

April 08, 2022

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No: C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

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 / NSE Symbol: MATRIMONY

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 sale of land acquired through the proceeds of fresh issue of Initial Public Offering (IPO) and consequent alteration of one of the objects of IPO of the equity shares of Rs. 5/- each of the Company for which amounts were raised
2.	Date of Completion of despatch of postal ballot	On 8th April 2022 to the members whose email addresses are registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3.	Date of commencement of e-voting	9th April, 2022
4.	Date of end of e-voting	8th May, 2022

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**



S.Vijayanand

Company Secretary & Compliance Officer

ACS: 18951

**No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram
Chennai – 600028**

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

Corporate & Registered Office : No. 94 TVH Beliciaa Towers, Tower 2, 5th Floor, MRC Nagar, Raja Annamalai Puram, Chennai, Tamil Nadu – 600 028-
Phone: 044 - 4900 1919, 044 - 3095 3095

matrimony.com



MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

Registered Office: No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, 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, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, (the "**MCA Circulars**"), including any statutory modifications, amendments or re-enactment(s) thereof for the time being in force, that the Resolution appended below is proposed to be passed as a Special Resolution by the Members of Matrimony.com Limited (the "**Company**") by means of postal ballot ("**Postal Ballot**") only through electronic means ("**remote e-voting**").

For avoidance of any doubt due to the general understanding of 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. 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 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 and 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.

An Explanatory Statement pursuant to the provisions of Section 102 of the Act and other applicable provisions, read with the respective Rules and the MCA Circulars, is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.matrimony.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 Private Limited ('**KFin**') for the purpose of providing remote e-voting facility to all its Members. Remote e-voting shall commence from **Saturday, April 09, 2022, at 9.00 A.M. (IST)** and shall end on **Sunday, May 08, 2022, 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.

SPECIAL BUSINESS

Approval for sale of land acquired through the proceeds of fresh issue of Initial Public Offering (IPO) and consequent alteration of one of the objects of IPO of the equity shares of Rs. 5/- each of the Company for which amounts were raised

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended (**“Companies Act”**), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, each as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded for variation of the object no. 2, namely, **“Purchase of land for construction of office premises in Chennai”** (**“Object No. 2”**) as described in the Prospectus dated September 14, 2017 of the Company registered with Registrar of Companies, Tamil Nadu at Chennai (**“Prospectus”**) in relation to the initial public offering of equity shares of Rs.5/- each of the Company (**“IPO”**).

RESOLVED FURTHER THAT the approvals of the members of the Company be and hereby accorded for sale of the land purchased out of the proceeds of the fresh issue component of the IPO in terms of Object No. 2 and for utilization of the amounts realized through the sale of such land by the Company towards advertising and business promotion activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

By Order of the Board of Directors,

For Matrimony.com Ltd

Vijayanand Sankar
Company Secretary

Place: Chennai
Date: March 31, 2022
CIN: L63090TN2001PLC047432
Registered Office: No.94, TVH Beliciaa Towers,
Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram
E-mail: investors@matrimony.com
Website: www.matrimony.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (**“Act”**) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out the material facts for the proposed Resolution is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated

September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, (the “**MCA Circulars**”), the Postal Ballot Notice is being published/displayed/sent for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, April 1, 2022, (“Cut-off Date”)** and also who have registered their e-mail IDs with the Company/Depositories. A person who is not a member as on April 1, 2022, should treat this Postal Ballot Notice for information purposes only. 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 Private Limited (“**KFin**”) at www.kfintech.com.

3. The Postal Ballot Notice is being sent only through electronic mode to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on April 1, 2022, (“**Cut-off Date**”) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said Cut-off Date.
4. Only a Member holding equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the respective Rules, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed KFin for facilitating remote e-voting mechanism to enable the physical Shareholders and Non-individual Members of the Company to cast their votes electronically and the individual shareholders having shares in electronic/demat mode shall vote through e-voting platform of NSDL/CDSL as may be applicable.
6. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. **Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.**
7. **PROCEDURE FOR OBTAINING THE POSTAL BALLOT NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES IN CASE OF SHARES HELD IN DEMATERIALISED FORM OR WITH REGISTRAR AND TRANSFER AGENT IN CASE OF PHYSICAL SHARE FOLIOS:**
 - (a) Member may send an e-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self- attested PAN copy, DP ID/Client ID details in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
 - (b) The shareholders are requested to register their email addresses, in respect of electronic holdings with the Depository also through their concerned Depository Participants and in respect of physical holdings, with the Company’s Registrar and Share Transfer Agent of the Company viz. KFin Technologies Private Limited, Selenium Building, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 by following due procedure as stated hereinbefore under para no. 7.
 - (c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent to enable timely servicing of notices / documents / Annual Reports etc. electronically to their email address.
 - (d) Members are requested to visit the website of the Company at www.matrimony.com or the website of the Registrar and Transfer Agent www.kfintech.com for downloading the Postal Ballot Notice, if required.

