect of the relief package is taken in to account in respect of Bangalore City. Further, the company vide their letter dated 27.11.2009 has informed DoT that the company has surrendered its Paging license w.e.f. 1st Jan 2010. In absence of any demand from DOT towards payment of liability the company has reversed license fees liability of Rs. 302.82 lacs along with interest liability of Rs. 224.79 lacs and shown as contingent liability. The interest liability will increase by 12% per annum. Demand arising if any in future for payment of license fee shall be accounted for on actual settlement.
- The filed by M/s Grace Foundation Trust the landlord, is pending against the company for recovery of damages for the tenanted premises 1501, Hemkunt Chambers, Nehru Place, new Delhi, which we have vacated in July 2010. The landlord is claiming damages for the period of 01/12/2007 to 31/07/2010, amounting to Rs. 130.80 Lacs after adjusting the rent paid by the company. However, DTPL is contesting the case having taken many legal objections



and strong defence supported by documents. DTPL will bring to the notice of Court the clause 27 of the registered lease agreement dated February 27, 2005, wherein the landlord is entitled to claim only Rs. 1.5 Lacs per month as market rent/damages. Thus, even as per the maximum damages for the period 01/12/2007 to 31/07/2010 i.e. for 30 months the landlord can claim only Rs. 48 Lacs which after adjusting the amount of Rs. 21 Lacs already paid, the maximum sum of Rs. 27 lacs would be payable.

- Consequent to the resignation of present Company Secretary on November 11, 2014, the post of whole time company secretary is vacant. The company is looking for suitable qualified company secretary to comply with the provisions of Section 203 of the Companies Act, 2013.

#### **B. nexG Devices Private Limited (NDPL)**

- The Hon'ble Supreme Court of India vide its order dated December 17, 2014 on the judgment in case of State of Punjab vs. Nokia India Pvt. Ltd. has held that sales tax on battery charger sold along with mobile phone should be charged at sales tax rate applicable to chargers, which is higher than the sales tax rate applicable to mobile phones in few states. In the case of the Company, demand for Rs. 88,735/- (P.Y. Nil) was received and paid for the Assessment Year 2011-12, under Uttar Pradesh Vat Act, 2007.
- A charge for Rs. 40,000,000/- has been created on 12.07.2013 in favour of a bank, who has sanctioned Bank Guarantee limit to the Company, by way of hypothecation of all present and future movable assets including inventories, book debts and all other current assets of the Company.

#### **C. DigiVive Services Private Limited (DSPL)**

- The Company has issued 2,20,000 (1,00,000 issued on 16.02.15, 80,000 on 19.03.15 and 40,000 on 21.03.2015) Zero Coupon Optionally Fully Convertible Debentures (ZOFCDs) of Face Value of Rs. 1,000/- each, the Tenure of the ZOFCDs will be 20 years from the date of allotment with an option with the issuing Company to extend it up to one year. The ZOFCDs will be convertible into equity shares at the option of the ZOFCDs holder at any point of time till the expiry of 20 years from the date of allotment, one ZOFCDs will be converted into 100 equity shares of Rs. 10 each at par.

In case the ZOFCDs holder does not exercise the conversion option, then the outstanding ZOFCDs on the expiry of 20 years from the date of allotment shall be redeemed by the Company, at par.

- In the absence of profits, no Debenture Redemption Reserve has been created, in respect of ZOFCDs issued by the Company.
- As at the year end, the accumulated losses exceed the paid up share capital and the net worth of DSPL has been completely eroded. However, the management is confident of generating cash flows from business operations and is in process of taking all efforts including infusion of fresh funds.

#### **D. Digicall Global Private Limited (DGPL)**

- Subsequent to allotment of 50,00,000 equity shares on 30th March 2015, the paid up share capital of the company stands increased to Rs. 5,50,00,000/- which requires the company to appoint a Whole time Company Secretary in accordance with the provisions of Section 203 of the Companies Act, 2013. The Company is looking for a suitable qualified Company Secretary to comply with the above provisions of the Companies Act, 2013.
- Loans & advances, trade receivables / payables and other current / non-current assets are reviewed annually and in the opinion of the Management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet. The response to letters sent, requesting confirmation of balances has been insignificant. In the management's opinion, in the event of any disparity in the balances, any consequential adjustments required on reconciliation of the balances will not be material in relation to the financial statements of the Company and the same will be adjusted in the financial statements as and when the reconciliation is completed.

