

MMWL/SEC/2017-18/

September 5, 2017

The Secretary,
B S E Limited
27th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400 001
Scrip Code : 500183

Dear Sir,

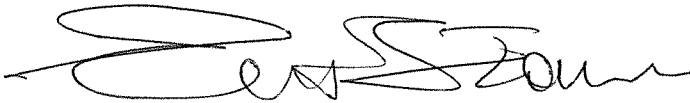
Subject: Notice of Annual General Meeting dated 29.09.2017

Please find attached Notice of 32nd Annual General Meeting of the Company scheduled to be held on 29th September, 2017.

This is for your information and records please.

Thanking you,

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



(Gurvinder Singh Monga)
Company Secretary

Media Matrix Worldwide Limited

Regd. Office: Office No.514, B wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059

Telephone: +91-22-61391700, Fax: +91-22-61391700

Website: www.mmwllindia.com, **Email:** mmwl.corporate@gmail.com

Corporate Identity Number: L32100MH1985PLC036518

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Media Matrix Worldwide Limited will be held on Friday the 29th day of September, 2017 at 9:30 A.M. at the Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt (a) The audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and (b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby considered and adopted.
 - b) **RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the reports of Auditors thereon as laid before this meeting be and are hereby considered and adopted."
2. To appoint a Director in place of Shri Bharat Bhushan Chugh, DIN (00472532), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Bharat Bhushan Chugh, (DIN: 00472532), who retires by rotation and being eligible offers herself for appointment, be and is hereby re-appointed as a Director of the Company."
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. To re-appoint Shri Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director and in this regard 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 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Shri Chhattar Kumar Goushal (DIN: 01187644), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, who was appointed as an Independent Director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2022."
5. To re-appoint Shri Suresh Bohra (DIN: 00093343) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Shri Suresh Bohra (DIN: 00093343), who has submitted a declaration that he meets the criteria of independence as provided in

Section 149(6) of the Companies Act, 2013 and the Listing Regulations, who was appointed as an Independent Director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5(Five) years from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2022."

6. To appoint Shri 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, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013("Act") read with Schedule V of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, permission and sanctions, as may be required, and subject to the approval of the Central Government, wherever required and such other approvals as may be necessary, approval of the Company be and is hereby accorded to the appointment and terms and conditions of payment of remuneration to Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer of the Company for a period of 3 years from 25th May, 2017 to 24th September, 2020 on the terms and conditions set out in the Statement annexed to the Notice convening this meeting, with the authority to Directors to alter and vary or alter such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Shri Sandeep Jairath.

RESOLVED FURTHER THAT where in any Financial Year during the currency of the tenure of the Whole Time Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company may pay to the Whole Time Director the above remuneration as the minimum remuneration by way of receipt of the requisite approvals of the Central Government wherever required, and also subject to the provision of Section 196, 197, and subject to the conditions and limits specified in Schedule V and all other applicable provisions of Companies Act, 2013."

Registered Office:

Office No.514, B wing, 215 Atrium
Andheri-Kurla Road, Chakala
Andheri (E), Mumbai-400059

Place: Gurgaon

Date: 29th, August, 2017

By order of the Board
For **Media Matrix Worldwide Limited**

(Gurvinder Singh Monga)
Company Secretary
Membership No. ACS 25201

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from 23rd September, 2016 to 28th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. Members are requested:
- i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
 - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - iii) to deposit the duly completed attendance slip at the Meeting.

5. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
6. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Copies of Annual Report for financial year ended 31st March, 2017 including Notice of AGM, Attendance Slip, Proxy Form and instructions for e-Voting are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses so that they can receive the Annual Report and other communications from the Company electronically in future. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. The copies of the Annual Reports will not be distributed at the AGM. Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.mmwllindia.com.
13. Information and other instructions relating to remote e-Voting are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through Poll paper.
 - III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-Voting period commences on 26th September, 2017 (9:00 am) and ends on 28th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the 'cut-off date' of 22nd September, 2017, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-Voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "mmwl-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Media Matrix Worldwide Limited".
 - (viii) Now you are ready for remote e-Voting as Cast Vote page opens.
 - (ix) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cutoff date.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizers@mmwllindia.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided on the letter enclosed with the Annual Report.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- Note: In case Shareholder are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholder are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
- X. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through poll paper.
- XI. MZ & Associates, a firm of Practising Company Secretaries has been appointed for as the Scrutinizer to scrutinize the Poll and remote e-Voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mmwllindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).
- XV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 29th September, 2017.
- XVI. Route Map of the venue of 32nd Annual General Meeting is enclosed.

