

January 22, 2025

Corporate Relationship Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

Sub: Intimation of updates on Postal Ballot under regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Ref: Scrip code (BSE: 540704)

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find below the details of the proposed postal ballot

1.	Business to be transacted through postal ballot which includes voting by electronic means	1. Appointment of Mr. Rajesh Sawhney, (DIN: 01519511) as an Independent Director of the Company for a period of 5 years from January 8, 2025 2. Approve the continuation of the Directorship of Mr Chinnikrishnan Ranganathan (DIN: 00550501) as Non-Executive Non Independent Director with effect from January 27, 2025 after retirement as an Independent Director
2.	Date of Completion of despatch of postal ballot	January 22,2025
3.	Date of commencement of e-voting	January 23,2025
4.	Date of end of e-voting	February 21,2025

Copy of the postal ballot notice is enclosed for your information. It is also being hosted on the website of the Company viz., www.matrimony.com.

Submitted for your information and records.

Thanking you

Yours faithfully,

For **Matrimony.com Limited**

Vijayanand Sankar
Company Secretary & Compliance Officer
ACS: 18951
No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram
Chennai – 600028

Matrimony.com Limited

(CIN: L63090TN2001PLC047432)

Registered & Corporate Office No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai – 600028. Phone No. 044-4900 1919

matrimony.com



MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

Registered Office: No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalai Puram, Chennai - 600028 India

Tel: +91 44 49001919;

E-mail: investors@matrimony.com; **Website:** www.matrimony.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with General Circular No.09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA") in continuation to the Circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards-2 on General Meeting issued by the Institute of company Secretaries of India and, applicable provisions, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders"), is sought via Postal Ballot through e-voting only (voting through electronic means) in respect of the following items :-

- 1. Appointment of Mr. Rajesh Sawhney, (DIN: 01519511) as an Independent Director of the Company for a period of 5 years from January 8, 2025**
- 2. Approve the continuation of the Directorship of Mr. Chinnikrishnan Ranganathan (DIN: 00550501) as Non-Executive Non Independent Director with effect from January 27, 2025 after retirement as an Independent Director**

For avoidance of any doubt due to the general understanding of the meaning of 'Postal Ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of voting on the resolution is restricted to voting only through remote e-voting. In compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, the 17th January, 2025 ("Cut-off Date"). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. A hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for the present Postal Ballot. Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.

An Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act and other applicable provisions, read with the respective Rules and the MCA Circulars, pertaining to the aforesaid resolutions setting out the material facts concerning the item of business and the reasons is annexed

hereto for your consideration. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.matrimony.com the relevant section of the website of the Stock Exchanges viz. BSE and NSE whenever uploaded by them and on the website of KFin Technologies Limited ("KFin") at www.kfintech.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri G Karthikeyan (Membership No. ACS 19411 CP No 21869) Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited ('KFin') for the purpose of providing remote e-voting facility to all its Members. Remote e-voting shall commence on **Thursday, January 23, 2025, at 09.00 A.M. (IST)** and shall end on **Friday, February 21, 2025, at 5.00 P.M. (IST)**.

Since as per aforesaid MCA Circulars members can vote through remote e-voting process, members are requested to read the e-voting and other instructions as set out in this notice. Remote e-voting shall not be allowed beyond **Friday, February 21, 2025, at 5.00 P.M. (IST)**.

The last date of e-voting, i.e. **Friday, February 21, 2025, at 5.00 P.M. (IST)**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of the conclusion of the voting i.e., on or before **February 25, 2025 (Tuesday)**, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Company will also display the results of e-voting at the Registered Office of the Company.

SPECIAL BUSINESS

- 1. To approve the appointment of Mr. Rajesh Sawhney, (DIN:01519511) as an Independent Director of the Company for a period of 5 years from January 8, 2025**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED THAT Mr. Rajesh Sawhney (DIN: 01519511), who was appointed by the Board of Directors as an Additional Director of the Company effective January 08, 2025 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED THAT pursuant to Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajesh Sawhney, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing January 08, 2025 through January 07, 2030."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit.

2. To approve the continuation of Directorship of Mr. Chinnikrishnan Ranganathan (DIN: 00550501) as Non-Executive Non Independent Director with effect from January 27, 2025 after retirement as an Independent Director

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 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or reenactment thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the continuation of Directorship of Mr. Chinni Krishnan Ranganathan (DIN: 00550501) as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, with effect from January 27, 2025 after retirement as an Independent Director.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorised to do all necessary acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution.”

