Media Matrix Worldwide Limited

Regd. Office: Plot No: 38, 4th Floor, Institutional Area, Sector 32, Gurugram, 122001, Haryana
Telephone: +91-124-4310000, **Fax:** +91-124-4310050
Email: mmwl.corporate@gmail.com, **Website:** www.mmwlindia.com
Corporate Identity Number: L32100HR1985PLC144515

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Notice is hereby given that the **41ST (Forty First) Annual General Meeting (‘AGM’)** of the Members of **Media Matrix Worldwide Limited (‘Company’)** will be held on **Wednesday, 30th day of September, 2026 at 11:00 A.M. I.S.T. through Video Conferencing / Other Audio Visual Means (“VC” / “OAVM”)** to transact the following businesses:

Ordinary Business:

1. **Adoption of Financial Statements**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, along with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   “RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby received, considered and adopted.”

2. **Adoption of Consolidated Financial Statements**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   “RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted.”

3. **Appointment of director in place of the retiring director**

   To appoint a director in place of Mr. Chhattar Kumar Goushal (DIN: 01187644), Director (Non-Executive), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   “RESOLVED THAT Mr. Chhattar Kumar Goushal (DIN: 01187644), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotation, of the Company.”

Special Business:

4. **Appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company**

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

   “RESOLVED THAT pursuant to provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 **(the “Act”)** read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions *(including any statutory modification(s) or re-enactment (s) thereof for the time being in force)*, and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded for the appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company, in place of the retiring Auditors, M/s S G N & Co., Chartered Accountants, (Firm Registration No. 134565W) for a term of 5 (five) consecutive years, to hold office from the conclusion of the ensuing 41st Annual General Meeting (“AGM”) until the conclusion of the 46th AGM of the Company to be held in the year 2031, at such remuneration as mentioned in the statement to this resolution, payable in one or more tranches, plus applicable taxes, and reimbursement of out-of pocket expenses as may be incurred in connection with the performance of duties, with the power to the Board after consultation with Audit Committee, to alter and vary the terms and conditions of appointment, including remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee), be and are hereby authorized to do all such acts, deeds, matters, things and to take all such steps as may be considered necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

5. Approval for Material Related Party Transactions with nexG Devices Private Limited, an Unlisted Material Subsidiary of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended from time to time, read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 **("SEBI Master Circular")**, the applicable provisions of the Companies Act, 2013 (**"Act"**) read with related rules made thereunder and other applicable laws/statutory provisions, if any, *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force)*, read with the Policy on Related Party Transaction(s) of Media Matrix Worldwide Limited **("MMWL" or "Company")**, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the material Related Party Transactions (whether an individual transaction or transactions taken together or series of transactions or otherwise) to be entered into and/or executed and/or to continue, with nexG Devices Private Limited, ('nexG'), a Material Subsidiary of the Company with respect to sale of various types of goods, raw material and services, purchase of various types of goods, raw materials and Services, availing and giving of loans and Providing Corporate Guarantees, for the period commencing from the date of 41st Annual General Meeting ("AGM") up to the date of 42nd AGM of the Company, on such material terms and conditions as detailed in the statement to this resolution and as may be mutually agreed between nexG and the Company, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Approval of the Material Related Party Transactions of nexG Devices Private Limited (a subsidiary of the Company) and Media Matrix Enterprises Private Limited (wholly-owned subsidiary of the Company) with their related parties

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

"**RESOLVED THAT** pursuant to the provisions of Regulation(s) 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended from time to time, read with Section III-B of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 **("SEBI Master Circular")**, the applicable provisions of the Companies Act, 2013 **("Act")** read with related rules made thereunder and other applicable laws/statutory provisions, if any, *(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force)*, read with the Policy on Related Party Transaction**(s)** of Media Matrix Worldwide Limited **("MMWL" or "Company")**, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the material Related Party Transactions (whether an individual transaction or transactions taken together or series of transactions or otherwise) to be entered into and/or executed and/or to continue, with 'Related Parties ' of the Company's subsidiaries, namely nexG Devices Private Limited (**'nexG'**), and Media Matrix Enterprises Private Limited (**'MMEPL'**), with respect to sale of various types of goods, raw material and services, purchase of various types of goods, raw materials and Services, availing and giving of loans and availing of Corporate Guarantees, on such material terms and conditions as detailed in the statement to this resolution and as may be mutually agreed between **nexG**, **MMEPL**, and their related parties, for the period commencing from the date of 41st Annual General Meeting ("AGM") up to the date of 42nd AGM of the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category in the statement annexed to the Notice of this AGM, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arms' length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:
Plot No: 38, 4th Floor
Institutional Area, Sector 32
Gurugram, Haryana- 122001

Place: Gurugram
Date: August 13, 2026

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

(Mohd Sagir)
Company Secretary
Membership No. F11061

NOTES:

1. In compliance with the Ministry of Corporate Affairs **("MCA")** Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 **("MCA Circulars")**, read with applicable circulars issued by the Securities and Exchange Board of India **("SEBI")**, (hereinafter collectively referred to as **"the Circulars")** permitted the companies to conduct the AGM through Video Conferencing/ Other Audio Visual Means **("VC/ OAVM")**, without the physical presence of members at a common venue. Accordingly, in compliance with the Circulars, the Companies Act, 2013 **(**the **"Act")** and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(**the **"SEBI Listing Regulations") the 41st AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2026 at 11:00 a.m. (IST).**

   The deemed venue for the AGM will be the registered office of the Company.

2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

3. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matter of Special Business as appearing at item No. 4 to 6 of the accompanying Notice are considered to be unavoidable by the Board and hence, form part of this Notice.

4. The relative statement pursuant to Section 102 of the Act in respect of the business under Item No. 4 to 6 set out above and the relevant details of the Directors seeking re-appointment at this AGM in respect of business under Item No. 3 as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standard-2**") are annexed hereto.

5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY IN TERMS OF THE CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE**.