Details of Directors retiring by rotation and proposed to be re-appointed and re-appointment of independent directors and appointment of Whole-time Director (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India

Name of the Director	Shri Bharat Bhushan Chugh	Shri Chhattar Kumar Goushal	Shri Suresh Bohra	Shri Sandeep Jairath
DIN No.	00472532	01187644	00093343	05300460
Date of Birth	10/04/1959	12/10/1959	24.07.1967	11.04.1972
Date of first Appointment	26/01/2012	26/01/2012	24/02/2012	25/05/2017
Experience/Expertise in Specific Functional Areas	Mr. Bharat Bhushan Chugh aged 58 years has about 31 years of experience in accounting and managing finance activities of manufacturing, engineering, FMCG and Service Industries	Mr. Chhattar Kumar Goushal aged 58 years, a practicing Chartered accountant has more than 28 years of experience in the area of Audit, Finance and Corporate Advisory Matters.	Mr. Suresh Bohra aged 50 years has more than 23years of experience in the field on loan syndication, project financing, project appraisal, equity placement, stress asset management services, private equity and venture capital syndication. He has promoted ventures who are registered entities for equity and commodity broking.	Shri Sandeep Jairath aged 45 years is a Commerce Graduate and holds a degree in MBA Finance. Shri Jairath has more than 20 years of experience in telecom and other related industries.
Qualification(s)	ICMA	CA	B.Com, MBA	B. Com, MBA (Finance)
Directorship in other Companies	<ol style="list-style-type: none"> NextWave Communications Private Limited (Formerly MN Enterprises Private Limited) Microwave Communications Limited Media Matrix Enterprises Private Limited DigiCall Teleservices Private Limited DigiCall Global Private Limited NexG Devices Private Limited Customised Call Center Services Private Limited 	<ol style="list-style-type: none"> Bibhas Finvest Private Limited Arch Interglobe Private Limited Infotel Business Solutions Limited Arch Finance Limited nexG Devices Private Limited 	<ol style="list-style-type: none"> Black Fox Financial IFSC Private Limited Devoted Construction Limited Blackfox Advisors Private Limited Bohra Industrial Resources Private Limited DigiVive Services Private Limited Crest Comtrade Private Limited Blueblood Ventures Limited Indian Glass Manufacturers' Association Black Fox Financial Private Limited Microwave Communications Limited DigiCall Teleservices Private Limited 	<ol style="list-style-type: none"> Media Matrix Enterprises Private Limited DigiCall Global Private Limited NexG Devices Private Limited MNV Alliances Private Limited
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Audit Committee-Member Stakeholder Relationship Committee-Member Microwave Communications Limited Audit Committee-Member DigiCall Teleservices Private Limited Audit Committee - Member Nomination & Remuneration Committee-Member	Media Matrix Worldwide Limited Audit Committee-Chairman Stakeholders Relationship Committee- Member Nomination and Remuneration Committee-Member Arch Finance Limited Audit Committee-Member Infotel Business Solutions Limited- Nomination and Remuneration Committee-Member Audit Committee-Member	Media Matrix Worldwide Limited Audit Committee-Member Stakeholders Relationship Committee-Chairman Nomination and Remuneration Committee-Member Blueblood Ventures Limited Audit Committee-Member Stakeholders Relationship Committee-Member Microwave Communications Limited Audit Committee-Member Nomination and Remuneration Committee-Member DigiVive Services Private Limited Nomination and Remuneration Committee-Member Audit Committee-Member DigiCall Teleservices Private limited Audit Committee - Member Nomination & Remuneration Committee-Member	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	None	None
No. of Board Meeting held/ Attended	4/4	4/4	4/4	NA
Last Remuneration drawn (per annum)	Rs. 38,88,000	Rs. 60,000/- as Sitting Fee	Rs. 60,000/- as Sitting Fee	NA

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no 2,4,5 and 6 of the AGM Notice. The Board of Directors recommends the appointment and re-appointment of above directors.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No 4

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.

