

Media Matrix Worldwide Limited

Regd. Office: G-2, Shreya House Society, Off Andheri-Kurla Road Opp. Gurunanak Petrol Pump
Andheri (East) Mumbai - 400099

Telephone: +91-22-49616129, **Fax:** +91-22-49616129

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

Corporate Identity Number: L32100MH1985PLC036518

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the Members of **Media Matrix Worldwide Limited** will be held on **Thursday, the 30th day of September, 2021 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM")** Facility to transact the following businesses:

Ordinary Business:

1. **To receive, consider and adopt** the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together 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 Financial Statements of the Company for the financial year ended 31st March, 2021, together with the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby considered and adopted."

2. **To receive, consider and adopt** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 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, 2021 and the reports of Auditors thereon as laid before this meeting be and are hereby considered and adopted."

3. To appoint a Director in place of Shri Sunil Batra (DIN: 07047271), 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 Shri Sunil Batra (DIN: 07047271), who retires by rotation and being eligible offers himself for appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotation, of the Company."

4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

Explanation: Section 139 of the Companies Act, 2013 ('the Act') was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139(2) of the Act and read with the Companies (Audit and Auditors) Rules, 2014, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing statutory auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The existing auditors, M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) have served the Company for over 3 years before the Act was notified and will be completing the maximum number of transitional period of 7 (Seven) years at the ensuing 36th Annual General Meeting.

The Board, on the recommendations of the Audit Committee, in its meeting held on 13th August, 2021, has recommended has recommended the appointment of M/s SGN & CO, Chartered Accountants (Firm registration number 134565W) as the statutory auditor of the Company. M/s SGN & CO, Chartered Accountants will hold office for a period of five consecutive years from the conclusion of the 36th Annual General Meeting of the Company till the conclusion of the 41st Annual General Meeting to be held in the year 2026. The first year of audit will be of the financial statements for the year ending 31st March, 2022, which will include the audit of the quarterly financial statements from second quarter onwards for the financial year ending 31st March, 2022.

Therefore, shareholders, are requested to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary resolution:**

"RESOLVED THAT pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposal of the Audit Committee and recommendation of the Board of Directors of the Company, SGN & CO, Chartered Accountants (Firm registration number 134565W) be and are hereby appointed as the statutory auditors of the Company, for a period of five years for auditing the accounts of the Company from the financial year 2021-2022 to 2025-2026, to hold first term of their office from the conclusion of this 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting at such remuneration and out of pocket expenses that may be determined by the Audit Committee/Board of Directors."

Special Business

5. To revise remuneration of Shri Sandeep Jairath (DIN 05300460), Whole-time Director cum Chief Financial Officer of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in partial modification to resolution passed in this regard by the members of the Company at the 35th Annual General Meeting held on 30th September, 2020, pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, permission and sanctions, as may be required and such other approvals as may be necessary, the consent of the members be and is hereby accorded for revision in payment of remuneration to Shri Sandeep Jairath, Whole-time Director cum Chief Financial Officer of the Company (DIN 05300460) w.e.f 1st April, 2021 for remaining duration of tenure ending on 24th May, 2023, provided that such variation or increase is within specified limit as prescribed under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013, as mentioned hereinafter.

RESOLVED FURTHER THAT the remuneration payable to Shri Sandeep Jairath, Whole-time Director cum Chief Financial Officer of the Company shall be as under:

Sr. No.	Remuneration
1	Rs.48,00,000/- per annum w.e.f. 1 st April, 2021 inclusive of Salary, Perquisites, allowance and other benefits.
2	Rs.54,00,000/- per annum w.e.f. 1 st April, 2022 till his remaining duration of tenure inclusive of Salary, Perquisites, allowance and other benefits.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sandeep Jairath, Whole Time Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company may pay the remuneration as set out in the Statement annexed to this Notice as the minimum remuneration subject to the provision of Section 196, 197, and subject to the conditions and limits specified in Schedule V and all other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of his re-appointment as Whole-time Director cum Chief Financial Officer of the Company as approved by the resolution passed at the 35th Annual General Meeting of the Company held on 30th September, 2020 shall remain unchanged.”

Registered Office:

G-2, Shreya House Society,
Off Andheri-Kurla Road
Opp. Gurunanak Petrol Pump
Andheri (East) Mumbai - 400099