8. The Company has engaged the services of KFin for the purpose of providing remote e-voting facility to the Members, as may be applicable.
9. The remote e-voting period commences on **Saturday, April 09, 2022, at 9:00 A.M. (IST)** and ends on **Sunday, May 08, 2022, at 5:00 P.M. (IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off Date, being Friday, April 1, 2022, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned hereinbelow. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
10. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date viz. Friday, April 1, 2022.
11. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

THE E-VOTING process/instruction is divided into two parts viz E-voting in case of

- (i) Physical Shareholders & Non-Individual Shareholders (Physical / Demat)**
- (II) Individual Shareholders having shares in electronic / demat mode**

and are stated as hereunder:

INSTRUCTION FOR REMOTE E-VOTING

(i) In case of Physical Shareholders & Non-Individual Shareholders (Physical / Demat):

- a. Initial password is provided in the body of the e-mail.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the log in credentials i.e., User ID and password mentioned in your e-mail. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you are required to mandatorily change your 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT. Select Matrimony.Com Limited
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the aforesaid cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.

- k. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Pvt. Ltd. on 1800 309 4001 (toll free).
- l. Any person who happen to be a Member of the Company as on the cut-off date viz. April 1, 2022, and do not have user ID/Password, such member(s) may obtain the USER ID and Password for e-voting in the following manner or may write an email on einward.ris@kfintech.com for obtaining support in this regard.
 - a. 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+ Folio No. (in case of physical shareholders) or DP ID Client ID (in case of shareholders holding shares in dematerialised form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXX1234567890

- b. If e-mail address or mobile number 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.
- c. Member may call KFin toll free number 1-800-3094-001 for all e-voting related issues/matters.
- d. Member may send an e-mail request to einward.ris@kfintech.com for support related to e-voting matter.

(ii) In case of Individual Shareholders having shares in electronic / demat mode:

Such shareholder(s) may refer the e-voting process mandated for them vide SEBI Circular No. SEBI/NO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, if required and should follow following process for remote e-voting:

Login method for e-Voting:

As per the said SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The remote e-voting process of the Depositories viz NSDL and CDSL are different which are stated below to facilitate the members for e-voting depending on the depository with whom they are concerned with related to their shareholding.

NSDL	CDSL
1. User already registered for IDeAS facility: ** I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/Idea sDirectReg.jsp II. Proceed with completing the required fields. ** (Post registration is completed, follow the process as stated in point no. 1 above)	1. Existing user who have opted for Easi / Easiest ** I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. ** (Post registration is completed, follow the process as stated in point no. 1 above)
3. First time users can visit the e-Voting website directly and follow the process below: I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	3. First time users can visit the e-Voting website directly and follow the process below: I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress. V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat/electronic mode) can also login through their Depository Participants (DPs) as per following process.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

HELPDESK

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can 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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

VOTING RESULTS:

- i. The Scrutiniser shall, immediately after the conclusion of voting, count the votes cast during Postal Ballot through remote e-voting and make a Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect within 2 working days of the conclusion of the voting period, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutiniser's report shall be placed on the Company's website at www.matrimony.com and on the website of R&T Agent KFin viz. <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Ltd. where the shares of the Company are listed.

OTHER INSTRUCTIONS:

- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. B Venkata Kishore (Unit: Matrimony.Com Limited) of KFin Technologies Private Limited, Selenium Tower, Plot 31 & 32, Gachibowli Financial District, Nanakramguda. Hyderabad - 500032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no 040-67162222 or call KFin's toll free No. 1-800-3094-001 for any further clarification(s) in the subject matter/e- voting.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- If e-mail address or mobile number 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 new password.
- Member may call KFin toll free number 1800-3094-001 for any assistance.
- Member may send an e-mail request to einward.ris@kfintech.com for any support in relation to e-voting.
- KFin shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

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 March 31, 2022.