Shri Chhattar Kumar Goushal had been appointed as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions at the 29th Annual General Meeting held on 27th September, 2014 for a period commencing from 27th September, 2014 till the conclusion of this 32nd Annual General Meeting. Therefore, his first term as an Independent Director for the above mentioned period will be completed at the conclusion of this Annual General Meeting.

Keeping in view the above requirements, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 29th August, 2017 have re-appointed Shri Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director of the Company at his second term of 5 (Five) years commencing from the conclusion of this Annual General Meeting subject to the approval of Shareholders.

The Company has received necessary declaration from Shri Chhattar Kumar Goushal 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, Shri Chhattar Kumar Goushal fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Shri Chhattar Kumar Goushal is independent of the management.

Shri Chhattar Kumar Goushal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Chhattar Kumar Goushal for the office of the Director of the Company.

Copy of the draft letter of re-appointment of Shri Chhattar Kumar Goushal as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company.

A brief profile of Shri Chhattar Kumar Goushal to be re-appointed as an Independent Director is given under the heading "**Details of Directors retiring by rotation and proposed to be re-appointed and re-appointment of independent directors and 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.

Shri Chhattar Kumar Goushal does not hold any share in the Company.

It is proposed to appoint Shri Chhattar Kumar Goushal as an Independent Director under Section 149 of the Act and Regulation 17 of Listing Regulations to hold office for 5 (Five) years for a term up to the conclusion of the 37th Annual General Meeting of the Company in the calendar year 2022.

Shri Chhattar Kumar Goushal is interested in the Resolution set out at Item No. 4 of the Notice with regard to his re-appointment. The relatives of Shri Chhattar Kumar Goushal may be deemed to be interested in the resolution set out at Item No. 4 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 Item No. 4 of the Notice.

The Board considers that association of Shri Chhattar Kumar Goushal would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No. 5

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.

Shri Suresh Bohra had been appointed as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions at the 29th Annual General Meeting held on 27th September, 2014 for a period commencing from 27th September, 2014 till the conclusion of this 32nd Annual General Meeting. Therefore, his first term as an Independent Director for the above mentioned period will be completed at the conclusion of this Annual General Meeting.

Keeping in view the above requirements, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 29th August, 2017 have re-appointed Shri Suresh Bohra (DIN: 00093343) as an Independent Director of the Company at his second term of 5 (Five) years commencing from the conclusion of this Annual General Meeting subject to the approval of Shareholders.

The Company has received necessary declaration from Shri Suresh Bohra 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, Shri Suresh Bohra fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Shri Suresh Bohra is independent of the management.

Shri Suresh Bohra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Suresh Bohra for the office of the Director of the Company.

Copy of the draft letter of re-appointment of Shri Suresh Bohra as an Independent Director, setting out the terms and conditions is available for inspection by members at the registered office of the Company.

A brief profile of Shri Suresh Bohra to be re-appointed as an Independent Director is given under the heading "**Details of Directors retiring by rotation and proposed to be re-appointed and re-appointment of independent directors and 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.

Shri Suresh Bohra does not hold any share in the Company.

It is proposed to appoint Shri Suresh Bohra as an Independent Director under Section 149 of the Act and Regulation 17 of Listing Regulations to hold office for 5 (Five) years for a term up to the conclusion of the 37th Annual General Meeting of the Company in the calendar year 2022.

Shri Suresh Bohra is interested in the Resolution set out at Item No. 5 of the Notice with regard to his re-appointment. The relatives of Shri Suresh Bohra may be deemed to be interested in the resolution set out at Item No. 5 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 Item No. 5 of the Notice.

The Board considers that association of Shri Suresh Bohra would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No. 6

The Board in its meeting held on 24th May, 2017 based on the recommendations received from Nomination and Remuneration Committee of the Board and pursuant to Section 161 of the Companies Act, 2013 read with the rules framed there under inducted Shri Sandeep Jairath as an Additional director designated as Whole-time Director of the Company. In terms of Section 161(1) of the Act, Shri Sandeep Jairath holds office upto the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member alongwith a deposit of Rs. 1 Lac proposing the candidature of Shri Sandeep Jairath as a Director of the Company.

