

MMWL/SEC/20-21/

June 29, 2020

The Secretary,  
BSE Limited  
27<sup>th</sup> 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 31<sup>st</sup> March, 2020**

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, 2020, 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**  
For The Financial Year Ended 31.03.2020

To,

**Media Matrix Worldwide Limited**

We MZ & Associates, Peer Review Firm of Company Secretaries, having our office at 3/31, West Patel Nagar, New Delhi 110008 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.mmwllindia.com,
- d) other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March,2020 ("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 Securities and Exchange Board of India ("SEBI");

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

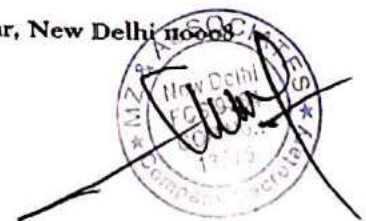
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Financial Year 2019-20)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ; **(Not applicable to the Company during the Financial Year 2019-20)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Financial Year 2019-20)**

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: P2014DE40000, Address: 3/31/ West Patel Nagar, New Delhi 110008

Telephone No: - +91 11 4341 1103-04, Website:

Email:



- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Financial Year 2019-20)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (to the extent applicable); **(to the extent applicable)**
- j) The Securities and Exchange Board of India (Settlement of Administrative and Civil proceedings) Regulations, 2014 as repealed by the SEBI (Settlement Proceedings) Regulations, 2018 with effect from January 01, 2019; **(Not applicable to the Company during the Financial Year 2019-20)**

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)	Deviations	Observations! Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations
Nil				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA			

Place: New Delhi  
Date: 29<sup>th</sup> June, 2020

**For MZ & Associates  
Company Secretaries**

  
**CS Mohd Zafar**  
Partner

**Membership No: FCS 9184**  
**CP: 13875**  
**UDIN: F009184B000397275**

**MIZ & ASSOCIATES, *Company Secretaries***

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