

September 11, 2024

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: BSE Scrip code: 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 | Approval for Buyback of Equity Shares of the Company |
| 2. | Date of Completion of despatch of postal ballot | September 11, 2024 |
| 3. | Date of commencement of e-voting | September 12, 2024 |
| 4. | Date of end of e-voting | October 11, 2024 |

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.09/2023 dated 25th September, 2023 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") by way of Special Resolution, is sought via Postal Ballot through e-voting only (voting through electronic means) in respect of the following item :-

Approval for Buyback of Equity Shares of the Company

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 6th September, 2024 ("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 V Suresh (Membership No. FCS 2969, CP No 6032) 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, September 12, 2024, at 09.00 A.M. (IST)** and shall end on **Friday, October 11, 2024, 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, October 11, 2024, at 5.00 P.M. (IST)**.

The last date of e-voting, i.e. **Friday, October 11, 2024, 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 **October 15, 2024 (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

Approval for Buyback of Equity Shares of the Company

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

“RESOLVED THAT in accordance with the Article 61 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), the stock exchanges on which the Equity Shares of the Company are listed (**“Stock Exchanges”**), Reserve Bank of India (**“RBI”**) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and subject to the approval by the shareholders by way of a special resolution through postal ballot, the consent of shareholders be and is hereby accorded for the Buyback by the Company of 7,02,439 (Seven Lakhs Two Thousand Four Hundred and Thirty Nine Only) fully paid up equity shares of the face value of ₹ 5 (Rupees Five Only) each (hereinafter referred to as the **“Equity Shares”** or **“Shares”**), representing 3.16% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2024, at a buyback price of ₹ 1,025 (Rupees One Thousand and Twenty Five only) per fully paid-up Equity Share payable in cash (**“Buyback Price”**) for an amount not exceeding ₹ 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (**“Transaction Costs”**) (such amount hereinafter referred to as the **“Buyback Size”**), representing 24.85% and 24.98% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated basis, respectively as on March 31, 2024, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (**“Record Date”**), on a proportionate basis through **“Tender Offer”** route as prescribed under the SEBI Buyback Regulations (the **“Buyback”**).

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Buyback of Equity Shares from the existing shareholders/beneficial owners of Equity Shares of the Company as on Record Date (“**Eligible Shareholders**”), shall be on a proportionate basis through Tender Offer, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations (“**Small Shareholders**”) as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “**Mechanism for acquisition of shares through Stock Exchange**” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company’s current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder from the concerned authorities including the Reserve Bank of India (“RBI”), and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s) / director(s) / officer(s) / authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to making all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the public announcement, draft letter of offer/letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow arrangements as required in terms of the SEBI Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buyback Regulations; extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required in connection with the Buyback with SEBI, the Stock Exchanges, Registrar of Companies, Tamil Nadu at Chennai, depositories and/or other Appropriate Authorities as may be required from time to time;

RESOLVED FURTHER THAT no information or material that is likely to have a bearing on the decision of investors to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld or amount to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Act and the SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Member

to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law;

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.”

By Order of the Board of Directors,

For Matrimony.com Ltd

Sd/-

Vijayanand Sankar
Company Secretary

Place: Chennai

Date: September 5, 2024

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, September 6, 2024 (“**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, September 6, 2024.
5. A person who is not a member as on the cut-off date should treat this Notice for information


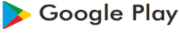


purpose only.

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, September 12, 2024 |
| End of e-voting | Upto 5:00 p.m. (IST) on Friday, October 11, 2024 |

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, October 11, 2024 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 vsassociates16@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 demat mode with NSDL | 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.iii. A new page will open. Enter the existing user id and password for accessing IDeAS.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. |

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| | <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> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. 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. 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. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. 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>C. NSDL Mobile App</p> <ol style="list-style-type: none"> i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience. <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> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. 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>B. Instructions for users who have not registered for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide Demat Account Number and PAN. 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. |

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| | 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> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>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.</p> <p>ii. Click on options available against Matrimony.com Limited or KFin.</p> <p>iii. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</p> |
| 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> <p>i. Launch internet browser by typing the URL: https://evoting.kfintech.com/.</p> <p>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.</p> <p>iii. After entering these details appropriately, click on "LOGIN".</p> <p>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.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Matrimony.com Limited and click on "Submit".</p> <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</p> |

| Type of member | Login Method |
|--|---|
| | <p>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 / FIIIs / 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 vsassociates16@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> <p>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.</p> |

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

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| 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 September 5, 2024.