37. a. Value of imports on CIF basis: Rs. NIL/- (Previous Year: Rs. NIL/-)
- b. Earnings in foreign currency: Rs. 3,63,25,767 (Previous Year Rs. 10,46,76,844) and Expenditure in Foreign Currency: Rs. 42,380,557 (Previous Year Rs. 1,76,13,356) as per the details given below:

Particulars	For Year ended March 31, 2016	For Year ended March 31, 2015
Advertisement	3,96,94,832	71,22,373
Travelling expenses	6,43,222	9,31,728
Consultancy expenses	-	40,28,927
Application Support charges	-	16,96,149
Content Service charges	-	-
License Fee/Royalty Charges/technical fee	20,42,503	19,30,062
Marketing Expense	-	9,88,870
Testing expenses	-	9,15,247
<b>Total</b>	<b>42,380,557</b>	<b>1,76,13,356</b>

38. The details of unhedged foreign currency exposure as at the year-end is as follows:

Particulars	Year Ended 31st March 16		Year Ended 31st March 15	
	Amount(Rs.)	Foreign Currency	Amount(Rs.)	Foreign Currency
Sundry Creditors	97,577	USD 1471	1,27,32,980	USD 203258
Trade Receivable	1,54,79,331	USD 233376	1,92,97,959	USD 308323.36
	16,26,406	GBP 17104	11,26,446	GBP 12183.06
Expenses payable	1,43,69,172	USD 216762	Nil	Nil

39. Figures of previous year have been regrouped/reclassified wherever necessary to confirm current year classification.

As per our report of even date

For **Khandelwal Jain & Co.**  
 Chartered Accountants  
 Firm Regn No. 105049W

For and on behalf of the Board

**(Manish Singhal)**  
 Partner  
 Membership No. 502570

**(B.B.Chugh)**  
 Director (Finance)

**(C.K.Goushal)**  
 Director

Place : Gurgaon  
 Date : May 27,2016

**(Gurvinder Singh Monga)**  
 Company Secretary

**(Vineet Mittal)**  
 CFO

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

### Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1	SI No.	1	2	3	4	5
2	Name of the Subsidiary	DigiCall Teleservices Private Limited	DigiVive Services Private Limited	DigiCall Global Private Limited**	nexG Devices Private Limited Enterprises	Media Matrix Enterprises Private Limited (Formerly Media Matrix Holdings Private Limited)
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	NA	NA	NA	NA	NA
4	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA
5	Share Capital	27,00,00,000	10,00,00,000	5,50,00,000	4,99,00,000	2,00,00,000
6	Reserves and Surplus	(22,66,69,982)	(1,07,01,94,218)	(2,03,94,571)	(23,55,47,693)	(23,08,086)
7	Total Assets	81,08,56,707	24,46,40,618	6,06,50,304	3,28,05,431	20,81,13,154
8	Total liabilities	81,08,56,707	24,46,40,618	6,06,50,304	3,28,05,431	20,81,13,154
9	Investments	7,80,00,000	-	-	-	20,70,56,600
10	Turnover	1,06,16,24,742	21,43,54,332	6,00,63,615	3,49,84,493	1,20,000
11	Profit before taxation	61,95,233	(23,32,62,529)	2,81,656	(76,44,438)	30,205
12	Provision for taxation	-	-	-	-	-
13	Profit after taxation	61,95,233	(23,32,62,529)	2,81,656	(75,10,578)	29,987
14	Proposed Dividend	-	-	-	-	-
15	% of Shareholding	74.44*	79.85*	100	100	100

Balance equity shareholding of 25.56% and 20.15% in DigiCall Teleservices Private Limited and DigiVive Services Private Limited are held by Media Matrix Enterprises Private Limited (formerly Media Matrix Holdings Private Limited), thereby making them 100% subsidiaries of the Company.

