



MEDIA MATRIX WORLDWIDE LIMITED

CIN : L32100MH1985PLC036518

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

Website : www.mmwllindia.com; E-mail : mmwl.corporate@gmail.com

POSTAL BALLOT FORM

(To be returned to Registrar & Share Transfer Agent of the Company)

Serial No

- 1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholders(s) if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
4. No. of Equity Shares held
5. I/We hereby exercise my/our vote for the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 17th July, 2017, by conveying my/our Assent 'For' or Dissent 'Against' to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Table with 6 columns: Resolution No., Description, Type of Resolution, No. of Equity Shares, I / We assent to the Resolution (FOR), I / We dissent to the Resolution (AGAINST). Row 1: 1. Approval for sale of investment held in DigiCall Teleservices Private Limited, a wholly owned subsidiary of the Company. Special Resolution.

Place: Signature of Sole / First / Joint Shareholders
Date: Signature of Sole / First / Joint Shareholders

ELECTRONIC VOTING PARTICULARS

The Remote e-Voting facility is available at the link https://www.evoting.nsdl.com. The Remote e-Voting particulars are set out as follows:

Table with 3 columns: EVEN (Electronic Voting Event Number), USER ID, PASSWORD / PIN.

Note: Members are requested to read carefully the instructions printed overleaf before exercising their vote.

P.T.O.



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and any other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations for seeking the consent of the Members for the proposed Special Resolution appended below to be passed through Postal Ballot / Remote e-Voting.

The Statement pertaining to the proposed Special Resolution under Section 102(1) of the Companies Act, 2013 setting out the material facts is annexed hereto along with a postal ballot Form. The said Special Resolution and the Statement are being sent to you along with a Postal Ballot Form and self- addressed pre-paid postage business reply envelope for your kind consideration. The Notice of Postal Ballot is also placed on the website of the Company and Stock Exchange.

In the event the draft resolution as set out in the notice are assented by the requisite majority by means of Remote e-Voting or Postal Ballot (whichever mode of voting Shareholders opts for), they shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or Remote e-Voting.

Please read carefully the instruction printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the scrutinizer on or before 05:00 P.M. on Saturday, 26th August, 2017. Please note any postal ballot form(s) received after 05:00 p.m. on Saturday, 26th August, 2017 will be treated as not received.

In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide electronic voting ("Remote e-Voting") facility as an alternate mode of voting to its members to enable them cast their vote electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has entered into an agreement with National Securities Depository Limited (NSDL) to provide Remote e-Voting facility to its members. The Remote e-Voting facility will be available from 28th July, 2017 (09:00 a.m. onwards) till 26th August, 2017 (up to 05:00 pm). Members desiring to opt Remote e-Voting are requested to carefully read the "Procedure/instructions for Remote e-Voting" enumerated in the notes to this Notice.

It may be noted that Remote e-Voting is optional. If a Shareholder has casted vote through Remote e-Voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through Remote e-Voting facility as well as sends his vote through the Postal Ballot Form, the vote casted through Remote e-Voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company at its meeting held on 17th July, 2017 has appointed MZ & Associates, Firm of a Practising Company Secretaries as Scrutinizer for conducting the Postal Ballot process (including Remote e- Voting) in a fair and transparent manner.

The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS

- 1) Approval for sale of investment held in DigiCall Teleservices Private Limited, a Wholly Owned Subsidiary of the Company

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

"Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, Regulation 24 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions, if any, as amended from time to time, and subject to the necessary approvals, consents, permissions and sanctions required, from any institution or statutory authority, and subject to such conditions or modifications as may be imposed by any of them while granting any such approvals, consents, permissions and sanctions, which may be agreed to, in its sole discretion, by the Board of Directors of the Company ("Board") approval of members of the Company be and is hereby accorded to the Board (which expression shall include a committee of directors duly authorised by the Board in this behalf), to sell its entire stake in DigiCall Teleservices Private Limited ("DTPL"), a wholly owned subsidiary of the Company, aggregating to 5,45,00,000 equity shares of Rs.10/- each of DTPL, held whether directly or indirectly through its wholly owned subsidiary, in one or more tranches to one or more investors for an aggregate consideration which shall not be less than the fair value of the equity shares of DTPL proposed to be sold and on such other terms and conditions as may be agreed by the Board as it may deem fit and appropriate in the interest of the Company.