Item No. 1- Approval for Buyback of Equity Shares of the Company.

With an objective of improving return on equity through distribution of surplus funds which are over and above the Company’s capital requirements and current investment plans, the Board at its meeting held on September 5, 2024 has approved the proposal of recommending Buyback of Equity Shares of the Company as contained in the Resolution in the Notice.

As per the relevant provisions of the Act and other applicable provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company’s Equity Shares.

Requisite details relating to the Buyback are given below:

1. Details of the Buyback including date of the Board meeting at which proposal for Buyback was approved by the Board of Directors of the Company

The Board at its meeting held on September 5, 2024 has (“**Board Meeting**”), subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 5 (Rupees Five only) each (“**Equity Shares**”), for an amount not exceeding ₹ 7,200 lakhs (Rupees Seven Thousand Two Hundred Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any) that may be applicable on the Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (“**Transaction Costs**”) (such amount hereinafter referred to as the “**Buyback Size**”), being 24.85% and 24.98% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2024, at a buyback price of ₹ 1,025 (Rupees One Thousand and Twenty Five only) per Equity Share (“**Buyback Price**”), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (“**Record Date**”), through the “Tender Offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (“**Buyback**”), subject to 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buyback Regulations through the “**Tender Offer**” route as prescribed under the SEBI Buyback Regulations and circulars issued thereunder, including the “**Mechanism for acquisition of shares through Stock Exchange**” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buyback through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buyback Regulations, as amended from time to time.

At the Buyback Price i.e. ₹ 1,025 (Rupees One Thousand and Twenty Five Only) per Equity Share and for Maximum Buyback Size i.e. ₹ 7,200 lakhs (Rupees Seven Thousand Two Hundred Lakhs only), indicative maximum number of Equity Shares proposed to bought back would be 7,02,439 Equity Shares (“**Indicative Maximum Buyback Shares**”). However, the actual Equity Shares bought back under the Buyback shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

The Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the

Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the shareholders of the Company, for the Buyback, by way of a Special Resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution No. 1 provided in this Notice.

2. Necessity for the Buyback

The Company has been generating significant amounts of cash on an ongoing basis and is a debt free entity. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
- iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. Maximum amount required under the Buyback, its percentage of the total paid-up Equity Share capital and Free Reserves and the sources of funds from which the Buyback would be financed

The maximum amount required for Buyback will not exceed ₹ 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.85% and 24.98% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2024 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its Free Reserves or securities premium account and/or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The payments shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

4. Maximum Buyback Price and the basis of arriving at the Maximum Buyback Price

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,025 (Rupees One

Thousand and Twenty Five Only) per equity share. The Maximum Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share. However, the Board/Buyback Committee is authorized to determine the specific price, the number of equity shares and other related particulars at which the Buyback will be made at the time of the Public Announcement for Buyback to the eligible shareholders.

The Maximum Buyback Price represents:

- i) premium of 60.16% and 60.21% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding September 2, 2024, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("**Intimation Date**") ; and
- ii) premium of 38.20% and 38.26% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and
- iii) premium of 37.57% and 37.41% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
- iv) premium of 27.48% and 26.91% over the closing price of the Equity Share on BSE and NSE, respectively, as on September 5, 2024, being the Board Meeting Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 745.05 and ₹ 745.95 and as on the Board Meeting Date was ₹ 804.05 and ₹ 807.65 on the BSE and the NSE, respectively.

It may be noted however that in terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and accordingly proportionately reduce the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size.

5. Maximum number of securities that the Company proposes to Buyback

At Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 7,02,439 fully paid-up Equity Shares, representing 3.16% of the fully paid-up Equity Shares of the Company as on 31st March 2024. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

6. Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the shareholders holding Equity Shares of the Company through the "**Tender Offer**" route, as prescribed under the SEBI Buyback Regulations as per the Mechanism for acquisition of shares through Stock Exchange as prescribed by SEBI from time to time. The Buyback will be implemented in accordance with the Act and rules thereunder to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the SEBI Buyback Regulations, the Board/Buyback Committee will announce the Record Date for determining the Eligible Shareholders. In due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender/Offer.

Form indicating the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- a. Reserved category for Small Shareholders; and
- b. General category for all other shareholders

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on recognized stock exchange in which highest trading volume in respect of such Equity Shares is recorded, as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the respective category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholder, if any.

The maximum Equity Shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the Equity Shares tendered under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021, or such other circulars or notifications, as may be applicable. The Company shall buy-back the Equity Shares tendered in physical form by Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident Eligible Shareholders.

7. Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of special resolution detailed in this Postal Ballot Notice.

8. Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up Equity Share capital and Free Reserves based on Standalone and Consolidated Financial Results as on March 31, 2024 is ₹ 28,972 Lakhs and ₹ 28,821 Lakhs respectively. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up Equity Share capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company as at March 31, 2024 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only) and is therefore within the above-mentioned limit.

Further, in terms of the Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company in that financial year.

9. The aggregate shareholding of the Promoters and members of the Promoter Group, Director, Key Managerial Personnel and of persons who are in control of the Company as on the date of this Notice

The aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the Board Meeting Date and the date of this Postal Ballot Notice, i.e., September 5, 2024, are as follows:

| Sr. No. | Name of the shareholder | Nos. of Equity Shares held | % of Shareholding |
|---------|-------------------------|----------------------------|-------------------|
| 1 | Mr. J Murugavel . | 1,14,81,016 | 51.57% |
| 2 | Mrs. Deepa M . | 4007 | 0.02% |
| 3 | Mr. J Ravi | 1 | - |

Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Name of the shareholder | Nos. of Equity Shares held | % of Shareholding |
|---------|----------------------------|----------------------------|-------------------|
| 1 | Mr. Milind Shripad Sarwate | 5,324 | 0.02% |
| 2 | Mr. Sushanth S Pai | 14,406 | 0.06% |
| 3 | Mr. S Vijayanand | 1 | - |

Except as stated above, none of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company.

10. Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoters and members of Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company for a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. , September 5, 2024 (date of this notice)

Except as provided below, no Equity Shares of the Company have been purchase/sold by Promoters/any members of the Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was approved:

| Sr. No. | Name of the shareholder | Aggregate number of Equity Shares purchased / sold | Nature of Transaction | Minimum Price (₹) | Date of Minimum Price | Maximum Price (₹) | Date of Maximum Price |
|---------|-------------------------|--|-----------------------|-------------------|-----------------------|-------------------|-----------------------|
| NIL* | | | | | | | |

*The share allotment committee at their meeting held on September 5, 2024 had approved the allotment of 1250 equity shares of the Company pursuant to exercise of employee stock options granted to Mr. Sushanth Pai, Chief financial Officer (Key Managerial Personnel) at an exercise price of Rs. 336.40.

11. Intention of Promoter and Promoter Group to participate in Buyback

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group shareholders have expressed their intention not to participate in the Buyback vide their letters dated September 5, 2024.

12. The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the

Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

13. The Company hereby confirms that there are no defaults (either in the past or subsisting) subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company.

14. Confirmations from the Board of Directors of the Company

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

- i) That immediately following the Board Meeting held on September 5, 2024 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
- ii) That as regards the Company's prospects for the year immediately following the Board Meeting held on September 5, 2024 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended.

15. Confirmation from the Company as per the provisions of the SEBI Buyback Regulations and the Act:

The Board confirms that:

- (a) All the Equity Shares for Buyback are fully paid up;
- (b) The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (c) The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (d) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.
- (e) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (f) The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (g) The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;

- (h) The Maximum Buyback Size i.e., 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024;
- (i) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;
- (j) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (k) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- (l) The buyback shall be completed within a period of one (1) year from the date of passing of this special resolution approving the buyback through postal ballot;
- (m) As required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback;
- (n) There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- (o) In case any such default has ceased to subsist, a period of more than three years has lapsed.
- (p) The Company shall not directly or indirectly facilitate the Buyback:
 - (i) through any subsidiary company including its own subsidiary company; or
 - (ii) through any investment company or group of investment companies.
- (q) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (r) The consideration for the Buyback shall be paid only by way of cash;
- (s) That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of the Board meeting dated September 5, 2024;
- (t) The Company shall not allow Buyback of its shares unless the consequent reduction of its share capital is affected;
- (u) The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;
- (v) The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation;
- (w) As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Resolution passed on September 5, 2024 till the closing of the Buyback offer;
- (x) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the

buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;

- (y) The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

16. Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency

The text of the Report dated September 5, 2024 of B.S.R. & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

The Board of Directors
Matrimony.Com Limited
No. 94, TVH Beliciaa Towers,
Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram,
Chennai – 600028

Dear Sir/ Madam,

Subject: Statutory Auditors' Report in respect of the proposed buy-back of equity shares by Matrimony.Com Limited (the "Company") as per Companies Act, 2013 in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

1. This report is issued in accordance with our engagement letter dated September 02, 2024.
2. The Board of Directors of Matrimony.Com Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on September 05, 2024 ("Board Meeting"), subject to the approval of shareholders' by special resolution, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").
3. We have been requested by the Company to provide a report on the accompanying Statement of permissible capital payment (hereinafter referred to as the "Statement" / "Annexure A") in connection with the proposed buy-back by the Company of its equity shares in pursuance of the provisions of Act and SEBI Buy-back Regulations.
4. The Statement is prepared by the Management of the Company, which we have initialled for identification purpose only.

