

MMWL/SEC/24-25/

May 27, 2024

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

Dear Sir,

Ref: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019

Sub: Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report for the financial year ended March 31, 2024, issued by M/s MZ & Associates, Practising Company Secretaries & Secretarial Auditor of the Company.

This is for your information and record please.

Thanking you,

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

(Gurvinder Singh Monga)
Company Secretary

Encl.: as above

**SECRETARIAL COMPLIANCE REPORT OF MEDIA MATRIX WORLDWIDE LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

To,
Media Matrix Worldwide Limited
CIN:L32100MH1985PLC036518
A/308, Dynasty Business Park CHS LTD,
A K Road, Opp. Sangam Cinema, NR,
Kohinoor Hotel Andheri (East), Mumbai - 400059

We, **MZ & Associates, Peer Review Firm of Company Secretaries**, having our office at Business Centre, AIHP Palms, Plot No. 242- 243 Udyog Vihar-Phase IV, Gurugram-122015 have examined:

- a) all the documents and records made available to us and explanation provided by Media Matrix Worldwide Limited (hereinafter referred to as "the Listed Entity"),
- b) the filings/ submissions made by the Listed Entity to the stock exchanges viz. BSE,
- c) website of the Listed Entity, viz. www.mmwlindia.com,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the Financial year ended 31st March, 2024 ("**Review Period**") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the review period.**

MZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242-243,
Udyog Vihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022,

Website: www.mycompliances.com, Email: associates.mza@gmail.com



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not applicable during the review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018: **to the extent applicable.**
- (i) The Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018; **Not applicable during the review period.**
- (j) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013 and dealing with client to the extent of securities issued; **(Not applicable during the Review Period);**
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ('Delisting Regulations'); **(Not applicable during the period under review)**
- (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (m) Other applicable regulations and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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



MIZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 – 243, UdyogVihar – Phase IV, Gurugram – 122015, Telephone No: +91 124 414 0022, Website: www.mycompliances.com, Email: associates.mza@gmail.com

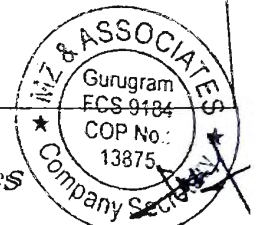
Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Action taken by the listed entity
1.	The Company has designated Mr. Chhattar Kumar Goushal, non-Executive Director as the Chairman of the Board of Directors of the Company w.e.f.10 th February, 2023. Further, Non-Compliance of Regulations 17(1) of LODD Regulations continues for the period 01 st October, 2022 till 09 th February, 2023. Further Company has appointed Mr. Sarvdeep Garg as an independent director on 26 th April, 2023	The Company has designated Mr. Chhattar Kumar Goushal, non-Executive Director as the Chairman of the Board of Directors of the Company w.e.f.10 th February, 2023. Further, Non-Compliance of Regulations 17(1) of LODD Regulations continues for the period 01 st October, 2022 till 09 th February, 2023. Further Company has appointed Mr. Sarvdeep Garg as an independent director on 26 th April, 2023	The Composition of the Board of Directors should be as per Regulation 17(1) of SEBI(LODR) Regulations, 2015	Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 with respect to the composition of the Board including failure to fill the position of chairperson of the Board till 09 th February, 2023. The Company has appointed Mr. Sarvdeep Garg as an independent director on 24 th April, 2023 Action Taken By: BSE Ltd BSE imposed a fine of Rs. 5,42,800/- for the period 01 st October, 2022 till 31 st December, 2022 for non-appointment of Chairman of the Company	The Company at its meeting held on 10 th February, 2023, on the recommendation of the Nomination and Remuneration Committee, has designated Mr. Chhattar Kumar Goushal, on-Executive Director as the Chairman of the Board of Directors of the Company w.e.f.10 th February, 2023 and has also appointed Mr. Sarvdeep Garg as an independent director on 26 th April, 2023	Mr. Chhattar Kumar Goushal, on-Executive Director has been designated as the Chairman of the Board of Directors of the Company w.e.f.10 th February, 2023 and the Company has also appointed Mr. Sarvdeep Garg as an independent director on 26 th April, 2023

I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	

MIZ & ASSOCIATES, Company Secretaries

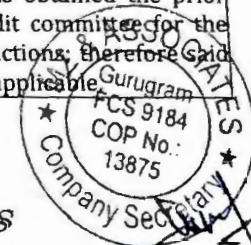
Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 - 243, Udyog Vihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022, Website: www.mycompliances.com, Email: associates.mza@gmail.com



2.	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	YES	
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	
3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website	YES	
	• Timely dissemination of the documents/ information under a separate section on the website	YES	
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	
4.	Disqualification of Director:		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	Details related to subsidiaries of listed entities have been examined w.r.t.:		
	a) Identification of material subsidiary companies.	YES	
	(b) Disclosure requirement of material as well as other subsidiaries.	YES	
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	
8.	Related Party Transactions:		
	a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	YES	
	b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	The listed entity has obtained the prior approval of the audit committee for the related party transactions, therefore Guid requirement is not applicable.

MZ& ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 - 243, UdyogVihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022, Website: www.mycompliances.com, Email: associates.mza@gmail.com



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	None	

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/NA)	*Observations/ remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		



MZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 - 243, UdyogVihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022, Website: www.mycompliances.com, Email: associates.mza@gmail.com

	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	NA
2	Other conditions relating to resignation of statutory auditor	NA	NA
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA



MZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 - 243, Udyog Vihar - Phase IV, Gurugram - 122015, Telephone No: - +91 124 414 0022, Website: www.mycompliances.com, Email: associates.mza@gmail.com

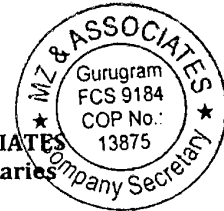
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-21 in SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 th July, 2023.	NA	No such event occurred.
---	---	----	-------------------------

Assumptions & limitation of scope and review:

- a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- d. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 27/05/2024
Place: New Delhi

For MZ & ASSOCIATES
Company Secretaries



[Signature]
CS Mohd Zafar
(Partner)
Membership No: FCS 9184
CP: 13875
UDIN: F009184F000459359

MZ & ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000, Address: Business Centre, AIHP Palms, Plot No. 242 – 243,
UdyogVihar – Phase IV, Gurugram – 122015, Telephone No: - +91 124 414 0022,
Website: www.mycompliances.com, Email: associates.mza@gmail.com