6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 41st AGM through VC/OAVM facility. Corporate members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution or the authorisation letter to the Scrutinizer by email at **scrutinizer@mmwlindia.com** with a copy marked to **evoting@nsdl.com** and the Company at **mmwl.corporate@gmail.com**

7. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. The members can join the AGM in the VC/OAVM mode at least 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. Members will be able to view the proceedings of the AGM on the e-voting website of NSDL at **www.evoting.nsdl.com**.The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. In compliance with the aforementioned Circulars, Notice of the 41st AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depositories.

    The Notice of 41st AGM along with the Annual Report of financial Year 2025-26 will also be available on the Company's website viz. **www.mmwlindia.com,** on the website of the Stock Exchange i.e. the BSE Limited at **www.bseindia.com** and on the website of NSDL at **www.evoting.nsdl.com**

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending letters to members whose e-mail address is not registered with Company/ Depositories providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 of the Company, he/she may send a request to the Company by writing at Media Matrix Worldwide Limited, Plot No: 38, 4th Floor, Institutional Area, Sector 32, Gurugram, Haryana- 122001, or Company's Registrar and Share Transfer Agent (RTA)- MUFG Intime India Private Limited (*Formerly Link Intime India Pvt. Ltd.*) at C 101, Embassy 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 mentioning their DP ID and Client ID/folio no. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement, statutory registers and other relevant documents shall be made available for inspection at the Registered Office of the Company during business hours (between 11.00 a.m. to 1.00 p.m.) on any working day upto the date of AGM or a request can be sent at email–id: **mmwl.corporate@gmail.com** for inspection through electronic mode.

11. The Board of Directors have appointed M/s MZ & Associates, Firm of Company Secretaries in Practice, (Firm Registration Number P2014DE040000) and Peer Review Certificate No. 6995/2025, as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.

12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date on **Wednesday, September 23, 2026** shall be entitled to avail the facility of remote e- Voting and any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date** i.e. **Wednesday, September 23, 2026**, may obtain the login ID and password by sending a request at **evoting@nsdl.com** or the Company at **mmwl.corporate@gmail.com** and/ or RTA at **rnt.helpdesk@linkintime.co.in.**

13. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary at **mmwl.corporate@gmail.com** at least ten days in advance of the meeting so that the information called for can be made available at the meeting.

14. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('**PAN'**) details, etc. to their DP only and not to the Company's RTA. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company, and its RTA provide efficient and better service to the members.

    In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at **rnt.helpdesk@linkintime.co.in**, as per instructions mentioned in the form.

15. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY OR TO THE RTA.**

16. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY**: As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. Request for transmission of shares and other permissible service requests pursuant to SEBI Master Circular dated February 06, 2026 will continue to be accepted.

    a) Further SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests. In order to further facilitate the investors to get rightful access to their securities, SEBI, now vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has extended this special window for a further period of one year, from February 05, 2026 to February 04, 2027. This special window is intended to facilitate the transfer of physical shares, which were sold/purchased prior to 1st April 2019, including such transfer requests which were submitted earlier and were rejected or returned or not attended to due to deficiency in the documents/ process/or otherwise, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them.

       However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA for assistance in this regard. Members may please note that SEBI vide its Master Circular dated February 06, 2026 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months) and Demat Conversion Request Form for NSDL/ Demat Request form for CDSL both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation at **www.mmwlindia.com**. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Security holders, whose folios are not updated with any of aforesaid KYC details, shall be eligible to get dividend only in electronic mode w.e.f. April 1, 2024 after furnishing their KYC details. All new investors shall be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes.

b) SEBI has established a common Online Dispute Resolution Portal **("ODR Portal")** for resolution of disputes arising in the Indian securities market. Accordingly, investors may initiate dispute resolution through the ODR Portal after first exhausting the available grievance redressal mechanisms with the Company/RTA and through the SEBI Complaints Redress System **("SCORES")**. The ODR Portal can be accessed at **https://smartodr.in/login**.

c) To support the '**Green Initiative'**, members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.

d) The Company has made arrangements with the RTA/NSDL/CDSL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.

Eligible members whose e-mail addresses are not registered with the Company/ DP's are required to provide the same to RTA, pursuant to which any member may receive the Notice of the AGM along with the Annual Report 2025-26 and the procedure for remote e-voting along with the login ID and Password for remote e-voting.

e) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period commences on **Sunday, September 27, 2026 at 09:00 A.M. (I.S.T) and ends on Tuesday, September 29, 2026 at 05:00 P.M (I.S.T)** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Wednesday, September 23, 2026** may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, September 23, 2026**.The person who is not a member/ beneficial owner as on the cut- off date should treat this Notice for information purpose only.

Members are requested to carefully read the below instructions in connection with remote e-Voting and procedure for joining the AGM.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of Section VI-C of SEBI Master circular dated January 30, 2026 on e-Voting facility provided by listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securitiesin demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting. 3. If you are not registered for **IDeAS e-Services**, option to register is available at **https://eservices.nsdl.com**. Select "**Register Online for IDeAS Portal**" or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp**. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholder/Member'** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speed-e**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Share- holders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09 911

b. **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

How to Log-in to NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '**Shareholder/Member'** section.

iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** Then your user ID is 12**************
c) For Members holding shares in Physical form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Password details for shareholders other than Individual shareholders are given below:

1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the '**initial password'** which was communicated to you. Once you retrieve your '**initial password'**, you need to enter the '**initial password'** and the system will force you to change your password.

3. How to retrieve your '**initial password'**?

   a. If your email ID is registered in your demat account or with the company, your '**initial password'** is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your '**initial password'**.

   b. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

1. Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

2. **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

3. If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

viii. Now, you will have to click on "**Login**" button.

ix. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join General Meeting**".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.

5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **scrutinizer@mmwlindia.com** with a copy marked to **evoting@nsdl.com**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password**?" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL, at the designated email address at **evoting@nsdl.com**.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **mmwl.corporate@gmail.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **mmwl.corporate@gmail.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of Section VI-C of SEBI Master circular dated January 30, 2026, on e-Voting facility provided by listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through **VC/OAVM** through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "**VC/OAVM link**" placed under **"Join General meeting"** menu against company name. You are requested to click on **VC/OAVM** link placed under Join Annual General Meeting menu. The link for **VC/OAVM** will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company at **mmwl.corporate@gmail.com**., during Friday, September 25, 2026 (09:00 A.M. IST) to Saturday, September 26, 2026 (05:00 P.M. IST) mentioning their name, demat account no./ folio number, email ID, mobile number etc.