By Order of the Board of Directors,

For Matrimony.com Ltd

Sd/-

Vijayanand Sankar
Company Secretary

Place: Chennai

Date: January 8, 2025

CIN: L63090TN2001PLC047432

**Registered Office: No.94, TVH Beliciaa
Towers,**

Tower II, 5th Floor, MRC Nagar,

Raja Annamalaipuram, Chennai - 600028

E-mail: investors@matrimony.com

Website: www.matrimony.com

NOTES:





1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, January 17, 2025 (“**Cut-off Date**”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“**DPs**”).
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, January 17, 2025.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company's website at www.matrimony.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>.
7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 form with the company or the registrar and transfer agent. However, for the shares held in demat form, members are requested to write to their respective DPs.
8. The Company has engaged the services of KFin Technologies Limited ("KFin") as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Thursday, January 23, 2025
End of e-voting	Upto 5:00 p.m. (IST) on Friday, February 21, 2025

10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, February 21, 2025 subject to receipt of the requisite number of votes in favour of the resolution.
13. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to company's email id compliance@matrimony.com
14. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at karthik.v.ganapathy@gmail.com with a copy marked to evoting@kfintech.com.
15. **The procedure for e-voting is as under:**
 - i) [Method of login / access to Depositories \(NSDL / CDSL\) e-voting system in case of individual members holding shares in demat mode](#)

Type of member	Login Method
Individual members holding securities in	A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.

<p>demat mode with NSDL</p>	<p>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</p> <p>iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</p> <p>v. Click on company name, i.e., 'Matrimony.com Limited', or e-voting service provider, i.e., KFin.</p> <p>vi. Members will be re-directed to KFin's website for casting their vote during the e-voting period.</p> <p>B. Instructions for those Members who are not registered under IDeAS:</p> <p>i. Visit https://eservices.nsd.com for registering.</p> <p>ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com/.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e., 'Matrimony.com Limited', or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period.</p> <p>C. NSDL Mobile App</p> <p>i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</p> <p>i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com.</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide Demat Account Number and PAN.</p>

	<ul style="list-style-type: none"> iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Matrimony.com Limited' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. <ul style="list-style-type: none"> i. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. ii. Click on options available against Matrimony.com Limited or KFin. iii. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/. ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Matrimony.com Limited and click on "Submit".

Type of member	Login Method
	<p>vii. 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, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to karthik.v.ganapathy@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</p>
<p>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p>

Type of member	Login Method
	For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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16. 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 <https://evoting.kfintech.com>. In case of any queries / concern / grievances, you may contact Shri. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).
17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out material facts relating to the business mentioned in the accompanying Notice dated January 8, 2025.

ITEM NO 1:

The Board of Directors of the Company in its meeting held on January 8, 2025, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, considered and approved the appointment of Mr. Rajesh Sawhney (DIN: 01519511) as an Additional and Independent Director of the Company subject to the approval of members, in terms of Section 149 of the Act and the applicable provisions of SEBI Listing Regulations, for a period of five consecutive years effective January 8, 2025, who shall not be liable to retire by rotation.

Pursuant to Section 150 of the Act and Regulation 17(1C) and 25(2A) of SEBI Listing Regulations, the Company is required to obtain approval of the members for the appointment of a person on the Board of Directors within a period of three months from the date of appointment through a special resolution. The Company has received Notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Rajesh Sawhney to the office of Independent Directorship under the Act and SEBI Listing Regulations.

The Company has received from the above Directors (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming their eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajesh Sawhney fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. Rajesh Sawhney as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday & Sunday till February 21, 2025. The Board considers that his association would be of immense benefit to the Company based on his experience in in the field of media, entertainment, Telecommunications, and internet industry and it is desirable to avail the services of Mr. Rajesh Sawhney as an Independent Director.

The Board recommends the appointment of Mr. Rajesh Sawhney as an Independent Director for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. Rajesh Sawhney, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 1 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is below.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Mr. Rajesh Sawhney
Date of Birth & Age	February 02, 1966 58 Years
Qualification	He holds a bachelor’s degree in engineering (electronics and communication) from University of Delhi and a master’s degree in management studies from University of Bombay.
Terms and Conditions of appointment/	Non-Executive Independent Director, Not liable to retire by rotation

re-appointment				
Details of Remuneration sought to be paid	Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings and commission if approved by the Board to all the Directors			
Last Remuneration drawn (Per Annum)	Not Applicable			
Experience & Expertise	He has experience in the field of media, entertainment, Telecommunications, and internet industry.			
Date of first appointment on the Board	January 8, 2025			
No. of shares held (including shareholding as a beneficial owner)	Nil			
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None			
Number of Board Meetings attended during the Financial Year 2024-2025 till despatch of the notice of the postal ballot	Nil			
Directorships held in other companies (including Listed entities in which the person also holds the directorship)	<p>Listed Companies</p> <ol style="list-style-type: none"> India MART Inter MESH Limited Le Travenues Technology Limited Matrimony.com Limited <p>Other Companies</p> <ol style="list-style-type: none"> RRA Media & Entertainment Private Limited Chintee Software Private Limited Inner Chef Private Limited Gastrotope Private Limited Neilsoft Limited 			
Chairman/ Member of the Committee of the Board of Directors of the Company	Audit Committee – Member Nomination & Remuneration Committee – Member			
Committee position held in other Companies	S. No.	Name of Company	Name of Committee	Position Held (Chairman/Member)
	1.	India MART Inter MESH Limited	Nomination and Remuneration Committee	Member
			Audit Committee	Member
			Risk Management Committee	Member
			Investment & Finance Committee	Chairman
			Committee of Independent Directors	Member
	2.	Le Travenues Technology Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member

