matrimony.com

July 14, 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 Jeejheebhoy Towers Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

Sub: Updates regarding offer to Buyback not exceeding 6,52,173 fully paid equity shares of the face value of Rs. 5/- each at a price of Rs. 1,150/- per equity share on a proportionate basis through the tender offer process using Stock Exchange Mechanism ("BuyBack")

This is to inform you that Matrimony.com Limited (the "Company") has received final observation from the Securities and Exchange Board of India (SEBI) vide its letter no. SEBI/HO/CFD/DCR2/VT/OW/28248/1 dated July 12, 2022, on the Draft Letter of Offer for the Buyback dated June 30, 2022.

In accordance with the SEBI (Buy back of securities) Regulations, 1998, the Company will dispatch the Letter of Offer for the Buyback to eligible shareholders holding Equity Shares on the record date i.e July 4, 2022.

We are enclosing herewith copy of the Letter of Offer in relation to the Buyback. The Letter of Offer will also be available on the website of the Company at www.matrimony.com.

The Buyback offer period will open on Tuesday, July 26, 2022 and will close on Monday, August 8, 2022. For further information on the timeline, please refer to the Schedule of activities of the Buyback given in the Letter of Offer.

It is requested to take note of the same and acknowledge receipt of this intimation.

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

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This letter of offer is being sent to you as a registered Equity Shareholder (as defined hereinafter) of Matrimony.com Limited (the "**Company**") as on the Record Date (as defined hereinafter) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**SEBI Buyback Regulations**"). If you require any clarifications about the action to be taken, you should consult your stockbroker or your investment consultant or the Manager to the Buyback i.e. Motilal Oswal Investment Advisors Limited or the Registrar to the Buyback i.e. KFin Technologies Limited (formerly known as "KFin Technologies Private Limited"). Please refer to the section on "**Definitions of Key Terms**" for the definition of the capitalized terms used herein.*

Matrimony.com Limited
Registered & Corporate Office: No. 94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai - 600028 India
Tel. No.: +91 44 49001919 | **Website:** www.matrimony.com
Corporate Identification Number (CIN): L63090TN2001PLC047432
Contact Person: Mr. Vijayanand Sankar, Company Secretary and Compliance Officer
E-mail: investors@matrimony.com

OFFER FOR BUYBACK OF UPTO 6,52,173 (SIX LAKH FIFTY TWO THOUSAND ONE HUNDRED AND SEVENTY THREE ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5/- EACH ("EQUITY SHARES") OF MATRIMONY.COM LIMITED (THE "BUYBACK"), REPRESENTING 2.85% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, AS ON MARCH 31, 2022, FROM ALL THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE FULLY PAID-UP EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE I.E. JULY 4, 2022 ("RECORD DATE"), ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE USING THE STOCK EXCHANGE MECHANISM, AT A PRICE OF ₹ 1,150/- (RUPEES ONE THOUSAND ONE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE (THE "BUYBACK PRICE"), PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 750 MILLION (RUPEES SEVEN HUNDRED AND FIFTY MILLION ONLY), EXCLUDING TRANSACTION COSTS (THE "BUYBACK SIZE"). AS REQUIRED UNDER THE SEBI BUYBACK REGULATIONS, EQUITY SHARES TO BE BOUGHT BACK ARE DIVIDED INTO TWO CATEGORIES: (I) RESERVED CATEGORY FOR SMALL SHAREHOLDERS (AS DEFINED HEREINAFTER); AND (II) GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS

1. The Buyback is in accordance with Article 16 of the Articles of Association of the Company and Sections 68, 69 70, 110 and all other applicable provisions of the Companies Act, 2013, (the **"Act"**), and applicable rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, (**"Share Capital Rules"**), Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable, in compliance with the SEBI Buyback Regulations read with the SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), and including any amendments, statutory modifications or re- enactments thereof, for the time being in force and subject to such other approvals, permissions, consents, exemptions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, consents, exemptions and sanctions as may be required from time to time from any statutory and/ or regulatory authorities including but not limited to Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, Registrar of Companies, Reserve Bank of India, etc.
2. The Buyback Size is 24.24% and 24.36% of the aggregate paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively (the latest audited standalone and consolidated financial statements available for the financial year as on the date of the Board meeting approving the proposal of the Buyback, held on May 12, 2022) and is within the statutory limits of 25% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone and consolidated financial statements of the Company for financial year ended March 31, 2022. The Equity Shares proposed to be bought back represent 2.85% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2022.
3. The Letter of Offer will be sent to the Equity Shareholder(s)/ Beneficial Owner(s) holding Equity Shares of the Company as on the Record Date i.e. Monday, July 4, 2022.
4. The procedure for tendering Equity Shares and settlement is set out in Clause 20 *(Procedure for Tender Offer and Settlement)* on page 30 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "**Tender Form**") alongwith share transfer form (**"Form SH-4"**) is enclosed together with this Letter of Offer.
5. The procedure for Acceptance is set out in Clause 19 *(Process and Methodology for the Buyback)* on page 27 of this Letter of Offer. The payment of consideration is in cash to the Eligible Shareholders. For further details on mode of payment of consideration to the Eligible Shareholders, please refer to Clause 20 *(Procedure for Tender Offer and Settlement)* on page 30 of this Letter of Offer.
6. Equity Shareholders are advised to refer to Clause 17 *(Details of the Statutory Approvals)* and Clause 21 *(Note on Taxation)* on pages 26 and 38 respectively of this Letter of Offer, before tendering their Equity Shares in the Buyback.
7. A copy of the Public Announcement dated June 22, 2022, published on June 23, 2022, the Draft Letter of Offer and the Letter of Offer (including the Tender Form and Form No. SH-4) shall also be available on the website of the Company- www.matrimony.com and is expected to be available on the website of Securities and Exchange Board of India- www.sebi.gov.in. Further the Letter of Offer is expected to be available on the websites of NSE (www.nseindia.com), BSE (www.bseindia.com) and Registrar to the Buyback (www.kfintech.com).

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India **Tel. No.**: +91 22 7193 4380 **Email:** matrimony.buyback@motilaloswal.com **Investor Grievance E-mail**: moiaplredressal@motilaloswal.com **Website**: www.motilaloswalgroup.com **Contact person**: Kirti Kanoria/Ritu Sharma **SEBI Registration No.**: INM000011005 **CIN**: U67190MH2006PLC160583	**KFin Technologies Limited *(formerly known as "KFin Technologies Private Ltd")*** Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 **Tel No.:** +91 40 6716 2222 | **Toll free No.:** 18003094001 **Email:** matrimony.buyback@kfintech.com **Website**: www.kfintech.com **Investor Grievance Email:** einwardris@kfintech.com **Contact Person:** Mr. Murali Krishna **SEBI Registration No.:** INR000000221 **CIN:** U72400TG2017PLC117649

BUYBACK OPENS ON:	TUESDAY, JULY 26, 2022	BUYBACK CLOSES ON:	MONDAY, AUGUST 8, 2022

LAST DATE/ TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO THE BUYBACK: MONDAY, AUGUST 8, 2022 by 5.00 PM IST

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1. SCHEDULE OF ACTIVITIES

Activity	Schedule of activities	
	Date	Day
Date of the Board meeting to approve the proposal for Buyback of Equity Shares	May 12, 2022	Thursday
Date of declaration of results of the postal ballot for special resolution by the Equity Shareholders, approving the Buyback	June 21, 2022	Tuesday
Date of Public Announcement for the Buyback	June 22, 2022	Wednesday
Date of publication of Public Announcement for the Buyback	June 23, 2022	Thursday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	July 4, 2022	Monday
Buyback opens on/ date of opening of Buyback	July 26, 2022	Tuesday
Buyback closes on/ date of closing of Buyback	August 8, 2022	Monday
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar to the Buyback	August 8, 2022	Monday
Last date of verification of Tender Forms by the Registrar to the Buyback	August 8, 2022	Monday
Last date of intimation to the Designated Stock Exchange regarding Acceptance or non-acceptance of tendered Equity Shares	August 19, 2022	Friday
Last date of settlement of bids on the Designated Stock Exchange	August 22, 2022	Monday
Last date of dispatch of share certificate(s) by the Registrar to the Buyback/ unblocking/ return of unaccepted demat Equity Shares by Designated Stock Exchange to Seller Member/ Eligible Shareholders	August 22, 2022	Monday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	August 22, 2022	Monday
Last date of extinguishment of Equity Shares bought back	August 26, 2022	Friday