The Company will, at the AGM, endeavour to address the queries received till aforesaid dates from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Such questions by the Members shall be taken up during the meeting or replied within 7 days from the date of AGM by the Company suitably, if necessary.

Members who will participate in the AGM through VC/OAVM can also post question/feedback through question box option. Such questions by the Members shall be taken up during the AGM or replied within 7 days from the date of AGM by the Company suitably, if necessary.

SPEAKER REGISTRATION BEFORE AGM

Members of the Company, holding shares as on the cut-off date i.e. **Wednesday, September 23, 2026** and who would like to speak or express their views during the AGM may register themselves as speakers by sending their request in advance from **Friday, September 25, 2026 (09:00 A.M. IST) to Saturday, September 26, 2026 (05:00 P.M. IST)**, mentioning their name, demat account number/folio number, e-mail ID, mobile number at **mmwl.corporate@gmail.com**. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered Speakers will be allowed to speak during the meeting.

DECLARATION OF RESULTS ON THE RESOLUTIONS:

a. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-voting), within 2 (two) working days from the conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour and against the resolution(s) and whether the resolution(s) has/ have been carried or not, to the Chairperson or a person authorised by him in writing.
b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www. mmwlindia.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the result is declared. The Company shall simultaneously forward the results to the BSE Limited, where the securities of the Company are listed.
c. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **Wednesday, September 30, 2026.**

“Annexure-A”

DETAILS OF DIRECTOR PROPOSED TO BE RE-APPOINTED PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND THE SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	**Mr. Chhattar Kumar Goushal**
DIN	01187644
Date of Birth, (Age in years)	October 12, 1959, 66 years
Date of first Appointment	January 26, 2012
Experience/Expertise in Specific Functional Areas/Brief Resume	Mr. Chhattar Kumar Goushal aged 66 years, a practicing Chartered Accountant has more than 37 years of experience in the area of Audit, Finance and Corporate Advisory matters
Qualification(s)	Chartered Accountant (CA)
Directorship in other companies including listed companies	1. Arch Finance Limited 2. Shub Labh India Marketing and Consultants Private Limited 3. Hi-Worth Securities Private Limited 4. Arcedge Securities Private Limited
Listed entities from which the person has resigned in the past three years	Nil
Chairmanship/ Membership of committees of other boards	**Arch Finance Limited** Audit Committee – Member
Shareholding in the listed entity, including shareholders as a beneficial owner	Nil
Relationship with other Directors & KMPs of the Company	None
Disclosure of relationships between directors inter-se	Nil
No. of Board Meetings held/ Attended	4/4
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee meetings, no other remuneration is payable
Last Remuneration drawn (per annum)	₹ 3,60,000/- (Rupees Three Lakh Sixty Thousand only.) (Towards Sitting fee for attending Board and its Committee meetings from April 01, 2025 till March 31, 2026)
Terms and conditions of re-appointment & remuneration	As mentioned in the Resolution and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. **www.mmwlindia.com**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)

As required under Section 102 of the Act, the following statement sets out all material facts relating to business mentioned under Item No. 4 to 6 in the accompanying Notice:

Item No. 4

Members are requested to take note of the following details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(“SEBI Listing Regulations”).**

The Members at the 36th Annual General Meeting (“AGM”) held on September 30, 2021, approved the appointment of M/s S G N & CO., Chartered Accountants (Firm registration number 134565W) as the Statutory Auditors of the Company for a term of five consecutive years, until the conclusion of the 41st AGM to be held in the year 2026.

Accordingly, the term of M/s S G N & CO., Chartered Accountants (Firm registration number 134565W) of the Company shall expire upon the conclusion of this ensuing 41st AGM.

Considering the expertise and experience, based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on August 13, 2026, approved and recommended the appointment of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this ensuing 41st AGM until the conclusion of the 46th AGM to be held in the year 2031, to the members for their approval.

The proposed annual remuneration payable to M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) shall be ₹ 5.50 Lakh for FY 2026-27, payable in one or more tranches, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the performance of their duties. The Board of Directors after consultation with the Audit Committee, has the authority to alter and vary the terms and conditions of appointment, including revision in remuneration during the tenure of the Auditors, as may be mutually agreed with the Statutory Auditors.

The Company has received a Consent Letter along with an Eligibility Certificate from M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), confirming their eligibility and qualifications for appointment as Statutory Auditors of the Company under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). Further, there is no material change in the fees payable to M/s Khandelwal Jain & Co., Chartered Accountants, as compared to those paid to M/s S G N & CO., Chartered Accountants (Firm registration number 134565W).

The above remuneration has been determined considering the scope of work, industry knowledge, experience, expertise, team size, and the time and efforts required to be devoted by M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), and is subject to approval of their appointment by the Members at this AGM.

Credentials and Profile of M/s Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W)

M/s. Khandelwal Jain & Co., is Partnership Firm of Chartered Accountants and is in practice since 1967. There are total 3 branches of M/s. Khandelwal Jain & Co., in India. The Services Provided are Statutory Audit, Compliance Management Assurance Services, Forensic Audit, Due Diligence Reviews, Direct Tax, Indirect Tax, International Tax, Transfer Pricing, Management & Business Advisory Services, Insolvency Services.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice for approval of the Members of the Company as an ordinary resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5 & 6

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(“SEBI Listing Regulations”)**, as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the company and at an arm’s length basis.

As per the SEBI Listing Regulations, where the annual consolidated turnover of the Listed Entity is upto ₹ 20,000 crore, a related party transaction (“RPT”) shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the 10% of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold for seeking shareholders’ approval for related party transactions of the Media Matrix Worldwide Limited **(“MMWL” or the “Company”)** is ₹125.69 Crore. The materiality threshold for seeking shareholders’ approval for related party transactions of the Company has been determined in line with the aforesaid provisions of the SEBI Listing Regulations. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm’s length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction to include a transaction involving the transfer of resources, services, or obligations between: (i) a listed entity or any of its subsidiaries, on one hand, and a related party of the listed entity or any of its subsidiaries, on the other hand; and (ii) a listed entity or any of its subsidiaries, on one hand, and any other person or entity, on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, a "transaction" with a related party shall be construed to include a single transaction or a group of transactions under a contract.

