

MMWL/SEC/23-24

29th September, 2023

To,

BSE Limited
27th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
E-mail: corp.relations@bseindia.com

Security Code No.: 512267

Dear Sir,

Sub: Proceedings of 38th Annual General Meeting of Media Matrix Worldwide Limited (MMWL) held on 29th September, 2023.

Pursuant to Regulation 30 read with Part A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 r/w SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the summary of the proceedings of the 38th Annual General Meeting of the Company held on Friday, September 29, 2023 at 11:00 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') is enclosed as "Annexure A".

You are requested to take the same on your records.

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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Website: www.mmwllindia.com, Corporate Identity Number: L32100MH1985PLC036518

Annexure -A

SUMMARY OF PROCEEDINGS OF 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDIA MATRIX WORLDWIDE LIMITED HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023 AT 11:00 A.M.

Venue: Deemed Venue was 8, Commercial Complex, Masjid Moth, Greater Kailash II, New Delhi - 110048 from where Chairman of the Meeting conducted the 38th Annual General Meeting.

Day, Date and Time: Friday, September 29, 2023 at 11:00 A.M.

The Company Secretary welcomed all the Members present through Video conference ('VC') at the 38th Annual General Meeting. He informed the members that the Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021 and 14th December, 2021 followed by Circular No. 2/2022 dated 5th May, 2022 and 10/2022 dated December 28, 2022 (hereinafter 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 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (hereinafter referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/ Other Audio Visual Means ('VC/OAVM'), without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the Companies Act ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the 38th AGM of the Company held through VC/OAVM without the physical presence of the Members at a common venue. He further informed that the Company had taken all requisite steps to enable Members to participate and vote on the items being considered in the AGM. He informed the Members about some basic instructions with respect to the participation at the AGM through VC.

The Company Secretary further informed the Members about the presence of following Directors who attended the AGM through video conference:

- Shri Chhattar Kumar Goushal, Chairman and Non-Executive Director and Chairman of the Stakeholders and Relationship Committee and member of Nomination and Remuneration, Audit Committee.
- Shri Sandeep Jairath, Whole-time Director cum Chief Financial Officer of the Company.
- Shri Aasheesh Verma, Independent Director, Chairman of the Audit, Nomination and Remuneration Committee and member of Stakeholder Relationship, Risk Management Committee.
- Shri Sarvdeep Garg is an Independent Director of the Company.
- Smt. Mansi Gupta, Independent Director and Chairperson of the Risk Management Committee and member of the Audit Committee, Nomination and Remuneration Committee.
- Smt. Bela Banerjee, Non-Executive Director of the Company.
- Shri Sunil Batra, Non-Executive Director, member of Stakeholders' Relationship Committee and Risk Management Committee.

Shri Mohan Kheria, partner of SGN & Co. Chartered Accountant, Statutory Auditor of the Company and Shri Mohd Zafar, partner of MZ & Associates, secretarial auditor of the Company and scrutinizer of the meeting attended the meeting through video conference.

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In terms of clause 63 of Article of Association of the Company r/w MCA circular no. 14/2020 dated 8th April 2020, Shri Chhattar Kumar Goushal, was elected as Chairman of the AGM and presided over the Meeting. The Members were also apprised about the availability of all the requisite statutory registers and other relevant documents as referred in the notice and the explanatory statement.

The Company Secretary also informed about the presence of requisite quorum to conduct the proceedings of this meeting. Thereafter Chairman declared that the quorum being present the meeting is called to order.

The Company Secretary further informed the Members that the Company, in accordance with the provisions of MCA circulars, the Act & SEBI Listing Regulations, had provided facility to all the Members as on September 22, 2023 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice of AGM through remote electronic voting system provided by National Securities Depository Services Limited (NSDL). The remote e-voting period commenced on Tuesday, 26th September, 2023 at 09.00 A.M. and concluded on Thursday, 28th September, 2023 at 05.00 P.M. The Company Secretary also informed about the Members about the availability of e-voting system during the AGM for those present in the AGM through VC/OAVM and who have not cast their votes through remote e-voting. He further informed that Members attending the AGM who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting during the AGM, which shall remain active for 15 minutes after the closure of this AGM by the Chairman.

The Company Secretary informed that the Board of Directors had appointed MZ & Associates as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting during the AGM, in a fair and transparent manner. He also informed that the combined results of remote e-Voting and e-Voting during the 38th AGM for the resolutions would be declared, not later than 2 working days of the conclusion of AGM and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to BSE Limited ("**BSE**") and will also be placed on the website of NSDL in compliance with the provisions of the Act and the SEBI Listing Regulations.

The Company Secretary further read the items of the Ordinary and Special Businesses to be transacted at the 38th Annual General Meeting, as mentioned below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, Reports of the Board of Directors' and Auditors' as an **Ordinary Resolution.**
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and Auditors' Report thereon as an **Ordinary Resolution.**
3. To re-appoint Shri Sunil Batra (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment as an **Ordinary Resolution.**
4. To re-appoint Shri Aasheesh Verma as an Independent Director of the Company as a **Special Resolution.**
5. To approve material related party transactions of its subsidiary Company i.e nexG Devices Private Limited with its related parties as an **Ordinary Resolution.**

Thereafter, the Chairman addressed the Members and delivered his speech.

The Company Secretary informed that the Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

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The Company Secretary also informed that qualification in the Secretarial Audit Report.

The Company Secretary further informed that the e-voting window shall remain open for another 15 minutes and requested the Members to vote who have not already voted through remote e-voting system. He also informed that the Company has not received any query from any shareholders of the Company.

The Chairman thanked the Members for attending and participating in the Meeting.

The meeting concluded at 11:18 A.M.

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