

MMWL/SEC/23-24/

May 17, 2023

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

Dear Sir,

Ref: Our earlier intimation dated 26th April, 2023

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice seeking approval of the members of the Company by way of remote e-Voting facility for the resolutions set forth in the said Notice.

The Board of Directors in its Meeting held on 26th April, 2023 has authorized Shri Sandeep Jairath, Whole Time Director cum Chief Financial Officer to fix Cut-off date for dispatch of the Postal Ballot Notice and ascertaining eligibility of members to participate in e-Voting facility. Accordingly, the Cut-off date for dispatch of postal ballot notice and ascertaining eligibility of Members to participate in the remote e-Voting facility is fixed for 12th May 2023.

Further, The Postal Ballot Notice is also available on the Company's website at www.mmwllindia.com

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e-Voting facility to all its members. The e-Voting facility will be available during the following period:

Commencement of Remote e-Voting	09.00 A .M. (IST), 20 th , May, 2023
End of Remote e-Voting	05.00 P.M. (IST), 18 th June, 2023

The e-Voting module will be disabled by the Service provider i.e. NSDL after 17.00 Hours (IST) on Sunday, 18th June, 2023. The result of the Postal Ballot shall be declared on or before 20th June, 2023.

Registered Office: A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, NR, Kohinoor Hotel Andheri (East), Mumbai – 400059; Telephone: +91-22-46089205, Fax: +91-91-22-46089205

Corp Office: Plot No 38, 4th Floor, Sector 32, Gurgaon 122001.
Telephone: +91-124-4310000, Fax: +91-124-4310050 Email: mmwl.corporate@gmail.com
Website: www.mmwllindia.com, Corporate Identity Number: L32100MH1985PLC036518

The Members can vote on resolution through remote e-Voting facility only. Assent or dissent of the Members on the resolution mentioned in the said Notice would be taken through remote e- Voting facility only.

This is for your information and records please.

Thanking you,

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

(Gurvinder Singh Monga)
Company Secretary

Registered Office: A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, NR, Kohinoor Hotel Andheri (East), Mumbai – 400059; Telephone: +91-22-46089205, Fax: +91-91-22-46089205

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Corporate Identity Number: L32100MH1985PLC036518

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Voting Starts on	Voting Ends on
09.00 A .M. (IST), 20 th , May, 2023	05.00 P.M. (IST), 18 th June, 2023

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), General Circular Nos. 14/2020 dated April 08, 2020 , 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08 , 2021 , 3/2022 dated May 05, 2022, 11/2022 dated December 28,2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws and regulations , the resolutions appended below are proposed to be passed by members of Media Matrix Worldwide Limited (“**Company**”) by means of postal ballot by voting through electronic means (“**remote e-Voting**”).

You are requested to record your assent or dissent only by means of e-Voting system provided by the Company.

SPECIAL BUSINESS

- To re-appoint Mrs. Mansi Gupta (DIN: 07383271) as an Independent Woman Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mrs. Mansi Gupta (DIN: 07383271)**, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, registered with Independent Director database in terms of Section 150 of Companies Act, 2013 read with rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Woman Director of the Company not liable to retire by rotation for second term of five consecutive years w.e.f. 27th March, 2023 till 26th March, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is 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, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

- To re-appoint Mr. Sandeep Jairath (DIN: 05300460) as 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 **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Article of Association of the Company, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such approvals, permission and sanctions, as may be

required and such other approvals as may be necessary, approval of the members be and is hereby accorded for the re-appointment of **Mr. Sandeep Jairath (DIN 05300460)** as Whole-time Director cum Chief Financial Officer of the Company for a period of 3 years from 25th May, 2023 to 24th May, 2026 on the terms and conditions, including remuneration as set out in the Statement annexed to the Notice of postal ballot, with the authority to the Board of Directors, to alter and vary or alter such terms of re-appointment and remuneration so as to not exceeding the limits specified in Schedule V to the Act.