Further, SEBI, vide its Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, has notified the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" **("Industry Standards"),** effective from September 1, 2025. The Industry Standards, inter alia, require listed entities to provide minimum information, in the specified format, relating to the proposed Related Party Transactions ("RPTs"), including material modifications thereto, to the Audit Committee and the Members while seeking their approval.

nexG Devices Private Limited **("nexG")** a Material subsidiary of the Company and consequently, a related party of the Company. nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels.

The annual audited Standalone turnover for the FY26 of the nexG was ₹1247.29 (Rupees One Thousand Two Hundred Forty-Seven Crore and Twenty-Nine Lakh Only). Considering the quantum of transactions of nexG with the Company and with its related parties during the previous years, the business projections for the financial year 2026-27 and 2027-28 and the market trend, the Company anticipates that the aggregate value of proposed transaction(s) between the nexG and the Company and with its related parties as mentioned in the table below, may exceed ten per cent of the annual consolidated turnover as per the last audited financial statements of the Company.

The proposed transactions with nexG and nexG with its related parties may include, Sale of various types of goods, raw material and services, purchase of various types of goods, raw materials and Services, availing and giving of loans, and providing and availing of Corporate Guarantees. The transactions not only help smoothen business operations for nexG, its related parties and the Company, but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

Similarly, Media Matrix Enterprises Private Limited **("MMEPL")** a Material Wholly Owned Subsidiary of the Company is engaged in business of making investments in existing/new projects to be undertaken by the MMEPL jointly or severally.

Considering the quantum of transactions of MMEPL, with its related parties during the previous years, the business projections for the financial year 2026-27 and 2027-28 and the market trend, the Company anticipates that the aggregate value of proposed transaction(s) between the MMEPL and its related parties as mentioned in the tables below, may exceed ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including all material terms. All Independent Directors of the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs with nexG, nexG and MMEPL with their respective related parties. The Audit Committee has noted that the said transactions will be in the ordinary course of business of the Company and at arm's length basis.

The Audit Committee has reviewed the certificate provided by Whole Time Director and Chief Financial Officer of the Company, as required under the Industry Standards.

The Audit Committee and the Board of Directors after its due examination at their respective meetings held on April 15, 2026, have recommended the Material Related Party Transactions of the Company, with the nexG and nexG, MMEPL with their related parties, for the consideration and approval of the members of the Company. The Audit Committee and the Board of the Company are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company.

The details of transactions as required under Regulation 23(4) of the SEBI Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (**"SEBI Master Circular"**), along with details as required under the Industry Standards are set forth below:

1. **Media Matrix Worldwide Limited ("MMWL" or the Company") with nexG Devices Private Limited ("nexG"), Material Subsidiary of the Company.**

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	nexG Devices Private Limited **("nexG")**
2.	Country of incorporation of the related party	India

S. No.	Particulars of the information	Information provided by the management
3.	Nature of business of the related party	nexG Devices Private Limited is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following.	Media Matrix Worldwide Limited **("the Company")** holds 56.78% of the paid-up share capital of nexG and, accordingly, nexG qualifies as a subsidiary of the Company
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 56.78% of the paid-up share capital of nexG.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	₹ 54.00 Crore
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4) Amount of the proposed transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

Sr. No	Nature of transaction	Amount (₹ in crore)
1	Sale of Various Types of Services	10.00
2	Sale of Various Types of Goods / Raw Materials	50.00
3	Purchase of Various Types of Services	50.00
4	Purchase of Various Types of Goods / Raw Materials	20.00
5	Providing / Giving Guarantees, Securities or Indemnities	300.00
	Total	**430.00**

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 34.21 % of Company's annual consolidated turnover of ₹1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not applicable, as the proposed transaction is between the listed entity and its subsidiary and does not involve a transaction solely between subsidiaries</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 34.47% of nexG's annual Standalone turnover of ₹1247.29 Crores for FY26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>For FY26 Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>1247.29</td></tr>
<tr><td>Profit After tax</td><td>5.21</td></tr>
<tr><td>Net Worth</td><td>73.16</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>10.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>50.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>50.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>20.00</td></tr>
<tr><td>5</td><td>Providing / Giving Guarantees, Securities or Indemnities</td><td>300.00</td></tr>
<tr><td></td><td>Total</td><td>430.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the Company and nexG shall comprise transactions undertaken in the ordinary course of business and at an arm's length basis.
These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Providing / Giving Guarantees, Securities or Indemnities
All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM upto the date of 42nd AGM to be held in calendar year 2027.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 430 Crore.
(Rupees Four Hundred Thirty Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPT's are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations. The transactions will require warehousing and logistics support, leveraging nexG's PAN India presence, experience in logistics and warehousing management, which strengthens the Company's operational reach and supply chain efficiency. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the unified business approach between the Company and nexG results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. The proposed corporate guarantees are intended to support the business operations, facilitate effective fund management and support growth of the subsidiary, thereby strengthening the consolidated business of the Company. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole-time Director and Chief Financial Officer (CFO) of the Company, serves on the Board of Directors of nexG. Mr. Sunil Batra, Non-Executive, Non-Independent Director of the Company, is the Managing Director of nexG. Accordingly, they may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.