Note: *Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance / Accept / Accepted	Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback Offer.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars.
Act or Companies Act	The Companies Act, 2013, as amended including the rules and regulations made thereunder.
Additional Equity Shares or Additional Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholders not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles / AOA/ Articles of Association	Articles of Association of the Company, as amended from time to time
Board or Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof).
Board Meeting	Meeting of the Board of Directors of the Company held on May 12, 2022 approving the Buyback.
BOI	Body of Individuals
BSE	BSE Limited
Buyback /Buyback Offer/ Offer	Offer for buy back of up to 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three Only) Equity Shares at a price of ₹ 1,150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share, payable in cash, from the Eligible Shareholders on a proportionate basis through the Tender Offer route in terms of the SEBI Buyback Regulations read with SEBI Circulars for an aggregate amount of up to ₹ 750 million (Rupees Seven Hundred and Fifty Million Only).
Buyback Closing Date	Monday, August 8, 2022 being the last date up to which the tendering of Equity Shares by Eligible Shareholders will be allowed.

Term	Description
Buyback Committee / Share Buyback Committee / Committee	The Buy Back Committee of the Board is constituted and authorized for the purposes of the Buy Back by a resolution passed by the Board at its meeting held on May 12, 2022. The Buyback Committee comprises of Mr. Murugavel Janakiraman, Chairman & Managing Director, Mr. Milind Shripad Sarwate – Non-Executive & Independent Director and Mr. Sivaramakrishnan Meenakshi Sundaram – Non Executive & Independent Director.
Buyback Opening Date	Tuesday, July 26, 2022, being the date from which the tendering of Equity Shares by Eligible Shareholders will be allowed.
Buyback Entitlement/ Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio / percentage of Buyback applicable to such Shareholder.
Buyback Period	The period between the date of declaration of results of the postal ballot for special resolution authorizing the Buyback of the Equity Shares of the Company, till the date on which the payment of consideration to Eligible Shareholders who have accepted the Buyback offer will be made.
Buyback Price or Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty Only) per Equity Share, payable in cash.
Buyback Size/ Offer Size	Number of Equity Shares proposed to be bought back i.e. upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three Only) fully paid-up Equity Shares multiplied by the Buyback Price i.e. a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty Only) per Equity Share aggregating upto ₹ 750 million (Rupees Seven Hundred and Fifty Million Only). The Buyback Size excludes Transaction Costs.
Buyback Regulations/ SEBI Buyback Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any amendments, statutory modifications or re-enactments thereof, for the time being in force and the SEBI Circulars.
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act or Act	Companies Act, 2013, as amended and applicable rules thereunder.
"Company" or "Our Company" or "we" or "us" or "our"	Matrimony.com Limited, unless the context states otherwise.
Company's Broker	Motilal Oswal Financial Services Limited
Company's Demat Account	A demat account of the Company wherein demat shares bought back in the Buyback would be transferred
Compliance Officer	Mr. Vijayanand Sankar
Depositories	NSDL and CDSL
Designated Stock Exchange	The designated stock exchange for the Buyback is BSE Limited.
DIN	Director Identification Number
DP	Depository Participant
Director	Director(s) of the Company
Draft Letter of Offer/ DLOF	The draft letter of offer dated June 30, 2022 filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations.
Eligible Shareholders/ Eligible Person/ Eligible Sellers	Person(s) eligible to participate in the Buyback Offer and would mean all equity shareholders/ beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Monday, July 4, 2022 and excludes Equity Shareholders/ Beneficial Owners of the Equity Shares who are not permitted under applicable law to tender Equity Shares in the Buyback.
Equity Shares/ Shares	Fully paid-up equity shares of the Company each having a face value of ₹ 5 (Rupee Five Only).
Escrow Account	The Escrow Account titled "Matrimony.com Limited Buyback 2022 Escrow A/c" opened with the Escrow Agent in terms of the Escrow Agreement.
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The Escrow Agreement dated June 27, 2022 entered into between the Company, the Manager to the Buyback and the Escrow Agent.
Escrow Amount	An amount determined in accordance with the Regulations 9(xi) of SEBI Buyback Regulations.
FCNR account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended including the regulations, circulars, directions and notifications issued thereunder.
FIIs	Foreign Institutional Investors means an institution who is registered under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.

