

MEDIA MATRIX WORLDWIDE LIMITED

Addendum to Notice of Extraordinary General Meeting to be held on Monday, the 26th day of March, 2012 at 4:00 p.m. at its Corporate Office at 77B, 3rd Floor, IFFCO Road, Sector- 18, Gurgaon- 122015, Haryana.

8. Investment in nexG Devices Private Limited, DigiVive Services Private Limited, DigiCall Teleservices Private Limited and DigiVive Holdings Private Limited

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 372A of the Companies Act, 1956 and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to the approval of all other concerned authorities, if any required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest up to Rs.100 Crore in the Equity/Preference share capital of the following companies to the extent noted against each viz:

- | | |
|--|-------------------|
| 1. nexG Devices Private Limited | up to Rs.25 Crore |
| 2. DigiVive Services Private Limited | up to Rs.25 Crore |
| 3. DigiCall Teleservices Private Limited | up to Rs.25 Crore |
| 4. DigiVive Holdings Private Limited | up to Rs.25 Crore |

Total

Rs.100.00 Crore

notwithstanding that the value of the aforesaid investments together with the value of investments already made, loans already given, guarantees/securities already provided, if any, by the Company shall be in excess of the limit prescribed under Section 372A of the Companies Act, 1956 and/or as may be prescribed hereafter under said Section and/or under any other provisions of the said Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as are necessary to comply with the Resolution.”

Registered Office:

Flat No. 155, 15th Floor,
Mittal Court, 'A' Wing,
Nariman Point,
Mumbai- 400 021

By Order of the Board

For Media Matrix Worldwide Limited

Date: 1st March, 2012

Place: Mumbai

Sd/-

(Mohd. Zafar)

Company Secretary

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 8

The Board of Directors of the Company at its meeting held on 1st March, 2012 has decided to invest up to Rs.100 Crore in the companies as mentioned in the above Resolution which are engaged in the next generation businesses including contents and media business, call centers business, handset distribution business, e-commerce business. The management is of the opinion that these businesses are expected to have substantial growth over the next decade on account of rising demand from online and e-commerce business.

The proposed investments of Rs.100 Crore would be met through the proceeds to be received from the proposed preferential issue of Optionally Fully Convertible Debentures (OFCDs) aggregating to Rs.50 Crore and the balance by way of Right Issue of equity shares. The proposed investments of Rs.100 Crore in above companies together with Investments already made, Loans already given and Guarantees & Securities, if any, provided by the Company will exceed the limit prescribed under Section 372A of the Companies Act, 1956 and therefore, the approval of the members is required to make the proposed investments.

Members are, therefore, requested to accord their approval to the Special Resolution as set out above.

None of the Directors of the Company is directly or indirectly concerned or interested in the above Resolution except Mr. B. B. Chugh who is also a Director of DigiCall Teleservices Private Limited. Mr. B. B. Chugh may be deemed to be concerned or interested in the Resolution to the extent of Investment proposed to be made in DigiCall Teleservices Private Limited.

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