S. No.	Particulars of the information	Information provided by the management
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the Company for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the Company to leverage its capabilities in logistics and warehousing management, along with related backend support services. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	

S. No.	Particulars of the information	Information provided by the management
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	Rationale for giving guarantee, surety, indemnity or comfort letter	nexG, being a subsidiary of the Company, requires financial support from time to time to meet its working capital requirements, funds its business operations and sustained growth. The guarantee/ pledge/security/ indemnity/comfort letter is proposed to be provided to support the financial and operational requirements of the subsidiary, enabling it to avail credit/ financial facilities on commercially viable terms and ensure smooth conduct of its business operations. Further, lenders extending credit facilities to nexG generally require a corporate guarantee or similar credit support from the holding company as a condition under the relevant sanction letters. Accordingly, it is necessary for the Company to provide such support to enable nexG to obtain, maintain and renew its banking and financial facilities. These arrangements will be undertaken in the ordinary course of business and on an arm's length basis and are in the best interest of both the Company and nexG.
	Whether it will create a legally binding obligation on listed entity?	Yes, the guarantee/ security/ indemnity will create a legally binding obligation on the Company to the extent of commitment undertaken, contingent upon invocation in accordance with the terms agreed with the lenders.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Commission not applicable (ii) In the event of invocation of any guarantee, pledge, surety, indemnity or comfort letter provided by the Company, the Company shall have the right to recover the amounts so paid from the beneficiary entity in the ordinary course of business.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligation of the Company, in case the guarantee is invoked, is limited to the loans obtained by nexG. The corporate guarantee provided by the Company shall be disclosed under contingent liabilities in the financial statements of the Company.
Part C : Specific type of the transaction where proposed RPT is material		
C(3) Disclosure only in case of Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	IVR BBB-/IVR A3;
2.	Details of solvency status and going concern status of the related party during the last three financial years:	nexG has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity
	FY 2025-2026	
	FY 2024-2025	
	FY 2023-2024	

S. No.	Particulars of the information	Information provided by the management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is not exceeding ₹ 300 Crore. The corporate guarantee provided by the Company shall be disclosed under contingent liabilities in the financial statements of the Company.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	Nil
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil

Note: Disclosures under B(2), B(3), (B5) to (B7), C(1), (C2) and (C4) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

2. nexG Devices Private Limited (“nexG”) with its related party Infotel Business Solutions Limited (“IBSL”).

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	nexG Devices Private Limited **(“nexG”)** and Infotel Business Solutions Limited **(“IBSL”)**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels. IBSL is a leading provider of IT-enabled services in the areas of content distribution, next generation value added services, ecommerce and cloud computing.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	nexG is an associate company of IBSL.
	Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.	Nil

<table>
<tr><td></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>IBSL holds 41.31% of the paid-up share capital of nexG.</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>₹ 138.24 crore</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>20.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>175.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>20.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>175.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>100.00</td></tr>
<tr><td>6</td><td>Availing of Corporate Guarantees, Securities or Indemnities</td><td>300.00</td></tr>
<tr><td></td><td>Total</td><td>790.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 62.85 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 63.34 % of subsidiary's annual standalone turnover of ₹ 1247.29 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 255.80% of IBSL's annual standalone turnover of ₹308.83 Crores for FY26.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>For FY26
Amount (₹ in crore)</th></tr><tr><td>Turnover</td><td>308.83</td></tr><tr><td>Profit After tax</td><td>79.23</td></tr><tr><td>Net Worth</td><td>472.75</td></tr></table></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr><tr><td>1</td><td>Sale of Various Types of Services</td><td>20.00</td></tr><tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>175.00</td></tr><tr><td>3</td><td>Purchase of Various Types of Services</td><td>20.00</td></tr><tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>175.00</td></tr><tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>100.00</td></tr><tr><td>6</td><td>Availing of Corporate Guarantees, Securities or Indemnities</td><td>300.00</td></tr><tr><td></td><td>Total</td><td>790.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the nexG and IBSL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis.

These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest
(vi) Availing of Corporate Guarantees, Securities or Indemnities
All such transactions shall be executed in compliance with applicable laws and the Company’s policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM upto the date of 42nd AGM to be held in calendar year 2027.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 790 Crore
(Rupees Seven Hundred Ninety Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>The RPT’s are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations.

The related parties have the requisite expertise, infrastructure and operational capabilities to provide logistics, warehousing, IT and other support services efficiently and cost-effectively.</td></tr>
</table>

		IBSL has established international presence enables nexG to strengthen and expand its footprint across global markets. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The corporate guarantees are intended to support the business operations, facilitate effective fund management and support growth of the nexG, thereby strengthening the consolidated business of the Company. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole-time Director and Chief Financial Officer (CFO) of the Company, serves on the Board of Directors of nexG. Mr. Sunil Batra, Non-Executive, Non-Independent Director of the Company, is the Director of IBSL. Accordingly, they may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the Company for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the IBSL to leverage its capabilities in logistics and warehousing management, along with related backend support services. IBSL has established international presence enables nexG to strengthen and expand its footprint across global markets. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation.

		The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ ICDs/external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Based on Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Based on Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C : Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	A4
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	1.47 and 1.18 The Debt-to-Equity Ratio and Debt Service Coverage Ratio before the transaction are 1.47 and 1.18, respectively. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to 2.83, while the Debt Service Coverage Ratio will remain unchanged at 1.18.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), (C3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

3. nexG Devices Private Limited (“nexG”) with its related party Infotel Access Enterprises Private Limited (“IAEPL”).

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">Part A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="3">A(1) Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>nexG Devices Private Limited (“nexG”) and Infotel Access Enterprises Private Limited (“IAEPL”)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels.
IAEPL is mainly engaged in the trading business of mobile phones and electronic items.</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="2">1.</td><td>Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>nexG and IAEPL have common directors</td></tr>
<tr><td>Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td rowspan="2"></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>₹1.24 crore</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>20.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>175.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>20.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>250.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>40.00</td></tr>
<tr><td></td><td>Total</td><td>505.00</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 40.18 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 40.49 % of subsidiary's annual standalone turnover of ₹ 1247.29 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 102.04% of IAEPL's annual standalone turnover of ₹ 494.89 Crores for FY25.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>For FY25*
Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>494.89</td></tr>
<tr><td>Profit After tax</td><td>0.78</td></tr>
<tr><td>Net Worth</td><td>18.02</td></tr>
</table>
*Since Audited figures for the IAEPL are not available therefore details as on March 31, 2025, are mentioned.</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>20.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>175.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>20.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>250.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>40.00</td></tr>
<tr><td></td><td>Total</td><td>505.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the nexG and IAEPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.
These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest
All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto ₹ 505 Crore (Rupees Five Hundred and five Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPT's are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations. The related parties have the requisite expertise, infrastructure and operational capabilities to provide logistics, warehousing, IT and other support services efficiently and cost-effectively. IAEPL has established strong and long-standing relationships with various leading brands and suppliers in the industry. Leveraging these existing associations, IAEPL is able to negotiate more competitive procurement rates and favourable commercial terms for nexG. This enables nexG to optimize procurement costs, improve operational efficiencies. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The financial transactions facilitate effective fund management, support business continuity and growth. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company, nexG, and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the nexG & IAEPL Accordingly, he may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.