			Stakeholder Relationship Committee	Chairman
	3.	Neilsoft Limited	Nomination and Remuneration Committee	Chairman
			IPO Committee	Member
Listed entities resigned as Director in the past three years	NIL			

ITEM NO 2:

Mr. Chinnikrishnan Ranganathan, aged 64, has a Bachelors Degree in Chemistry and after a short stint in the family business, he set up “Chik India”. The Company began its journey as Beauty Cosmetics and was renamed CavinKare Pvt. Ltd in 1998. It manufactures and markets many products under various brands including iconic brands like Chik, Spinz, Meera, Nyle, Raaga Professional, Karthika, Indica, Cavin’s, Ruchi, Chinnis, Maa, Garden, Buds and Berries both in domestic and international markets. He is the Chairman and Managing Director of CavinKare Pvt. Ltd (CKPL). CKPL has pioneered the concept of 'Unisex Salons' in India with country’s most popular organized beauty salon brands – Green Trends and Limelite under its salon division, which has a clear-cut focus on providing personal styling and beauty solutions to everyone. Mr. Chinnikrishnan Ranganathan was the past Chairman of the Confederation of Indian Industries, Southern Region and Past President of All India Management Association and Madras Management Association. He was also the former President of TiE– Chennai Chapter. He is one of the founder-members of the Ability Foundation – an NGO working towards the rehabilitation of the disabled. He instituted CAVINKARE ABILITY AWARDS to celebrate annually the exemplary spirit of rare breed of individuals who have risen above their physical limitations to display that attitude is everything. He also instituted an annual CHINNIKRISHNAN INNOVATION AWARDS to encourage small entrepreneurs in memory of his father Shri.R.Chinnikrishnan, the man who pioneered the sachet revolution.

Mr. Chinnikrishnan Ranganathan was originally appointed as Additional Director (Non-Executive) of the Company on October 17, 2014. He was confirmed as Director and was also appointed as Independent Director by the Shareholders of the Company at their meeting held on January 27, 2015. He held two consecutive terms as Independent Director and the current term is stated to expire on January 26, 2025. The Board of Directors of the Company in its meeting held on January 8, 2025, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, considered and approved the continuation of Directorship of Mr. Chinnikrishnan Ranganathan (DIN: 00550501) as Non-Executive Non-Independent Director of the Company subject to the confirmation by shareholders by way of Ordinary Resolution as per applicable provisions of SEBI Listing Regulations, effective January 27, 2025, who shall be liable to retire by rotation.

Except for Mr. Chinnikrishnan Ranganathan, no other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out in Item No. 2 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is below.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed:

Name of the Director	Mr. Chinnikrishnan Ranganathan			
Date of Birth & Age	May 01, 1960 64 Years			
Qualification	Holds Bachelors Degree in Chemistry			
Terms and Conditions of appointment/ re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation effective January 27, 2025			
Details of Remuneration sought to be paid	Sitting Fee to be paid, as director, for attending the Meetings of Board and Committees Meetings and commission if approved by the Board to all the Directors			
Last Remuneration drawn (Per Annum)	4 lakhs (FY 25 till date) by way of sitting fees as an Independent Director			
Experience & Expertise	Entrepreneurship, Business Development, Transformation & Remodelling, Strategy Management, Marketing Management, Branding, Corporate Social Responsibility and Industrial Relationship Management			
Date of first appointment on the Board	October 17, 2014			
No. of shares held (including shareholding as a beneficial owner)	Nil			
Relationship with other Directors, Manager, and Other key Managerial Personnel of the Company	None			
Number of Board Meetings attended during the Financial Year 2024-2025 till the despatch of the notice of the postal ballot	4 meetings			
Directorships held in other companies (including Listed entities in which he also holds the directorship)	<p>Listed Companies Matrimony.com Limited The Ramco Cements Limited</p> <p>Other Companies Cavinkare Private Limited Cavinkare Products Private Limited Cavin Solai Private Limited Cavin International Private Limited Integra Software Services Private Limited Cavin Infotech Private Limited Hema's Enterprises Private Limited CKR Retail Private Limited</p>			
Chairman/ Member of the Committee of the Board of Directors of the Company	NA			
Committee position held in other Companies	S. No.	Name of Company	Name of Committee	Position Held (Chairman/Member)
	NIL			
Listed entities resigned as Director in the past three years	TVS SUPPLY CHAIN SOLUTIONS LIMITED			

By Order of the Board of Directors,

For Matrimony.com Ltd

Sd/-

Vijayanand Sankar

Company Secretary

Place: Chennai

Date: January 8, 2025

CIN: L63090TN2001PLC047432

Registered & Corporate Office: No.94, TVH Beliciaa Towers, Tower II, 5th Floor,
MRC Nagar, Raja Annamalaipuram, Chennai-600028,

E-mail: investors@matrimony.com; Website: www.matrimony.com