The Board of Directors of the Company had appointed Shri Sandeep Jairath as the Whole-time Director of the Company for the period from 25th May, 2017 to 24th May, 2020, subject to the approval of the members.

The Board of Directors of the Company on the recommendations of Nomination and Remuneration Committee and Audit Committee had appointed Shri Sandeep Jairath as Whole-time Director cum Chief Financial Officer (CFO) of the Company w.e.f. 29th August, 2017.

Shri Sandeep Jairath aged about 45 years is a Commerce graduate and also hold a degree in MBA Finance. He has more than 20 years of experience in telecom and other related industries. He has worked in Hutchison Max Telecom Limited and Quadrant Televentures Limited and was looking after finance and revenue assurance.

Shri Sandeep Jairath holds the directorships in following companies: Media Matrix Enterprises Private Limited, DigiCall Global Private Limited, NexG Devices Private Limited and MNV Alliances Private Limited.

He is not holding any shares in the Company.

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

1. Basic Salary

Rs.12,00,100/- (Rupees Twelve Lakh One hundred only) per annum.

2. Perquisites, allowances and other benefits

In addition to the basic salary, Shri Sandeep Jairath shall be entitled to perquisites and other allowances like accommodation or house rent allowance in lieu thereof, reimbursement of expenses like medical, fuel, or such other allowances such as leave travel allowance etc. such other perquisites and allowances under the Company's rule not exceeding Rs.27,99,900/- (Rupees Twenty Seven Lakh Ninety Nine Thousand Nine Hundred 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, allowances and other benefits payable to Shri Sandeep Jairath shall not exceed to Rs.40,00,000/- (Rupees Forty Lakh Only) per annum.

The appointment of Shri 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 appointment of Shri 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 commend the resolution at Item No. 6 of the accompanying notice for the approval of the members of the Company.

In compliance with provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members for their approval.

Shri Sandeep Jairath is interested in the Resolution set out at Item No. 6 of the Notice with regard to his re-appointment. The relatives of Shri Sandeep Jairath may be deemed to be interested in the resolution set out at Item No. 6 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 Item No. 6 of the Notice.

Registered Office:

Office No.514, B wing, 215 Atrium
Andheri-Kurla Road, Chakala
Andheri (E), Mumbai-400059