S. No.	Particulars of the information	Information provided by the management
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the nexG for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the Company to leverage its capabilities in logistics and warehousing management, along with related backend support services. IAEPL has well-established relationships with multiple brands, which enables nexG to benefit from better procurement rates and favourable commercial terms. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.

S. No.	Particulars of the information	Information provided by the management
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C : Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil

S. No.	Particulars of the information	Information provided by the management
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	1.47 and 1.18 The Debt-to-Equity Ratio and Debt Service Coverage Ratio before the transaction are 1.47 and 1.18, respectively. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to 2.05, while the Debt Service Coverage Ratio will remain unchanged at 1.18.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), C(3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

4. nexG Devices Private Limited ("nexG") with its related party Nexg Ventures India Private Limited ("NVIPL").

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	nexG Devices Private Limited **("nexG")** and Nexg Ventures India Private Limited **("NVIPL")**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels. NVIPL is mainly engaged in the trading activities and investments.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	nexG and NVIPL have common directors
	Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

<table>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>₹ 20.33 crore</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>40.00</td></tr>
<tr><td>6</td><td>Availing of Corporate Guarantees, Securities or Indemnities</td><td>300.00</td></tr>
<tr><td></td><td>Total</td><td>570.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 45.35 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 45.70 % of subsidiary's annual standalone turnover of ₹ 1247.29 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 142500% of NVIPL's annual standalone turnover of ₹0.40 Crores for FY25.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>For FY25*
Amount (₹ in crore)</th></tr><tr><td>Turnover</td><td>0.40</td></tr><tr><td>Profit After tax</td><td>-4.72</td></tr><tr><td>Net Worth</td><td>144.99</td></tr></table>*Since Audited figures for the NVIPL are not available therefore details as on March 31, 2025, are mentioned.</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td><table><tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr><tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr><tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>100.00</td></tr><tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr><tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr><tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>40.00</td></tr><tr><td>6</td><td>Availing of Corporate Guarantees, Securities or Indemnities</td><td>300.00</td></tr><tr><td></td><td>Total</td><td>570.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the NexG and NVIPL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis.
These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest
(vi) Availing of Corporate Guarantees, Securities or Indemnities
All such transactions shall be executed in compliance with applicable laws and the Company’s policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 570 Crore
(Rupees Five Hundred and Seventy Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>The RPT’s are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations.
The related parties have the requisite expertise, infrastructure and operational capabilities to provide logistics, warehousing, IT and other support services efficiently and cost-effectively.</td></tr>
</table>

		NVIPL has tie-ups with various manufacturing units and maintains strong business relationships with them. This enables NVIPL to obtain competitive procurement rates and favourable commercial terms for nexG, resulting in cost efficiencies. NVIPL has supported nexG in securing bank funding by providing its investments as collateral security. This has helped nexG access financing on competitive terms and meet its business and working capital requirements. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The corporate guarantees are intended to support the business operations, facilitate effective fund management and support growth of the nexG, thereby strengthening the consolidated business of the Company. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the nexG & NVIPL. Accordingly, he may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the nexG for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the Company to leverage its capabilities in logistics and warehousing management, along with related backend support services. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.

2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry (General) pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.

2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C : Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	1.47 and 1.18 The Debt-to-Equity Ratio and Debt Service Coverage Ratio before the transaction are 1.47 and 1.18, respectively. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to 2.05, while the Debt Service Coverage Ratio will remain unchanged at 1.18.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), C(3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

5. nexG Devices Private Limited ("nexG") with its related party Media Matrix Enterprises Private Limited ("MMEPL").

S. No.	**Particulars of the information**	**Information provided by the management**
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	nexG Devices Private Limited **("nexG")** and Media Matrix Enterprises Private Limited **("MMEPL")**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels. MMEPL is mainly engaged in the trading business of electronic items.

<table>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1.</td><td>Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>nexG and MMEPL have common directors, MMEPL and nexG are Fellow Subsidiaries of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.</td><td>MMEPL is wholly owned subsidiary of the Company</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>MMEPL holds 1.91% of paid share capital of the nexG</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>25.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>25.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>130.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 10.34 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
</table>

<table>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 10.42 % of subsidiary's annual standalone turnover of ₹ 1247.29 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 2076.68% of MMEPL's annual standalone turnover of ₹6.26 Crores for FY26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table>
<tr><th>Particulars</th><th>For FY26
Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>6.26</td></tr>
<tr><td>Profit After tax</td><td>0.006</td></tr>
<tr><td>Net Worth</td><td>30.79</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td><table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>25.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>25.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>130.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the nexG and MMEPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.

These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest

All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 130 Crore
(Rupees One Hundred and thirty Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
</table>

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPT's are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations. The related parties have the requisite expertise, infrastructure and operational capabilities to provide logistics, warehousing, IT and other support services efficiently and cost-effectively. MMEPL is a fellow subsidiary company, and it has enough internal accruals to support nexG for its distribution activities at very competitive prices helping nexG adding additional market and enhancing the business. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The financial transactions facilitate effective fund management, support business continuity and growth. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company, nexG, and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the nexG & MMEPL. Accordingly, he may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the nexG and MMEPL, for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the Company to leverage its capabilities in logistics and warehousing management, along with related backend support services. MMEPL is a fellow subsidiary company, and it has enough internal accruals to support nexG for its distribution activities at very competitive prices helping nexG adding additional market and enhancing the business.

		Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C : Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	1.47 and 1.18 The Debt-to-Equity Ratio and Debt Service Coverage Ratio before the transaction are 1.47 and 1.18, respectively. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to 2.15, while the Debt Service Coverage Ratio will remain unchanged at 1.18.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), C(3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

6. nexG Devices Private Limited ("nexG") with its related party Madelin Enterprises Private Limited ("MEPL").