\*\*100% subsidiary of DigiCall Teleservices Private Limited

**(B.B.Chugh)**  
Director (Finance)

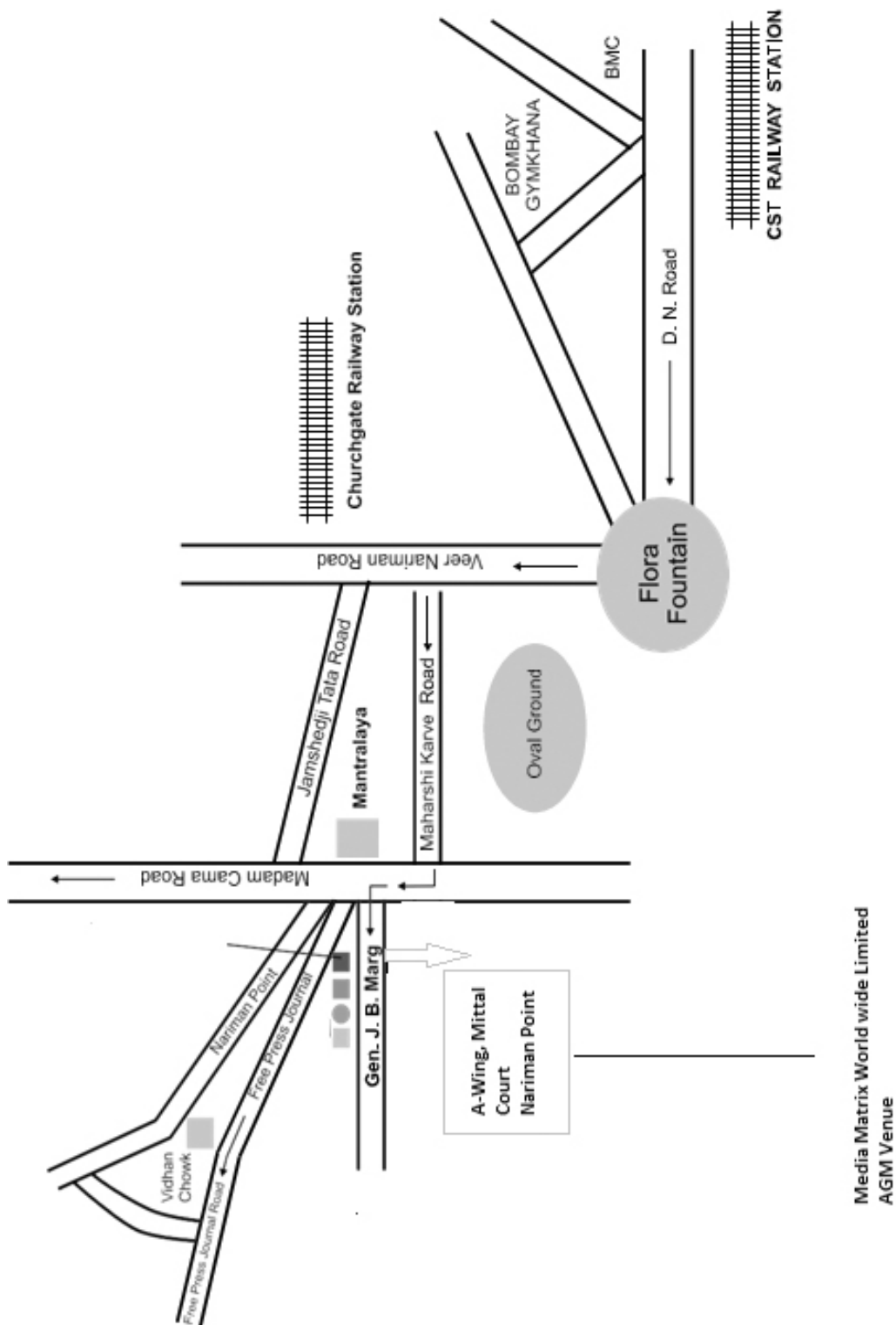
**(C.K.Goushal)**  
Director

Place : Gurgaon  
Date : May 27,2016

**(Gurvinder Singh Monga)**  
Company Secretary

**(Vineet Mittal)**  
CFO

Road Map of AGM Venue i.e. Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021





## Media Matrix Worldwide Limited

**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

**Website:** www.mmwlindia.com, **Email:** mmwl.corporate@gmail.com

**Corporate Identity Number:** L51900MH1985PLC036518

### ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	



Name and address of the Shareholder \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and address of the Proxy holder \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held on Friday, the 30th day of September, 2016 at 09:30 A. M., Flat No. 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021.



\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder

\*Applicable for investors holding shares in electronic form.



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### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	Folio No.
DP-ID / Client-ID*	

\*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding \_\_\_\_\_ shares of Media Matrix Worldwide Limited, of Re. 1/- each hereby appoint

(1) Name: \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(2) Name: \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(3) Name: \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 at 09:30 A. M. at Flat No 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

\* I wish my above Proxy to vote in the manner as indicated in the Box below:

SI No.	Resolutions	For	Against
1.	Receive, Consider and adopt:		
	a) Audited Financial Statements, Reports of the Board of Directors' and Auditors'		
	b) Audited Consolidated Financial Statements and Auditors' Report thereon		
2.	Re-appointment of Shri. Bharat Bhushan Chugh, (DIN: 00472532), Director (Finance) who retires by rotation		
3.	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Auditor and to fix their remuneration		
4.	Re-appointment of Smt. Bela Banerjee (DIN: 07047271) as an Independent Director		

Signed this .....day of ..... 2016

\_\_\_\_\_  
Signature of shareholder

Affix a  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*4. This is only optional. Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.

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