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 read with Schedule V and all other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mr. Sarvdeep Garg (DIN: 03313357) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Sarvdeep Garg (DIN: 03313357)**, who was appointed as an Additional Director (Non-Executive) in the category of Independent Director not liable to retire by rotation and whose term expires in the ensuing Annual General Meeting and who has submitted consent in form DIR-2, a declaration that he meets criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and registered with Independent Director database in terms of Section 150 of Companies Act, 2013 read with rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for first term of five consecutive years w.e.f. 26th April, 2023 to 25th April, 2028.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things and sign such documents and writings as may be necessary and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By and on behalf of the Board of Directors
For MEDIA MATRIX WORLDWIDE LIMITED**

Place: Gurugram
Date: 26.04.2023

Gurvinder Singh Monga
Company Secretary
ACS: 25201

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**Act**”) setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The MCA has also clarified that, for companies, which are required to provide e-Voting facility under the Act, while transacting any business(es) by Postal Ballot, the requirements as provided in Rule 20 issued under Section 108 of the Act as well as framework provided in the MCA Circulars will be applicable mutatis mutandis to them. Further, it has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its members/ beneficial holders as on Cut-off date i.e. 12th May, 2023, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and the communication of assent/ dissent of the Shareholders will only take place through the e-Voting system. Voting rights of the Shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 12th May, 2023 (Cut-off date).

3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is only sent at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on Friday, the 12th, May 2023 ("**Cut-off date**") ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent- Link Intime India Private Limited (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
5. The Company has engaged National Securities Depositories Limited (NSDL) as e-voting agency for facilitating e-Voting to enable the members to cast their votes electronically.
6. The remote e-Voting period commences on Saturday, the 20th May, 2023 (9:00 am) and ends on Sunday, 18th June, 2023 (5:00 pm). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e 12th May, 2023.
7. The Board of Directors has appointed M/s MZ & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
9. Notice will be available on the Company's website at www.mmwllindia.com and at websites of the Stock Exchange at www.bseindia.com. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to mmwl.corporate@gmail.com
10. Further, the Resolution, if passed by Shareholders with requisite majority, shall be deemed to have been passed on Sunday, 18th June, 2023, being the last day of remote e-voting. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 1

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Independent Directors can be appointed for not more than two consecutive terms of not more than five years each and shall not be liable to retire by rotation.

In compliance with the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations, Mrs. Mansi Gupta was appointed as an Independent Director of the Company at 35th Annual General Meeting held on 30th September, 2020, to hold the office for first term of 3 (three) consecutive years w.e.f. 27th March, 2020 till 26th March, 2023.

Therefore, her first term as an Independent Director was completed on 26th March, 2023.

Pursuant to Regulation 25(2A) of the Listing Regulations the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Mrs. Mansi Gupta aged about 51 years has more than 24 year of experience in marketing, communication and training programs. She has worked at senior positions with G4S Corporate Services (India) Private Limited, Sahara Group, Bata India Limited, Citi Group. She is currently doing women safety trainings and supporting NGOs for women development programs.

The performance evaluation of Mrs. Mansi Gupta was based on various criteria, *inter-alia*, level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company, including capabilities identified in the description by the Nomination and Remuneration Committee. It is, therefore, proposed to re-appoint Mrs. Mansi Gupta as an Independent Director, not liable to retire by rotation, subject to approval of shareholders for a second term of 5 (five) consecutive years commencing from 27th March, 2023 to 26th March, 2028.

Keeping in view the above requirements, the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, vide their respective resolutions passed by circulation dated 23rd March, 2022, have re-appointed Mrs. Mansi Gupta (DIN: 07383271) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 27th March, 2023 to 26th March, 2028 subject to the approval of shareholders based on her skills, experience, knowledge and positive outcome of performance evaluation done by the NRC and the contribution made by her during her tenure and are of the view that continued association of Mrs. Mansi Gupta as an Independent Woman Director of the Company would be immensely beneficial to the Company and it is desirable to avail her services as an Independent Director.

The Company has received necessary declaration from Mrs. Mansi Gupta that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the Listing Regulations.

In the opinion of the Board of Directors, Mrs. Mansi Gupta fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mrs. Mansi Gupta is independent of the management.

Mrs. Mansi Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent in form DIR-2 to act as Director.

The Company has also received consent from her that she has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

Copy of the draft letter of re-appointment of Mrs. Mansi Gupta as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company between 10.00 a.m.

to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays) up to the last date of e-Voting for postal ballot.

The terms and conditions of current re-appointment of Mrs. Mansi Gupta are same as during her first term as an Independent Director.

A brief profile of Mrs. Mansi Gupta to be re-appointed as an Independent Director is given under the heading "Details of Directors seeking appointment, re-appointment of independent directors and re-appointment of Whole-time Director (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India" elsewhere in this Notice.

Mrs. Mansi Gupta does not hold any shares in the Company.

Mrs. Mansi Gupta is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mrs. Mansi Gupta is interested in the resolution set out at Item No. 1 of the Notice with regard to her re-appointment. The relatives of Mrs. Mansi Gupta may be deemed to be interested in the resolution set out at Item No. 1 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. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Shareholders.