S. No.	**Particulars of the information**	**Information provided by the management**
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	nexG Devices Private Limited **("nexG")** and Madelin Enterprises Private Limited **("MEPL")**

<table>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>nexG is an established distribution & logistic house with a PAN - India footprint, specializing in sales & distribution of a wide range of innovative products in mobility and IT across all states. nexG caters to some of the largest retail chain outlets across diverse market segments and has strong capabilities in national and regional distribution across Modern Trade, General Trade, and Online Channels.
MEPL is mainly engaged in the manufacturing business of Polyester Chips, Polyester Yarn, and Processed Yarn.</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1.</td><td>Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>nexG and MEPL have common directors.</td></tr>
<tr><td>Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>30.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>30.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>30.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>155.00</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 12.33 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 12.43 % of subsidiary's annual standalone turnover of ₹ 1247.29 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 3.19% of MEPL's annual standalone turnover of ₹4853.03 Crores for FY25.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>For FY25*
Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>4853.03</td></tr>
<tr><td>Profit After tax</td><td>(53.83)</td></tr>
<tr><td>Net Worth</td><td>79.86</td></tr>
</table>
*Since Audited figures for the MEPL are not available therefore details as on March 31, 2025, are mentioned.</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>30.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>30.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>30.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>155.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the NexG and MEPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.

These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest

All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
</table>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto ₹ 155 Crore (Rupees One Hundred and fifty-five Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPT's are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of nexG in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations. The related parties have the requisite expertise, infrastructure and operational capabilities to provide logistics, warehousing, IT and other support services efficiently and cost-effectively. The proposed transactions will enable nexG to optimize its procurement costs and selling prices through improved sourcing and pricing efficiencies, thereby enhancing its profitability and overall financial performance. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The financial transactions facilitate effective fund management and support business continuity and growth. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company, nexG, and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the nexG & Mr. Sunil Batra is Director in MEPL. Accordingly, they may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the nexG & MEPL for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. nexG possesses the requisite expertise, infrastructure and extensive PAN India network to provide warehousing and logistics support, enabling the nexG to leverage its capabilities in logistics and warehousing management, along with related backend support services.

		Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis. The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C : Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	1.47 and 1.18 The Debt-to-Equity Ratio and Debt Service Coverage Ratio before the transaction are 1.47 and 1.18, respectively. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to 2.15, while the Debt Service Coverage Ratio will remain unchanged at 1.18.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), C(3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

7. Media Matrix Enterprises Private Limited ("MMEPL") with its related party Infotel Business Solutions Limited ("IBSL")

S. No.	**Particulars of the information**	**Information provided by the management**
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Media Matrix Enterprises Private Limited **("MMEPL")** and Infotel Business Solutions Limited **("IBSL")**

<table>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>MMEPL is mainly engaged in the trading business of electronic items.
IBSL is a leading provider of IT-enabled services in the areas of content distribution, next generation value added services, ecommerce and cloud computing.</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1.</td><td>Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>MMEPL is a wholly owned subsidiary of the Company, and IBSL is an associate company of our other subsidiary, nexG. IBSL has common directors with the Company and nexG, and the MMEPL and nexG are Fellow Subsidiaries and can exercise significant influence over IBSL and Vice versa.</td></tr>
<tr><td>Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>280.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
</table>

<table>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 22.28 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 4472.84 % of subsidiary's annual standalone turnover of ₹ 6.26 Crore for FY26</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 90.66% of IBSL's annual standalone turnover of ₹308.83 Crores for FY26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>For FY26
Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>308.83</td></tr>
<tr><td>Profit After tax</td><td>79.23</td></tr>
<tr><td>Net Worth</td><td>472.75</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>280.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the MMEPL and IBSL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis.

These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest

All such transactions shall be executed in compliance with applicable laws and the Company's policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 280 Crore
(Rupees Two Hundred eighty Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
</table>

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The RPT's are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of MMEPL in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations. IBSL has established an international presence enables MMEPL to strengthen and expand its footprint across global markets. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The financial transactions facilitate effective fund management, support business continuity and growth. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the MMEPL. Accordingly, he may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the Company for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.

		The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months.
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months

5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C: Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	A4
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	-1.43 and Not Applicable The Debt-to-Equity Ratio before the transaction are -1.43. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to -1.50, while the Debt Service Coverage Ratio will not Applicable.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2) to (C3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

8. Media Matrix Enterprises Private Limited ("MMEPL") with its related party Infotel Access Enterprises Private Limited .("IAEPL")

S. No.	**Particulars of the information**	**Information provided by the management**
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Media Matrix Enterprises Private Limited **("MMEPL")** and Infotel Access Enterprises Private Limited **("IAEPL")**
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	MMEPL is mainly engaged in the trading business of electronic items. IAEPL is mainly engaged in the trading business of mobile phones and electronic items.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/ Subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MMEPL is a wholly owned subsidiary of the Company. IAEPL has common directors with the Company, and the MMEPL.

<table>
<tr><td></td><td>Shareholding of the listed entity/Subsidiary, (in case of transaction involving the subsidiary) whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or Subsidiary with the related party during the last financial year.</td><td>Nil</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following is the list of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr>
<tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>105.00</td></tr>
<tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr>
<tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr>
<tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.00</td></tr>
<tr><td></td><td>Total</td><td>280.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 22.28 % of Company's annual consolidated turnover of ₹ 1256.95 Crore for FY26</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>The value of the proposed transaction is 4472.84 % of subsidiary's annual standalone turnover of ₹ 6.26 Crore for FY26</td></tr>
</table>

<table>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 56.58% of IAEPL’s annual standalone turnover of ₹494.89 Crores for FY25.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>For FY25*
Amount (₹ in crore)</th></tr><tr><td>Turnover</td><td>494.89</td></tr><tr><td>Profit After tax</td><td>0.78</td></tr><tr><td>Net Worth</td><td>18.02</td></tr></table>*Since Audited figures for the IAEPL are not available therefore details as on March 31, 2025, are mentioned.</td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td><table><tr><th>Sr. No</th><th>Nature of transaction</th><th>Amount (₹ in crore)</th></tr><tr><td>1</td><td>Sale of Various Types of Services</td><td>15.00</td></tr><tr><td>2</td><td>Sale of Various Types of Goods / Raw Materials</td><td>100.00</td></tr><tr><td>3</td><td>Purchase of Various Types of Services</td><td>15.00</td></tr><tr><td>4</td><td>Purchase of Various Types of Goods / Raw Materials</td><td>100.00</td></tr><tr><td>5</td><td>Domestic Lending including ICD and Interest</td><td>50.000</td></tr><tr><td></td><td>Total</td><td>280.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The proposed Related Party Transactions to be entered into between the MMEPL and IAEPL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis.