Resolved further that the Board be and is hereby authorised to negotiate with prospective investors, finalise the terms and conditions of divestment and the transaction documents, including the consideration therefor and do all such acts, deeds, matters and things and to execute all such documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the power(s) conferred on it by or under this Resolution to any Committee of directors or to any director(s) or any other officer(s) or authorized signatory (ies) of the Company as it may consider appropriate and necessary in connection with any matter relating to this resolution."

Date : 17-07-2017
Place : Gurgaon
By order of the Board For Media Matrix Worldwide Limited sd/ (Gurvinder Singh Monga) Company Secretary Membership No. ACS 25201

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES RELATED THERETO

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at item Nos.1 in the accompanying Notice.

Item No. 1

DigiCall Teleservices Private Limited ("DTPL"), a wholly owned subsidiary of the Company is presently engaged in the BPO business. At the current revenue level of DTPL, its business does not seem to be viable. The Company has made direct investments of Rs.47.60 crore approx. and also made an investment of Rs.13 crore approx. through its other subsidiary i.e. Media Matrix Enterprises Private Limited ("MMEPL") (Formerly Media Matrix Holdings Pvt. Ltd.) aggregating to Rs.61 crore approx. in equity shares of DTPL. DTPL has generated a revenue of Rs.109 crore approx. in FY 2016-17. Though in FY 2016-17, DTPL has earned a net profit of Rs.45 lacs approx., its accumulated losses have exceeded Rs.22 crore. The Company would need to infuse more funds in DTPL to modernize its IT

infrastructure to meet the technological advancements in the BPO sector in the last five years. DTPL's present IT set up is more than five years old which needs to be replaced immediately. Further, to achieve economies of scale, its current seat capacity has to be increased. DTPL needs to focus more on the B and C category cities where the costs are lower. In order to turn around and extend financial support to DTPL, the Company would be required to infuse funds in DTPL which presently seems difficult for the Company. In view of above, it is in the best interests of the Company to divest its entire stake in DTPL. The Company is in the process of finding suitable third party investors, not being a promoter or promoter group or any party related to the promoter/promoter group, who may be willing to purchase 100% of the equity shares of DTPL constituting 5,45,00,000 equity shares of Rs.10/- each including 69,00,095 equity shares of Rs.10/- each held through its wholly owned subsidiary, MMEPL, for an aggregate consideration which shall not be less than the fair value of the equity shares proposed to be sold. It is also informed that the sale proceeds received from the aforesaid disinvestment may be utilized in supporting the handset trading business being carried out by nexG Devices Private Limited, a subsidiary of the Company.

Provisions of Section 180(1)(a) of the Companies Act, 2013 restricts a company from selling, leasing, or otherwise disposing off the whole or substantially the whole of its undertaking without obtaining prior approval of the members by way of a special resolution. In terms of explanation to section 180(1)(a) "undertaking" means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. The Company meets both the above criteria and hence the aforesaid disinvestment would require the approval of shareholders of the Company by way of special resolution.

Further, Regulation 24(5) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting except in certain specified cases. DTPL, being a material subsidiary of the Company, approval of the shareholders of the Company by way of a special resolution will be required for divestment of its entire stake in DTPL.

The shareholding pattern of the DTPL is as below:

S.No	Name of Shareholders	No of Shares	% of Shareholding
1.	Media Matrix Worldwide Limited (MMWL), Holding Company	4,75,99,900	87.34%
2.	Media Matrix Enterprises Private Limited (MMEPL) (Formerly Media Matrix Holdings Pvt. Ltd.), a wholly owned subsidiary of MMWL	69,00,095	12.66%
3.	Others*	5	00.00%
Total		5,45,00,000	100.00%

* 5 shares were held by 5 individuals as a nominee of MMEPL.

As a result of the aforementioned divestment of stake in DTPL, DigiCall Global Private Limited ("DGPL") which is a 100% subsidiary of DTPL and a step down subsidiary of the Company, shall also cease to be a subsidiary of the Company.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this resolution except to the extent of their shareholding and directorship.

The Board recommends the above resolution for approval of the members as a Special Resolution.

