

MMWL/SEC/20-21/

September 08, 2020

To

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

RE: Disclosures under Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Sub: Submission of Annual Report for the financial year 2019-20, including Notice of 35th Annual General Meeting

Dear Sir,

In terms of Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the SEBI Listing Regulations, we hereby submit a copy of the Annual Report of the Company for the financial year 2019-20, including Notice of the 35th Annual General Meeting ("AGM") of the members of the Company, scheduled to be held on Wednesday, the 30th day of September, 2020 at 11:00 A.M. (1ST) through Video Conferencing/ Other Audio Visual Means ("VC"/ "OAVM") Facility.

The same are also available on the website of the Company at <http://www.mmwllindia.com>.

Please note that the Notice of the 35th AGM along with the Annual Report for the financial year 2019- 20, has been sent to the eligible shareholders of the Company, only through electronic mode on the e-mail IDs registered with the Depositories/ Depository Participants/ Company/ RTA and will also be disseminated on the websites of the Company and the Stock Exchange i.e. the BSE Limited (BSE).

For ease of participation of the members at AGM, the key details with respect to AGM are provided below:-

S. No.	Particulars	Details
1	Link for live webcast of the AGM and for participation through Video Conference (VC) / Remote e-voting/ e-Voting	https://www.evoting.nsdl.com
2	Username and Password for VC	Members may attend the meeting through the remote eVoting/ e-Voting credentials
3	Cut-off Date	Wednesday, 23 rd September, 2020
4	Time Period for Remote e-	Commencement of remote e-Voting:

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

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

S. No.	Particulars	Details
	Voting	09:00 A.M. IST on Sunday, 27th September, 2020 End of remote e-Voting: 05:00 P.M. IST on Tuesday, 29th September, 2020
5	Book Closure Period	Thursday, 24 th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)
6	Process for updating the e-mail id	Physical Mode - Write to: Company at mmwl.corporate@gmail.com ; and/or RTA at support@sharexindia.com . Demat - Contact your Depository Participant (DP)
7.	Contact details of participation through VC or remote e-Voting / e-Voting	Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai - 400 013 Designated email address: pallavid@nsdl.co.in / evoting@nsdl.co.in Telephone no. +91 22 2499 4545
8	Company's Contact details	Shri Gurvinder Singh Monga Company Secretary Plot No 38, 4 th Floor, Sector 32 Gurgaon 122001 Telephone: +91-124-4310000 Fax: +91-124-4310050 Email: mmwl@corporate@gmail.com
9	Scrutinizer to scrutinize remote e- Voting process and e-Voting during the AGM	M/s MZ & Associates, a firm of Practising Company Secretaries

In view of the COVID-19 pandemic, the 35th AGM of the Company is being held through VC/OAVM on Wednesday, 30th September, 2020 at 11:00 a.m. (1ST), without the physical presence of the members, in compliance of the various directions issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

You are requested to take the above information on records and upload the same on your respective websites.

The above may kindly be taken on your records.

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



(Gurvinder Singh Monga)
Company Secretary

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NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Media Matrix Worldwide Limited will be held on Wednesday, the 30th day of September, 2020 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following businesses:

Ordinary Business:

1. **To receive, consider and adopt** the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby considered and adopted."

2. **To receive, consider and adopt** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of Auditors thereon as laid before this meeting be and are hereby considered and adopted."

3. To appoint a Director in place of Smt. Bela Banerjee (DIN: 07047271), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Smt. Bela Banerjee, (DIN : 07047271), who retires by rotation and being eligible offers herself for appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotations, of the Company."

4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s 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 may be fixed by the Board of Directors of the Company."

Special Business

5. To appoint Smt. Mansi Gupta (DIN: 07383271) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 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 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, Smt. Mansi Gupta (DIN: 07383271), 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 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for one term of 3 (three) consecutive years w.e.f. 27th March, 2020 till 26th March, 2023."

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

6. To re-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, the following resolution as an **Ordinary Resolution:**



6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 35th AGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.co.in
7. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2019-20 are available on the Company's website viz. www.mmwllindia.com may also be accessed from the relevant section of the websites of the Stock Exchange i.e. the BSE Limited www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 35th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at mmwl.corporate@gmail.com
12. M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from 24th, September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
14. 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 on 23rd day of September, 2020 only shall be entitled to avail the facility of remote e-Voting and 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. 23rd day, September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company at mmwl.corporate@gmail.com and/or RTA at support@sharexindia.com
15. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary's email : mmwl.corporate@gmail.com at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.
16. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
17. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at support@sharexindia.com, as per instructions mentioned in the form.
18. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**



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.
 - d. Members can also use the OTP (One Time Password) based in 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN**" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
6. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, 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/JPEG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mmwllindia.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.: 1800-222-990 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to support@sharexindia.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to support@sharexindia.com.