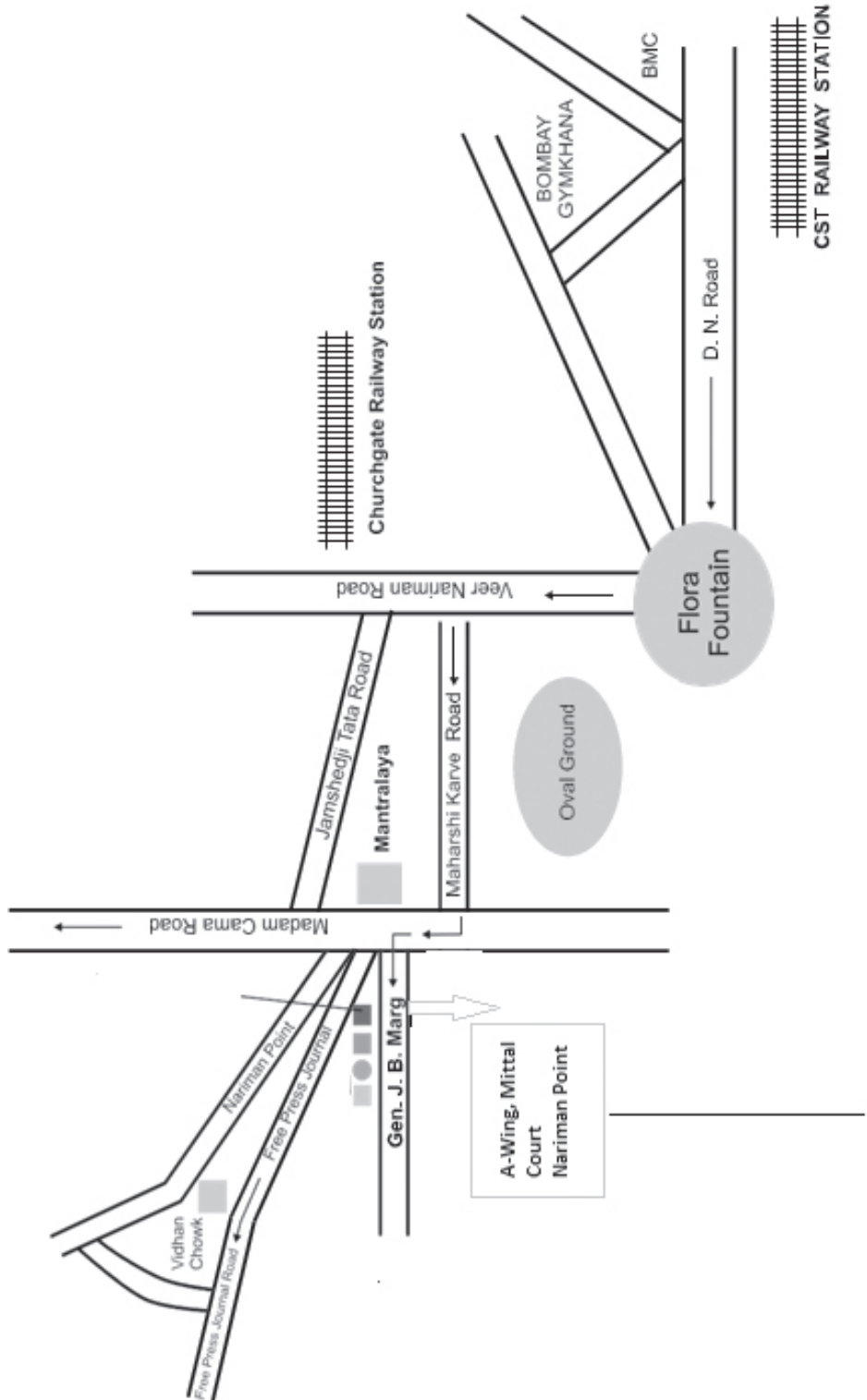
Place: Gurgaon

Date: 29th, August, 2017

By order of the Board
For **Media Matrix Worldwide Limited**

(Gurvinder Singh Monga)
Company Secretary
Membership No. ACS 25201

Road Map of AGM Venue i.e. Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021



Media Matrix World wide Limited
AGM Venue



Media Matrix Worldwide Limited

Registered Office: Office No.514, B wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059

Telephone: +91-22-61391700, **Fax:** +91-22-61391700

Website: www.mmwlindia.com, **Email:** mmwl.corporate@gmail.com

Corporate Identity Number: L32100MH1985PLC036518

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder _____

Name and address of the Proxy holder _____

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Friday, the 29th day of September, 2017 at 09:30 A. M., Flat No. 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021.

Signature of Shareholder

Signature of Proxy holder

*Applicable for investors holding shares in electronic form.



Media Matrix Worldwide Limited

Registered Office: Office No.514, B wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059

Telephone: +91-22-61391700, **Fax:** +91-22-61391700

Website: www.mmwllindia.com, **Email:** mmwl.corporate@gmail.com

Corporate Identity Number: L32100MH1985PLC036518

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	Folio No.
DP-ID / Client-ID*	

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Media Matrix Worldwide Limited, of Re. 1/- each hereby appoint

(1) Name: _____ of _____

_____ having e-mail id _____ or failing him

(2) Name: _____ of _____

_____ having e-mail id _____ or failing him

(3) Name: _____ of _____

_____ having e-mail id _____ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2017 at 09:30 A. M. at Flat No 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

* I wish my above Proxy to vote in the manner as indicated in the Box below:

SI No.	Resolutions	For	Against
1.	Receive, Consider and adopt:		
	a) Audited Financial Statements, Reports of the Board of Directors' and Auditors'		
	b) Audited Consolidated Financial Statements and Auditors' Report thereon		
2.	Re-appointment of Shri Bharat Bhushan Chugh, (DIN: 00472532), Director who retires by rotation and being eligible offers himself for re-appointment		
3.	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Auditor and to fix their remuneration		
4.	Re-appointment of Shri Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director of the Company		
5.	Re-appointment of Shri Suresh Bohra (DIN: 00093343) as an Independent Director of the Company		
6.	Appointment of Shri Sandeep Jairath (DIN 05300460) as Whole Time Director cum Chief Financial Officer of the Company		

Signed thisday of 2017

Affix a Revenue Stamp

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. This is only optional. Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.