IMPORTANT INSTRUCTIONS

- The voting rights for the equity shares are one vote per Equity Share registered in the name of the shareholders/beneficial owners.
- Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Tuesday, 18th July, 2017 i.e. the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent and to other shareholders by permitted mode (Registered Post/Speed Post/Courier).
- The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
- Voting by Postal Ballot, in the physical form or Remote e-Voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person.
- In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended Remote e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged NSDL to offer Remote e-Voting Facility.
- The Remote e-Voting commences on Friday, 28th July, 2017 at 09:00 A.M. and ends on Saturday, 26th August, 2017 at 05:00 P.M.
- Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed postage pre-paid self-addressed envelope. Unsigned Postal Ballot Forms will be rejected. Postal Ballot Form(s), if sent by courier or by registered post at the expenses of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer on or before 05:00 P.M. on Saturday, 26th August, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The Remote e-Voting module shall also be disabled by NSDL for voting thereafter.
- The Members can opt for mode of voting, i.e. either by physical ballot or Remote e-Voting. In case Members cast their votes through both the modes, voting done by Remote e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- All the documents referred to in Statement will be available for inspection at the Registered office of the Company on all working days except Saturdays, Sundays and public holidays during business hours upto the date of declaration of results of Postal Ballot.
- The scrutinizer will submit his report to the Chairman or in his absence to any Director or Company Secretary after completion of the scrutiny of the Postal Ballots including the Remote e-Voting on or before 05:00 P.M. on Monday, 28th August, 2017. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced on Monday, 28th August, 2017 at the Corporate Office of the Company at Plot no. 38, 4th Floor, Sector 32, Gurgaon- 122001 (Haryana) and will also be placed on the website of the Company i.e. www.mmwllndia.com and by way of intimation to the Stock Exchange on which the Company is listed.
- The Scrutinizer decision on the validity of the Postal Ballot shall be final.
- The last date specified by the Company for receipt of duly completed postal ballot forms or Remote e-Voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- Please see the instructions for voting by postal ballot (including Remote e-Voting).
- Contact details of the persons responsible to address the queries/grievances connected with the voting by postal ballot including by electronic means, if any:

The Company Secretary, Media Matrix Worldwide Limited - Office No.514,"B" wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059, E-mail : mmwl.corporate@gmail.com

Or

Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, Unit-1, Luthra Ind. Premises, Safeed Pool, Andheri Kurla, Road, Andheri (East), Mumbai -400072. Tel. No. :-022 2270 2485, Fax : 022 2851 2885, Email : sharexindia@vsnl.com

INSTRUCTIONS OF REMOTE E-VOTING

- In case of Members receiving e-mail from NSDL:**
 - Open e-mail and open PDF file viz. "mmwl Remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for Remote e-Voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for Remote e-Voting.
 - Launch internet browser by typing the following URL:https://www.evoting.nsd.com
 - Click on Shareholder-Login.
 - If you are already registered with NSDL for Remote e-Voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
 - Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations 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. Please note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.
 - Select Electronic Voting Event Number (EVEN) of Media Matrix Worldwide Limited, you can login any number of times on Remote e-Voting platform of NSDL till you have voted on the resolution during the voting period.
 - Now you are ready for "Remote e-Voting" as "Cast Vote" page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
 - Institutional Shareholders (i.e. other than individual, 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:scrutinizer@mmwllndia.com with a copy marked to evoting@nsdl.co.in
- In case of Members receiving Postal Ballot Forms by Post and desiring to cast e-vote:
 - Initial password, along with User ID and Electronics Voting Event Number (EVEN) is provided in the table given in the Postal Ballot Form.
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) given above to cast your vote.
- The Remote e-Voting commences on Friday, 28th July, 2017 at 09:00 A.M. and ends on Saturday, 26th August, 2017 at 05:00 P.M.
- If you are already registered with NSDL for Remote e-Voting, you may use your existing User ID and Password for casting your Remote e-Voting.
- In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and Remote e-Voting user manual for Shareholders available at the "downloads" section of https://www.evoting.nsd.com or contact NSDL by email at evoting@nsdl.co.in or call on 1800 222990.

INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and sent it after signature to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelope containing Postal Ballot Form, if sent by Courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. This assent or dissent received in any other form or manner shall be considered as invalid.
- The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository in case the Equity Shares are jointly held, this form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named member and in his/her absence by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M. on Saturday, 26th August, 2017. Postal Ballot Form received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the Postal transit.
- In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution giving requisite authorities to the person voting on the Postal Ballot Form.
- Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the same will be rejected.
- A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website i.e. www.mmwllndia.com and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
- Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - A form other than one issued by the Company has been used;
 - It is possible to determine without any doubt the assent or dissent of the Member;
 - Neither assent nor dissent is mentioned;
 - Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.