The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



Details of Directors retiring by rotation, appointment as independent Director 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	Smt. Bela Banerjee	Smt. Mansi Gupta	Shri Sandeep Jairath
DIN	07047271	07383271	05300460
Date of Birth	07.10.1950	08.02.1972	11.04.1972
Date of first Appointment	31.03.2015	27.03.2020	25.05.2017
Experience/Expertise in Specific Functional Areas	Smt. Bela Banerjee has more than 40 years' experience in Government of India on different positions both in Ministry of Railways as well as in the Ministry of HRD, Department of Education. After superannuating from Indian Railways in October, 2010, she joined as Member Technical in Railway Claims Tribunal. She has also represented as Director in the Board of Directors of Container Corporation of India as Govt. nominee. She has vast experience of works tender, project management & financial management of construction projects. As ED-Finance/ Exp. Railway Board, she was responsible for financial appraisal of investment proposals of various projects like New Lines, Doubling, Bridges etc. and dealt with various matters concerning Railway PSUs, RITES, IRCON. She is also registered member with Arbitration Council of India. She has handled various arbitration at different level in Railway and other PSUs.	She has more than 21 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 including Government CSR (Haryana) for women development programs.	Shri Sandeep Jairath aged 48 years is a Commerce Graduate and holds a degree in MBA Finance. He has more than 21 years of experience in telecom and other related industries.
Qualification(s)	MA (History), LL.B	B.A. Honours (History), MA (History), PG Diploma in Sales & Marketing, Diploma in social media marketing	B. Com, MBA (Finance)
Directorship in other Companies	Adhunik Power & Natural Resources limited	Rasimag Global Private Limited	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. Vedic Learning Solutions Private Limited 9. Infotel Accers Enterprises Pvt. Ltd.
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Nomination and Remuneration Committee – Member Adhunik Power & Natural Resources Ltd Audit Committee-Member	NIL	Media Matrix Worldwide Limited Audit Committee – Member nexG Devices Private Limited Audit Committee –Member Nomination & Remuneration Committee-Member
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	None
No. of Board Meeting held/ Attended	3/4	NIL (Appointed w.e.f. March 27, 2020 and no meeting was convened thereafter till March 31, 2020.)	4/4
Last Remuneration drawn (per annum)	Rs.60,000/- (Sitting Fee)	NIL	Rs.33,50,396/-



Smt. Mansi Gupta is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. The relatives of Smt. Mansi Gupta 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 is, 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 Smt. Mansi Gupta would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders of the Company.

Item No. 6.

The Board of Directors of the Company (the "Board") at its meeting held on 23rd May, 2020 has subject to the approval of members, re-appointed Shri Sandeep Jairath as the Whole-time Director, for a period of 3 (Three) years from the expiry of his present term which has expired on 24th May, 2020, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the members' approval for reappointment of and remuneration payable to Shri Sandeep Jairath as the Whole-time Director cum Chief Financial Officer in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

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, nexG Devices Private Limited, MNV Alliances Private Limited, nexG Ventures India Private Limited, Infotel Access Enterprises Private Limited, Magma Services Private Limited, Vedific Learning Solutions Private Limited, MN Media Ventures Private Limited, MN Televentures 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.12,84,000/- (Rupees Twelve Lakh Eighty Four Thousand 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 allowance like accommodation or house rent allowance in lieu thereof, reimbursement of expense or such other allowance for medical reimbursement, leave travel allowance, Fuel reimbursement and such other perquisites and allowance under the Company's Rule not exceeding Rs.29,96,000/- (Rupees Twenty Nine Lakh Ninety Six 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 Shri Sandeep Jairath shall not exceed to Rs. 42,80,000/- (Rupees Forty Two Lakh Eighty Thousand 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 re-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 recommend 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 to the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members for their approval.



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, Shri 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 has earned profit during the financial year but the profit is not sufficient to pay remuneration on the proposed scale. The Company's profit is increasing substantially every year.

2. Steps taken or proposed to be taken for improvement

The Company is doing well and its turnover and profits are increasing every year. The Management is expanding its area of operation in Non- Banking and Financial Business. The Company also planning to expand other consultancy business to improve revenue and profits.

3. Expected increase in productivity and profits in measurable terms

Increase in profits by 10% in forthcoming year.

IV. Disclosures

The necessary disclosures on re-appointment and remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

It is, therefore, proposed to seek the members' approval for re-appointment and remuneration payable to Shri Sandeep Jairath as Whole-time Director in terms of the applicable provisions of the Act.

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 is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your directors recommend the Ordinary Resolution set out at Item no. 6 of the Notice for your approval.

Registered Office:

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

Place: Gurugram

Date: 5th September, 2020

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

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