Item No. 2

The Board of Directors of the Company ("**Board**") in its meeting held on 26th April, 2023 subject to the approval of members, re-appointed Mr. Sandeep Jairath as the Whole-time Director, for a period of 3 (three) years from the expiry of his present term which will expire on 24th May, 2023, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on 26th April, 2023 and approved by the Board in its meeting held on 26th April, 2023.

Based on the performance evaluation, skills, experience and knowledge, it is proposed to seek the members' approval for re-appointment of and remuneration payable to Mr. Sandeep Jairath as the Whole-time Director in terms of the applicable provisions of the Companies Act, 2013 ("**Act**").

Mr. Sandeep Jairath aged about 48 years is a Commerce graduate and also hold a degree in MBA Finance. He has more than 26 years of experience in telecom and other related industries. He has worked in Hutchison Max Telecom Limited and Quadrant Televentures Limited and having the responsibilities of finance and revenue assurance.

He is also the Chief Financial Officer of the Company and responsible for financial planning and analysis, budgeting and forecasting, financial reporting, treasury and cash management, risk management and strategic planning.

He is not holding any shares in the Company.

The principal terms and conditions including remuneration payable to Mr. Sandeep Jairath are set out below:

1. Basic Salary
Rs.17,82,000/- (Rupees Seventeen Lakh Eighty Two thousand only) per annum.
2. Perquisites, allowances and other benefits
In addition to the basic salary, Mr. Sandeep Jairath shall be entitled to perquisites and other allowance like accommodation or house rent allowance in lieu thereof, reimbursement of expenses or such other allowance for medical reimbursement, leave travel allowance, fuel reimbursement and such other perquisites and allowances under the Company's Rule not exceeding Rs.41,58,000/- (Rupees Forty One Lakh Fifty Eight Thousand only) per annum.

3. Other Benefits
 - a. Earned /Privilege Leave : As per the rules of the Company
 - b. Company's Contribution to Provident Fund: As per the rules of the Company
 - c. Gratuity : As per the rules of the Company
 - d. Encashment of Leave : As per the rules of the Company
 - e. Company Car and Telephone : As per the rules of the Company

The aggregate remuneration inclusive of Salary, Perquisites, allowance and other benefits payable to Mr. Sandeep Jairath shall not exceed to Rs.59,40,000/- (Rupees Fifty Nine Lakh Forty Thousand only) per annum.

The appointment of Mr. Sandeep Jairath can be terminated within three months' notice or payment of three months' basic salary in lieu thereof from either side.

The Directors are of the view that the re-appointment of Mr. Jairath as Whole-time Director cum Chief Financial Officer will be beneficial to the operations of the Company and remuneration payable to him is commensurate with his experience and abilities and accordingly, recommends the resolution at Item No. 2 of the accompanying notice for the approval of the members of the Company.

Also, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, it was confirmed that Mr. Sandeep Jairath (DIN: 05300460) had not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In compliance with provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval.

Further as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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. The Company is registered with Reserve Bank of India (RBI) vide registration no. 13.01287 dated August 13, 1999 as an NBFC Company.

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, 2022, Company had turnover of Rs.373.35 Lakhs as compared to turnover of Rs.340.66 Lakhs during the financial year ended 31st March, 2021.

The Company has earned a net profit of Rs.48.54 Lakhs in the financial year ended 31st March, 2022 as against the profit of Rs.26.65 Lakhs in the previous financial year ended 31st March, 2021.

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 2022-2023- Rs.54,00,000/-

FY 2021-2022- Rs.48,00,000/-

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

3. Recognition or awards

Recognized as star performer at HFCL Infotel Limited & promoted thrice in four years. Awarded best internal financial controller in the year 2014.

4. Job profile and his suitability

Extensive work experience of almost three decades in the field of finance and operations, working in Telecom sector, Manufacturing, Media & Entertainment (OTT service) and Distribution business with some prominent names of the country - HFCL Infotel Limited & Hutchison Max Telecom Limited. He is responsible for managing the financial strategy and internal control of the Company. He is also responsible for managing the working capital of the Company.

He is having a decade of experience in Media and Entertainment business running OTT services for consumers. Taking into consideration his qualifications, experience and expertise, he qualifies for the designation of Whole-time Director cum Chief Financial Officer of the Company.