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

Place: Gurugram
Date: 13th August, 2021

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

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 20/ 2020 dated May 5, 2020 and Circular No. 02/2021 dated 13th January, 2021 in relation to ‘Clarification on holding of annual general meeting (‘AGM’) through video conferencing (‘VC’) or other audio visual means (‘OAVM’) read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to ‘Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19’ and Circular No.02/21 dated 13th January, 2021 in relation to clarification on holding of Annual General Meeting (AGM) through video conferencing (‘VC’) or other audio visual means (‘OAVM’)(collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (‘SEBI’) vide its circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to ‘Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to Relaxation from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, due to Covid-19 pandemic’ (Collectively referred to as the ‘SEBI Circulars’) permitted the holding of the Annual General Meeting (‘AGM’/‘the Meeting’) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and SEBI Circulars, MCA Circulars, the 36th AGM of the Company is being held through VC/OAVM on Thursday, September 30, 2021 at 11:00 a.m. (IST). The deemed venue for the AGM will be the place from where the Chairman of the Meeting conducts the AGM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the circulars issued by the Ministry of Corporate Affairs dated April, 08, 2021, April 13, 2020 and May 05, 2020, 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 engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized 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. 5 of the accompanying Notice is considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The Statement pursuant to Section 102 of the Act in respect of the business under item nos. 5 set out above and the relevant details of the Directors seeking reappointment/appointment at this AGM in respect of business under item no. 3 and 5 required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') 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 MCA CIRCULARS AND THE SEBI CIRCULAR, 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 36th AGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, 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 to the Scrutinizer by e-mail at scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.co.in
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 Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsd.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 line with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2020-21 are available on the Company's website viz. www.mmwllindia.com may also be accessed from the relevant section of the websites of the Stock Exchange i.e. the BSE Limited i.e. www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsd.com
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 36th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at mmwl.corporate@gmail.com
12. M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from 24th, September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).

14. 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 23rd day of September, 2021 only 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. 23rd day, September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company at mmwl.corporate@gmail.com and/or RTA at rnt.helpdesk@linkintime.co.in.
15. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary's email : 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.
16. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
17. 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 Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant 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.

18. **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'S RTA.**
19. 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. 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 dematerialized form. Members can contact the Company's RTA for assistance in this regard.
20. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs 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.
21. The Company has made special arrangement with the RTA and NSDL 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 / DPs are required to provide the same to RTA, pursuant to which any member may receive the Notice of the AGM alongwith the Annual Report 2020-21 and the procedure for remote e-voting alongwith the login ID and Password for remote e-voting.
22. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 27th, September, 2021 at 09:00 A.M. and ends on 29th, September, 2021 at 05:00 P.M. 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 record date (cut-off date) i.e. 23rd September, 2021 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 23rd September, 2021.




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 SEBI circular dated December 9, 2020 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 securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 & voting during the meeting. 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (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 & 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 eservices 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.
 - c. How to retrieve your 'initial password'?

- i. 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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. 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.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual 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@mmwllndia.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mahtre at evoting@nsdl.co.in

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 (Company email id).
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 (Company email id). 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 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 casted 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's investor email-id mmwl.corporate@gmail.com., on or before 24th September, 2021 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 AGM date by the Company suitably, if necessary.

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

SPEAKER REGISTRATION BEFORE AGM

Members of the Company holding shares as on the cut-off date i.e. Thursday, 23rd September, 2021 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 24, 2021 (09:00 A.M. IST) up to Saturday, September 25, 2021 (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), not later than 48 hours 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 Chairman or a person authorized by him in writing.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mmwllindia.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. 30th September, 2021.

Details of Directors retiring by rotation, pursuant to Regulation 36(3) of the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meeting issued by the Institute of Company Secretaries of India

Name of the Director	Shri Sunil Batra
DIN	02188254
Date of Birth	18.04.1957
Date of first Appointment	31.01.2018
Experience/Expertise in Specific Functional Areas	Shri Batra is a Commerce graduate. He is having an experience of 30 years and is an aficionado in Consumer Sales and a Marketing professional with a successful track record of over two decades in various FMCG multinationals like Lipton India (HUL), Kelloggs India, Bata India, Coca-Cola and Tata Tele Services Limited (TTSL).
Qualification(s)	Commerce Graduate
Directorship in other Companies	<ol style="list-style-type: none"> 1. nexG Devices Private Limited 2. Oneclick Technologies Private Limited 3. In-Touch Infotech Services Private Limited 4. DigiVive Services Private Limited 5. Benefitsplus Media Private Limited 6. Infotel Business Solutions Limited 7. Daffodil Hotels Private Limited 8. nexG Platforms Private Limited 9. MN Televentures Private Limited
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Stakeholders Relationship Committee – Member Risk Management Committee- Member
Shareholding in the Company	NIL
Relationship with other Directors and KMPs of the Company	None
No. of Board Meeting held/ Attended	4/4
Last Remuneration drawn (per annum)	Rs.75,000/- (Sitting Fee)
Listed entities from which the person has resigned in the past three years	NA

The Board of Directors recommends the appointment of Shri Sunil Batra as a Director of the Company.

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

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

Item No. 5.

The Board of Directors of the Company (the “Board”) at its meeting held on 23rd May, 2020 and shareholders at their 35th Annual General Meeting held on 30th September, 2020 re-appointed Shri Sandeep Jairath as the Whole-time Director cum Chief Financial Officer, for a period of 3 (Three) years from 25th May, 2020 to 24th May, 2023 on the aggregate remuneration inclusive of Salary, Perquisites, allowance and other benefits payable to Shri Sandeep Jairath not exceeding to Rs.42,80,000/- (Rupees Forty Two Lakh Eighty Thousand only) per annum.

Shri Sandeep Jairath aged about 45 years is a Commerce graduate and also hold a degree in MBA Finance. He has more than 20 years of experience in telecom and other related industries. He had worked in Hutchison Max Telecom Limited and Quadrant Televentures Limited and taking charge of / heading finance and revenue assurance.