Term	Description
FPI(s)	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
General Category	Eligible Shareholders other than the Small Shareholders
IT Act/ Income Tax Act	Income-tax Act, 1961, (including any statutory modifications or re-enactment thereof).
Letter of Offer/ LOF	This Letter of Offer dated July 14, 2022, to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
LODR Regulations/ SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Manager/ Manager to the Buyback /Manager to the Offer	Motilal Oswal Investment Advisors Limited
Memorandum of Association/ MOA	Memorandum of Association of the Company, as amended from time to time
N.A.	Not Applicable
Non-Resident Indians	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
Non-Resident Shareholders	Includes Non-resident Indians (NRI), Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Postal Ballot Notice	Postal ballot notice dated May 12, 2022, through which the approval of the Equity Shareholders was sought for the Buyback
Promoter	Murugavel Janakiraman
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the SEBI Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Public Announcement/ PA	The public announcement, made in accordance with the SEBI Buyback Regulations, dated June 22, 2022 and published on June 23, 2022 in all editions of the Financial Express (English national daily), Jansatta (Hindi national daily) and Makkal Kural, a Tamil daily newspaper (Tamil being the regional language at the place where the registered office of the Company is situated), each with wide circulation.
Physical Form	Tender form for Eligible Shareholders holding Physical Shares.
Physical Shares	Equity Share(s) of the Company in physical form.
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback offer in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback Offer is Monday, July 4, 2022.
Registrar to the Buyback/ Registrar	KFin Technologies Limited *(formerly known as "KFin Technologies Private Limited")*
ROC	Registrar of Companies, Tamilnadu at Chennai
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force.
Seller Member/ Seller Broker	A stockbroker (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback.
Shareholders/ Equity Shareholders	Holders of Equity Shares and includes beneficial owners thereof
Small Shareholder	'Small Shareholder' means a shareholder of the Company, who holds shares whose market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading

Term	Description
	volume in respect of such security, as on Record Date (i.e. Monday, July 4, 2022), is not more than ₹ 200,000/- (Rupees Two Lakh Only), as defined in Regulation 2(i)(n) of SEBI Buyback Regulations.
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form/ Offer Form	The form of acceptance-cum-acknowledgment (for Eligible Shareholders holding Equity Shares in dematerialised form) / the form of acceptance-cum-acknowledgment (for Eligible Shareholders holding Equity Shares in physical form) with share transfer form (i.e. form SH-4) to be filled in by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of Buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations.
Tendering Period/ Offer Period	Period of 10 (Ten) Working Days from the date of opening of the Buyback Offer until its closure (both days inclusive).
Transaction Costs	Transaction cost incurred or to be incurred for the Buyback viz. brokerage, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. expenses incurred or to be incurred for the Buyback like filing fees, advisor/legal fees, Public Announcement expenses, printing and dispatch expenses and other incidental and related expenses etc.
TRS	Transaction Registration Slip generated by the exchange bidding system.
U.S. or U.S.A. or USA	United States/ United States of America
Working Day	Working day shall have the meaning ascribed to it under the SEBI Buyback Regulations.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet its Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, Motilal Oswal Investment Advisors Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and the SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision in tendering their Equity Shares in the Buyback.