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 Nomination and Remuneration Committee as well as the Board of Directors feel that remuneration payable to Mr. Sandeep Jairath (DIN: 05300460) is commensurate with his qualifications, 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 re-appointment and remuneration, Mr. 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 was earning less profits because of less business opportunities and Year 2020 and 2021 was badly affected by Covid-19. In the FY 2022, the Company has earned profit of Rs.48.54 Lakhs which is significantly increased than the previous years. But the profit is not sufficient to pay remuneration on the proposed scale. The Company's is making efforts to increase the revenues in future years also.

2. Steps taken or proposed to be taken for improvement

The Company is doing well and its turnover and profits are increasing every year. In the FY 2022, the Company has earned profit of Rs.48.54 Lakhs which is significantly increased than the previous years. The Company is exploring to expand its business in other consultancy business to improve revenue and profits margins.

3. Expected increase in productivity and profits in measurable terms

Increase in profits by ~ 10% in forthcoming year.

Mr. Sandeep Jairath is interested in the Resolution set out at Item No. 2 of the Notice with regard to his re-appointment and remuneration payable to him. The relatives of Mr. Sandeep Jairath may be deemed to be interested in the resolution set out at Item No. 2 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. 2 of the Notice.

Your directors recommend the Special Resolution set out at Item no. 2 of the Notice for your approval.

Item No. 3

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Independent Directors can be appointed for not more than two consecutive terms of not more than five years each and shall not be liable to retire by rotation.

Pursuant to Regulation 25(2A) of the Listing Regulations the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Regulation 17 of the Listing Regulations *inter-alia* states that the Composition of the Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors. It further states that where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

Mr. Sarvdeep Garg holds a degree in BE (Electronics & Electrical communication) from Punjab Engineering College, Chandigarh. He has overall 38 years of rich and diverse experience in the Indian Telecom and IT Industry. He has handled leadership positions in the Services domain in India with global giants like Ericsson, Fujitsu, Alcatel Lucent and Huawei.

As a part of his professional journey, he has experience in managing large scale Project Roll out, Operations and Services with an overall P&L responsibility. He has experience in managing large teams while working with telecom Vendors, Operators and have successfully delivered for operators like Bharti and Vodafone in Managed Services environment in India.

Mr. Sarvdeep Garg's rich experience in Telecom Network Projects, Operations, Services and People management and sound credentials will benefit and strengthen the Board of Directors of the Company.

Appointment of him as an Independent Director of the Company will be in the interest of the Company.

Keeping in view the above requirements, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on 26th April, 2023 have appointed Mr. Sarvdeep Garg (DIN: 03313357) as an Independent Director of the Company for his first term of 5 (five) consecutive years commencing from 26th April, 2023 to 25th April, 2028 subject to the approval of the shareholders based on his skills, experience, knowledge including capabilities identified in the description by the Nomination and Remuneration Committee and are of the view that association of Mr. Sarvdeep Garg as an Independent Director of the Company would be immensely beneficial to the Company.

Further as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received necessary declaration from Mr. Sarvdeep Garg that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board of Directors, Mr. Sarvdeep Garg fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Sarvdeep Garg is independent of the management

Mr. Sarvdeep Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent in Form DIR-2 to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sarvdeep Garg for the office of the Director of the Company.

The Company has also received consent from him that he has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

Copy of the draft letter of appointment of Mr. Sarvdeep Garg as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays) upto to the last date of e-voting for postal ballot.

A brief profile of Mr. Sarvdeep Garg to be appointed as an Independent Director is given under the heading "*Details of Directors appointment, re-appointment of independent directors and re-appointment of Whole-time Director (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India*" elsewhere in this Notice.

Mr. Sarvdeep Garg does not hold any shares in the Company.

It is proposed to appoint Mr. Sarvdeep Garg as an Independent Director under Section 149 of the Act and Regulation 17 of Listing Regulations to hold office for 5 (five) consecutive years for first term w.e.f. 26th April, 2023 to 25th April, 2028

Mr. Sarvdeep Garg is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Sarvdeep Garg is interested in the Resolution set out at Item No. 3 of the Notice with regard to his appointment. The relatives of Mr. Sarvdeep Garg may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

**By and on behalf of the Board of Directors
For MEDIA MATRIX WORLDWIDE LIMITED**

Place: Gurugram
Date: 26.04.2023

Gurvinder Singh Monga
Company Secretary
ACS: 25201

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

i. Remote e-voting:

The e-voting facility will be available during the following voting period:

Voting Starts on	Voting Ends on
09.00 A .M. (IST), 20th May, 2023	05.00 P.M. (IST), 18th June, 2023