Management's and Board of Director's Responsibility for the Statement

5. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities and will not be rendered insolvent within a period of one year from the date of the Board Meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

7. Pursuant to the requirement of the SEBI Buy-back Regulations, it is our responsibility to obtain reasonable assurance whether :
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024 (the "Audited Financial Statements");
 - ii. the amount of the permissible capital payment as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68(2) of the Act and SEBI Buy-back Regulations, as applicable; and
 - iii. the Board of Directors of the Company in their meeting dated September 05, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Examined authorisation for buy-back from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68(2) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations;
 - iii. Examined that all the shares for buy-back are fully paid-up;
 - iv. Inquired into the state of affairs of the Company with reference to the Audited financial statements of the Company. ;
 - v. Obtained declaration of solvency as approved by the board of directors on September 05, 2024 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-back Regulations;
 - vi. Obtained appropriate representations from the Management of the Company.
9. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes, issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
10. The Audited financial statements referred to in paragraph 7 above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

13. Based on inquiries conducted and our examination as above, we report that:

- i. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements as at and for the year ended March 31, 2024.
- ii. the Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 7,200 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 7,205 lakhs as computed in Annexure A, which has been properly determined in accordance with Section 68(2) of the Act and SEBI Buy-back regulations; and
- iii. The Board of Directors in their meeting held on September 05, 2024 has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of aforesaid Board Meeting.

14. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restrictions on Use

15. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company in relation to the proposed Buy-back in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to include in Public Announcement, letter of offer and other documents pertaining to buy-back to be made to a) the shareholders of the Company; b) to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and (ii) for providing to the merchant banker to the Buy-back, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for B S R & Co. LLP

Chartered Accountants

Firm Registration Number: **101248W/W-100022**

K Sudhakar

Partner

Membership No.: 214150

UDIN: 24214150BKETCB6317

Place: Chennai

Date: September 05, 2024

Annexure A

Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buy-back of equity shares of Matrimony. Com Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the "Act") and Regulation 4(i) of the SEBI Buy-back Regulations ("the Statement") based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024

Amount in Rs. lakhs

| Particulars | Standalone | Consolidated |
|--|-------------------|---------------------|
| A. Paid-up equity share capital as at March 31, 2024 (2,22,60,461 equity shares of Rs. 5 /- each fully paid-up) * | 1,113 | 1,113 |
| B. Free reserves# as at March 31, 2024: | 27,859 | 27,708 |
| -Retained Earnings * | 24,163 | 24,012 |
| -Securities Premium account * | 3,696 | 3,696 |
| Total paid up equity share capital and free reserves as at March 31, 2024 (A+B) | 28,972 | 28,821 |
| Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buy-back Regulations (25% of the total paid up equity share capital and free reserves) | 7,205 | |
| Maximum amount permitted by Board Resolution dated September 5, 2024 approving buy-back, subject to shareholders' approval by special resolution, based on the audited financial statements as at and for the year ended March 31, 2024. | 7,200 | |

* The amount of equity share capital and free reserves (including securities premium) have been extracted from the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024.

Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013.

For **Matrimony.Com Limited**

For **Matrimony.com Limited**

Sd/-
Murugavel Janakiraman
Managing Director
DIN: 00605009

Sd/-
Deepa Murugavel
Non-Executive Director
DIN: 00725522

Place: Chennai
Date: September 5, 2024

Unquote:

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Report dated September 5, 2024 and the audited standalone and consolidated financial statements as at March 31, 2024 are available for inspection by the shareholders of the Company at its Registered Office on any working day between 10:00 a.m. and 4:00 p.m. to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for the Buyback is in the interest of the Company and its shareholders holding Equity Shares of the Company. The Directors, therefore, recommend the special resolution as set out in the accompanying Notice for approval by the shareholders.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company, as applicable.

17. Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s).

Not applicable to the Company

By Order of the Board of Directors,

For Matrimony.com Ltd

**Sd/-
Vijayanand Sankar
Company Secretary**

Place: Chennai

Date: September 5, 2024

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