Taking into consideration the current market payscale and expertise of Mr. Jairath coupled with higher responsibilities on Shri Sandeep Jairath, the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on 13th August, 2021 has approved the proposal to increase the salary of Shri Sandeep Jairath, Whole Time Director, subject to the approval of shareholders from 42,80,000/- to 48,00,000/- per annum w.e.f. 1st April, 2021 and Rs.54,00,000/- per annum w.e.f 1st April, 2022 inclusive of Salary, Perquisites, allowance and other benefits till the remaining period of his tenure i.e. upto 24th May, 2021.

Shri Sandeep Jairath holds the directorships in following companies: Media Matrix Enterprises Private Limited, nexG Devices Private Limited, MNV Alliances Private Limited, nexG Ventures India Private Limited, Infotel Access Enterprises Private Limited, Magma Media Services Private Limited, Vedific Learning Solutions Private Limited, MN Media Ventures Private Limited, MN Televentures Private Limited, Daffodil Hotels Private Limited, MNVPL Projects Private Limited, Digivive Services Private Limited.

He is not holding any shares in the Company.

Except for the revision in the salary, all other terms and conditions of his appointment as Whole-time Director of the Company as approved by the members of the Company in their meeting held on 30th September, 2020 shall remain unchanged.

Considering Shri Sandeep Jairath experience and trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are recommended for your approval.

DISCLOSURES AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 ARE GIVEN HEREUNDER:

I. General information:

1. Nature of Industry

Media Matrix Worldwide Limited is in business of providing Technical Consultancy Services. The Company provides Information Technology & Software Support Services for various platforms as per client requirement.

2. Date or expected date of commencement of commercial production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

During the financial year ended 31st March, 2021, Company had turnover of Rs.340.66 Lakhs as compared to turnover of Rs.337.50 Lakhs during the financial year ended 31st March, 2020. The Company has earned a net profit of Rs.26.65 Lakhs in the financial year ended 31st March, 2021 as against the profit of Rs.31.16 Lakhs in the previous financial year ended 31st March, 2020.

5. Foreign investments or collaborations, if any.

Not Applicable

II. Information about the appointee:

1. Background details:

Already given in foregoing Para

2. Past remuneration:

FY 2020-2021- Rs.42,80,000/-

FY 2019-2020- Rs.40,00,000/-

FY 2019-2018- Rs.40,00,000/-

3. Recognition of awards

Recognized as star performer at HFCL Infotel Limited & promoted thrice in four years. Awarded Best Internal Financial Control in the year 2014.

4. Job profile and his suitability

Extensive work experience of almost 3 decades in the field of finance and operations, working in Telecom sector, Manufacturing, Media & Entertainment (OTT service) and Distribution business with some best names of the Country - HFCL Infotel Limited & Hutchison Max Telecom Limited. During his association with his previous employers he was responsible for managing the financial strategy and internal control of the companies concerned. Having a decade of experience in Media and Entertainment business running OTT services for consumers. Taking into consideration his qualification, experience and expertise the terms of his remuneration are considered to be fair, just and reasonable.

5. Remuneration proposed

Already mentioned in the foregoing paragraphs.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be respect to the country of his origin)

The Company had a loss of Rs.296.80 Lakhs in the financial year 2012 in comparison to profit of Rs.26.65 Lakhs in the financial year 2021. During these years, the Company has come out of the stigma of loss making company. Being into technical consultancy business, the Nomination and Remuneration Committee as well as the Board of Directors of the Company feel that revised remuneration payable to Shri Sandeep Jairath (DIN: 05300460) is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Except for the proposed revised remuneration, Shri Sandeep Jairath does not have any pecuniary relationship with the Company or with any other key managerial personnel.

III. Other information:

1. Reason of loss or inadequate profits

The Company has earned profit during the financial year and hope to grow its business and profitability in years to come.

2. Steps taken or proposed to be taken for improvement

The Management of the Company is expanding its area of operations in consultancy business along with trading of mobile handsets, electronics & telecom products.

3. Expected increase in productivity and profits in measurable terms

The management of the Company is making sustained efforts to make the Company grow by 5-10% in terms of revenue and profitability in coming years.

IV. Disclosures

The necessary disclosures for revision in the remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

It is, therefore, proposed to seek the members' approval for revision in the remuneration payable to Shri Sandeep Jairath as Whole-time Director in terms of the applicable provisions of the Act by way of an Ordinary Resolution.

Shri Sandeep Jairath is interested in the Resolution set out at Item No. 5 of the Notice with regard to his revision in remuneration. The relatives of Shri Sandeep Jairath may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your directors recommend the Ordinary Resolution set out at Item no. 5 of the Notice for your approval.

Registered Office:

G-2, Shreya House Society,
Off Andheri-Kurla Road
Opp. Gurunanak Petrol Pump
Andheri (East) Mumbai - 400099

Place: Gurugram

Date: 13th August, 2021

By order of the Board
For Media Matrix Worldwide Limited

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