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013. (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to Members to exercise their votes electronically on all resolutions set forth in the Notice of postal ballot scheduled to be commenced on Saturday, 20th May, 2023 and ends on Sunday 18th June, 2023. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide e-voting facility to enable Members to provide their votes in a secure manner. MZ & Associates Practicing Company Secretary firm has been appointed as the scrutinizer for conducting the e-voting and the postal ballot process in a fair and transparent manner. In terms of the requirements of the Act and the rules made thereunder, the Company has fixed Friday, 12th May, 2023 as the cut -off date. The voting rights of the Members / beneficial owners shall be reckoned based on the equity shares held by them as on cut-off date, i.e., 12th May, 2023. During the e-voting period, the Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date of 12th May, 2023, are entitled to avail the facility to cast their vote through e-voting. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting, module shall be disabled by NSDL upon expiry of the aforesaid period i.e. 18th June, 2023. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.

The instructions for Members voting electronically are as mentioned below:


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 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="687 1128 1190 1424" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. . After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. 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 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers..
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.

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 022 - 4886 7000 and 022 - 2499 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 22 55 33

- B)** Login method for e-voting, for shareholders (other than individuals) holding shares in demat mode and shareholders holding shares 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 on NSDL e-voting system.

(How to cast the vote electronically on NSDL e-voting system?)

- i. After successful login as per Step no. 1 above, you will be able to see all the companies' "EVEN", in which you are holding shares and whose voting cycle is in active status.
- ii. Select "EVEN" of the company i.e., Media Matrix Worldwide Limited to cast your vote during the remote e-voting period.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate option i.e., ASSENT (For) or DISSENT (Against), verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take a printout of vote(s) cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution(s), 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@mmwIndia.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 1020990 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 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.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.

Details of Directors appointment, re-appointment of independent directors and re-appointment of Whole-time Director, 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	Mrs. Mansi Gupta	Mr. Sandeep Jairath	Mr. Sarvdeep Garg
DIN	07383271	05300460	03313357
Date of Birth	08.02.1972	11.04.1972	27.07.1963
Date of first Appointment	27.03.2020	25.05.2017	26.04.2023
Experience/Expertise in Specific Functional Areas	She has more than 24 year of experience in marketing, communication and training programs. She has worked at senior positions with G4S Corporate Services (India) Private Limited, Sahara Group, Bata India Limited, Citi Group. She is currently doing women safety trainings and supporting NGOs for women development programs.	Mr. Sandeep Jairath aged 51 years is a Commerce Graduate and holds a degree in MBA Finance. He has more than 26 years of experience in telecom and other related industries.	Mr. Sarvdeep Garg holds a degree in BE (Electronics & Electrical communication), from Punjab Engineering College, Chandigarh. He has overall 38 years of rich and diverse experience in the Indian Telecom and IT Industry. He has handled leadership positions in the Services domain in India with global giants like Ericsson, Fujitsu, Alcatel Lucent and Huawei. As a part of his professional journey, he has experience in managing large scale Project Roll out, Operations and Services with an overall P&L responsibility. He has experience in managing large teams while working with telecom Vendors, Operators and have successfully delivered for operators like Bharti and Vodafone in Managed Services environment in India.
Qualification(s)	B.A. Honours (History), MA (History), PG Diploma in Sales & Marketing, Diploma in social media marketing	B. Com, MBA (Finance)	BE (Electronics)
Directorship in other Companies	NIL	<ol style="list-style-type: none"> 1. Media Matrix Enterprises Private Limited 2. nexG Devices Private Limited 3. MNV Alliances Private Limited 4. MN Media Ventures Private Limited 5. MN Televentures Private Limited 6. nexG Ventures India Private Limited 7. Magma Media Services Private Limited 8. Vedific Learning Solutions Private Limited 9. Infotel Accers Enterprises Pvt. Ltd. 10. Daffodil Hotels Private Limited 11. MNVPL Projects Private Limited 12. Digivive Services Private Limited 	NIL

Name of the Director	Mrs. Mansi Gupta	Mr. Sandeep Jairath	Mr. Sarvdeep Garg
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Audit Committee – Member Risk Management Committee- Chairperson Nomination and Remuneration Committee- Member	nexG Devices Private Limited Audit Committee –Member Nomination & Remuneration Committee-Member	NIL
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	NIL
No. of Board Meeting held/ Attended	6/6	6/6	N.A.
Terms and conditions of appointment or re- appointment along with Last Remuneration drawn (per annum)	As mentioned in the explanatory statement and Rs.195,000/- (Sitting Fee)	As mentioned in the explanatory statement and Rs.54,00,000/- per annum	As mentioned in the explanatory statement.