ITEM NO.1

In relation to its initial public offering("IPO"), the Company filed a draft red herring prospectus dated May

5, 2017, a red herring prospectus dated August 29, 2017 ("RHP") and a prospectus dated September 14, 2017 ("Prospectus"). The Company had raised Rs. 121.56 Crores (excluding amount utilized towards issue expenses of Rs 8.34 crores from the public through the IPO by issue of the Prospectus for the following purposes, as was described in the Prospectus.

Particulars	Amount in ₹ Crores
Advertising and business promotion activities	20.00
Purchase of land for construction of office premises in Chennai ("Object No. 2")	42.58
Repayment of our overdraft facilities	43.34
General corporate purposes	15.64
Total	121.56

In relation to Object No. 2, i.e. purchase of land for construction of office premises in Chennai, the Company had utilized almost the entire amount allocated for the Object amounting to ₹ 42.58 Crores in the quarter ended March 31, 2018 towards purchase of the land described in the RHP and the Prospectus ("Land"). The additional amount of ₹ 3.4 lakhs which was saved due to better negotiations with the vendor before registration of the Land and hence were utilised for general corporate purposes.

The Company acquired the Land vide sale deed dated October 11, 2017. The Land is the only real-property the Company owns. The Company has been contemplating to construct an office at the proposed site since listing but could not construct an office for the following reasons.

The Company initiated the process of obtaining relevant approvals from the State Government. But the Company could not continue the process from the end of the March 2020 due to threat of Covid 19 spread. Due to the Covid 19 spread, the Company adopted work from home policy for the employees and later followed a hybrid model wherein the requirement of office space has reduced. Moreover, the lease rentals have come down drastically and the Company could negotiate better rentals across its offices in India. The Company even changed its existing registered & corporate office due to better savings on lease rental in the same building. Due to change in economic scenario post covid 19, spending money on the construction of office premises at the above location may not be a commercially prudent decision since using leased premises is more commercially attractive than building the Company's own office.

The Land has been unused since its purchase and is currently not yielding any income. Accordingly, the Company believes that rather than keeping a non-income generating asset on its books, it would be financially prudent to sell the Land and utilise the proceeds of the sale towards advertising and business promotion to scale up its business, acquire new users and expand its existing and new products and services in current and newer markets. Given the nature of its business, advertising spend is a key item of the Company's expenses. The Company's advertising and business promotion expenses had increased from ₹ 81.22 Crore in the year 2018-19 to ₹ 103.63 crore in the year 2019-20 to ₹ 137.48 crore in the year 2020-21.

In summary, while the Company utilised ₹ 42.58 crores from the IPO proceeds towards purchase of the Land in pursuance of Object No. 2, it does not intend to construct office premises on the Land as stated in the Prospectus, and instead, proposes to sell the Land and utilise the proceeds from such sale towards advertising and business promotion activities. While there is ambiguity as to whether such sale constitutes a change in the objects of the IPO, in light of the high standards of corporate governance followed by the Company, it seeks shareholders' approval (in accordance with Section 27 of the Companies Act, 2013, the rules framed thereunder and other applicable law) for sale of the Land and to utilise the proceeds of such sale for the purposes mentioned above.

The details required under the Rule 7(1) of the Companies (Prospectus and Allotment of Securities) Rules and Rule 32 of the Companies (Incorporation) Rules, 2014 are as follows:

1	The Original purpose/objects of issue	Particulars	Amount in ₹ Crores	
		Advertising and business promotion activities	20.00	
		Purchase of land for construction of office premises in Chennai	42.58	
		Repayment of our overdraft facilities	43.34	
		General corporate purposes	15.64	
		Total	121.56	