These include:
(i) Sale of Various Types of Services
(ii) Sale of Various Types of Goods / Raw Materials
(iii) Purchase of Various Types of Services
(iv) Purchase of Various Types of Goods / Raw Materials
(v) Domestic Lending including ICD and Interest

All such transactions shall be executed in compliance with applicable laws and the Company’s policy on related party transactions.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The said approval of members shall be valid for a period commencing from the date of this 41st AGM up to the date of 42nd AGM to be held in calendar year 2027</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Upto ₹ 280 Crore
(Rupees Two Hundred and eighty Crore Only).
As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td>The RPT’s are in the interest of the Company as they enable it to leverage the operational expertise logistics infrastructure and capabilities of MMEPL in the trading and related activities domain, thereby ensuring efficient and seamless execution of its business operations.</td></tr>
</table>

		IAEPL has established strong and long-standing relationships with various leading brands and suppliers in the industry. Leveraging these existing associations, IAEPL is able to negotiate more competitive procurement rates and favourable commercial terms for nexG. This enables MMEPL to optimize procurement costs, improve operational efficiencies. The transaction is commercially justified, benchmarked on market terms, and is not prejudicial to the interests of the Company or its shareholders. The financial transactions facilitate effective fund management and support business continuity and growth. Accordingly, these RPTs contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company, MMEPL, and its stakeholders and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sandeep Jairath, Whole Time Director cum CFO is the Director of the MMEPL & IAEPL. Accordingly, he may be deemed to be concerned or interested in the proposed transactions.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions shall be undertaken in accordance with the Company's Policy on Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9.	Other information relevant for decision making.	All relevant information has been appropriately disclosed herein for informed decision making.
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tender process was undertaken by the MMEPL & IAEPL for the proposed transaction since the same is a Related Party Transaction (RPT) entered into in the ordinary course of business and on an arm's length basis. Further, these transactions are driven by business requirements and contribute to operational synergies, supply chain efficiencies and optimal resource utilisation. The terms and pricing of the transaction have been determined based on prevailing market rates for similar goods and past transactions of comparable nature with unrelated parties.
2.	Basis of determination of price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.

		The prices may vary by approximately ±2.0% to ±5.0% from the prevailing market prices, depending on various commercial and operational factors, including the demand for and availability of goods, materials and services, as well as other relevant market and commercial conditions prevailing at the time of the transaction. The Audit Committee has reviewed and approved the pricing methodology for the proposed transactions and is satisfied that the proposed transactions are in the ordinary course of business and are being undertaken on an arm's length basis.
3.	In case of trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per industry general pricing terms
	Amount of trade advance	
	Tenure	
	Whether same is self-liquidating?	
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual/ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Loan
	a. Nature of indebtedness	Unsecured
	b. Total cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
	c. Tenure	12-24 months
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not less than the cost of borrowing
5.	Maturity / due date	12-24 months
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Material covenants of the proposed transaction	The proposed transaction (fund based and non-fund-based support), if availed, shall be subject to customary commercial terms and conditions generally applicable to similar inter-corporate borrowing transactions, including the agreed tenure, interest rate, repayment terms, prepayment (if any), events of default and other standard contractual covenants as may be mutually agreed between the parties.
2	Interest rate	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps

3	Cost of borrowing	Prevailing competitive market rates i.e. SBI MCLR rate + 200 bps
4	Maturity / due date	12-24 months
5	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not Applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	It will be utilised for the purpose to cover the operating expenditure and working capital requirements.
Part C: Specific type of the transaction where proposed RPT is material		
C(1) Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil
	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio and Debt Service Coverage Ratio of the Subsidiary based on last audited financial statements (FY2026) a. Before transaction b. After transaction	-1.43 and Not Applicable The Debt-to-Equity Ratio before the transaction are -1.43. Upon availing the proposed borrowing, the Debt-to-Equity Ratio will increase to -1.50, while the Debt Service Coverage Ratio will Not Applicable.

Note: Disclosures under B(3), B(4), (B6) to (B7), C(2), C(3) and (C5) to C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

The members of the Company are informed that Section 188 of the Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions, which exceed the threshold limits prescribed in rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, with a related party as defined under section 2(76) of the Act except with the consent of the Board and members of the Company, where such transactions are not in the ordinary course of business of the Company or not on an arm's length basis.

However, all the above transactions of nexG and MMEPL with their related parties have been/shall be executed in the ordinary course of business and on an arms' length basis. Hence, the provisions of Section 188(1) of the Act, and the rules made thereunder are not applicable on transactions between these entities.

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, are in any way concerned or interested, financially or otherwise in the resolution except Mr. Sandeep Jairath, (Director in Nexg Ventures India Private Limited, Infotel Access Enterprises Private Limited and Media Matrix Enterprises Private Limited), Mr. Sunil Batra, (Director in Infotel Business Solutions Limited, Madelin Enterprises Private Limited) for the transaction of the material related party with nexG & MMEPL.

Accordingly, the Board recommends the Resolution as set out at item Nos. 5 & 6 of this Notice for approval of the Members of the Company by way of Ordinary Resolutions.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Registered Office:
Plot No: 38, 4th Floor
Institutional Area, Sector 32,
Gurugram, Haryana- 122001

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

(Mohd Sagir)
Company Secretary
Membership No. F11061

Place: Gurugram
Date: August 13, 2026