2	Total money raised/received	₹ 121.56 Crores excluding issue expenses of ₹ 8.34 Crores
3	Total money utilized for the objects of the Company stated in the prospectus and extent of achievement of the proposed Objects	₹ 121.56 Crores which is 100% However, while the Company utilised ₹ 42.58 crores from the IPO proceeds towards purchase of land in Chennai, it does not intend to construct office premises on such land as stated in the Prospectus, and instead, proposes to sell such land and utilise the proceeds from such sale towards strategic advertising and business promotion activities.
4	The unutilized amount out of the money so raised through prospectus	NIL As disclosed above, while the Company utilised ₹ 42.58 crores from the IPO proceeds towards purchase of land in Chennai, it does not intend to construct office premises on such land as stated in the Prospectus, and instead, proposes to sell such land and utilise the proceeds from such sale towards advertising and business promotion activities.
5	The particulars of the proposed alteration/variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued;	The Land acquired through the proceeds of IPO under the object <i>"Purchase of land for the construction of office premises in Chennai"</i> shall not be used by the Company for construction of office premises, although the purchase of Land as described in the Prospectus has been undertaken. Instead, such Land is proposed to be sold and resultant proceeds shall be used for advertising and business promotion activities. While the purchase of the Land as contemplated in the Prospectus was concluded, the Company wishes to bring to the notice of the shareholders that it is no longer commercially viable to build an office on that Land, and the usage of the funds received from sale of the land can be used for more optimal purposes.
6	The reason and justification for seeking variation/ alteration in the objects	The Company has been contemplating to construct an office at the Land since listing but could not construct an office for the following reasons. The Company initiated the process of obtaining relevant approvals from the State Government. But the Company could not continue the process from the end of the March 2020 due to threat of Covid 19 spread. Due to the Covid 19 spread, the Company adopted work from home policy for the employees and later followed a hybrid model wherein the requirement of office space has reduced. Moreover, the lease rentals have come down drastically and the Company could negotiate better rentals across its offices in India. The Company even changed its existing registered & corporate office due to better savings on lease rental in the same building. Due to change in economic scenario post covid 19, spending money on the construction of office premises at the above location may not be a commercially prudent decision since using leased premises is more commercially attractive than building the Company's own office. The Land has been unused since its purchase and is currently not yielding any income. Accordingly, the Company believes that rather than keeping a non-income generating asset on its books, it would be financially prudent to sell the Land and utilise the proceeds of the sale towards advertising and business promotion to scale up its business, acquire new users and expand its existing and new products and services in current and newer markets. Given the nature of its business, advertising spend is a key item of the Company's expenses. The Company's advertising and business promotion expenses had increased from ₹ 81.22 Crore in the year 2018-19 to ₹ 103.63 crore in the year 2019-20 to ₹ 137.48 crore in the year 2020-21.

7	The amount proposed to be utilized for the new object	As stated above, the amounts realized from the sale of the Land will be utilized by the Company for advertising and business promotion activities.
8	The proposed time limit within which the proposed varied objects would be achieved	The Company proposes to utilise the proceeds of sale of the Land within one year from the date of the receipt of proceeds on sale of land The Company will appoint a monitoring agency to monitor the use of proceeds from the sale of the Land. The reports and findings of the monitoring agency on the use of proceeds will be duly disseminated to the extent required under applicable laws.
9	The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company	The Company has been generating significant amounts of cash on an ongoing basis and is a debt free entity. Hence financial impact on the earnings and cash flow of the Company could be insignificant or no impact due to proposed alteration of the object. As on December 31, 2021, the Company had cash and cash equivalents of ₹ 318.5 crores and the networth stood at ₹ 298.6 crores. The Return on equity (annualised) for the period ended December 31, 2021 is 20.17%. The consolidated profit after tax (PAT) for the period ended December 31, 2021 is ₹ 41.9 Crores.
10	The place from where any interested person may obtain a copy of the notice of the resolutions to be passed	Registered Office of the Company and Company's web site i.e., www.matrimony.com
11	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	Not applicable as sub rule (3) of rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 was Omitted vide Companies (Prospectus and Allotment of Securities) Amendment Rules, 2018 dated 07.05.2018
12	The risk factors pertaining to the new objects	Market conditions, inability of the Company to identify suitable and optimal channels of marketing and business promotion (at competitive rates, or at all), performance of economy at the country and global levels, regulatory controls, unforeseen circumstances in spite of best efforts etc,
13	The other relevant information which is necessary for the member to take an informed decision on the proposed resolution	As mentioned in the notice and explanatory statement which is available

The Board recommended the Special Resolution, as set out at Item No. 1 of Postal Ballot Notice, for your approval.

None of the Directors of the Company and Key Managerial Personnel and their relatives may be deemed to be in any way concerned or interested in the above Resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors,

FOR MATRIMONY.COM LTD

VIJAYANAND SANKAR
COMPANY SECRETARY

Place: Chennai

Date: March 31, 2022

CIN: L63090TN2001PLC047432

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

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