It should also be clearly understood that, while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, Motilal Oswal Investment Advisors Limited, has furnished to SEBI a due diligence certificate dated June 30, 2022, in accordance with the SEBI Buyback Regulations, which reads as follows:

"We have examined various documents and material papers contained in the annexures to the Draft Letter of Offer relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalization of the Public Announcement published on June 23, 2022 and the Draft Letter of Offer dated June 30, 2022. On the basis of such examination and the discussions with the Company, we hereby state that:

1) the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
2) all the legal requirements connected with the said offer including the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;
3) the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buyback;
4) funds used for Buyback shall be as per the provisions of the Companies Act, 2013."

The filing of the Draft Letter of Offer and Letter of Offer with SEBI, does not, however, absolve the Company from any liability under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Board of Directors/ Promoters declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in a manner that would amount to misstatement or misrepresentation and in the event of it transpiring at any point of time it is found that any information or material has been suppressed or withheld, or amounts to a misstatement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The Board of Directors/ Promoters, also declare and confirm that, funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons: The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons other than those resident in India: This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

Important Notice to all Shareholders: This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in the Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statements: This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates. Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Currency and Unit of Presentation: In this Letter of Offer, references to "₹", INR, Rs. and "Rupees" are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in ₹ million or millions, unless otherwise stated.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on May 12, 2022. The extract of the Board resolution is as follows:

Quote

RESOLVED THAT pursuant to Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**") read with the

Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, 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 by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("**Board**", which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), hereby approves the 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 ₹ 750 million (Rupees Seven Hundred and Fifty million only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on 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 "**Maximum Buyback Size**"), being 24.24% and 24.36% 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, 2022, at a Buyback price not exceeding ₹ 1150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share ("**Maximum 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 (hereinafter referred to as the "**Buyback**");

RESOLVED FURTHER THAT at the Maximum Buyback Price i.e. ₹ 1150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share and for Maximum Buyback Size i.e. ₹ 750 million (Rupees Seven Hundred and Fifty million only), indicative maximum number of Equity Shares proposed to bought back would be 6,52,173 (Six Lakhs Fifty Two Thousand One Hundred and Seventy Three]) Equity Shares ("Indicative Maximum Buyback Shares"). However, the actual bought back Equity Shares may exceed the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is less than the Maximum Buyback Price, subject to not exceeding 25% of the total number of Equity shares in the paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size;

RESOLVED FURTHER THAT in terms of Regulation 6 of the SEBI Buy Back Regulations, the Company may Buy BackEquity Shares from the existing shareholders/beneficial owners including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert) who holds equity shares of the Company as on Record Date ("Eligible Shareholders"), on a proportionate basis, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buy Back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buy Back Regulations ("Small Shareholders") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the SEBI Buy Back Regulations;

RESOLVED FURTHER THAT in terms of Regulation 4 of the SEBI Buy Back Regulations, the Buy Back of Equity Shares from the existing shareholders as on the Record Date shall be in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account 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 Buy Back and the payment of the Buy Back 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 approval of the Board be and is hereby accorded for constitution of a Committee (herein after referred to as "Buy Back Committee") comprising of Mr. Murugavel Janakiraman, Chairman & Managing Director, Mr. Milind S Sarwate – Non Executive and Independent Director and Mr. S.M Sundaram - Non Executive and Independent Director to do all such acts, deeds matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback committee may consider to be in the best interests of the shareholders, including but not limited to

- Appoint any intermediaries/agencies/persons as may be required for the purposes of the Buyback and decide, settle and vary the remuneration for all such intermediaries/agencies/persons, including by the payment of commission, brokerage, fee, charges etc.
- Approving the terms of buy back like the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buy back, acceptances of shares tendered by the shareholders in the Buyback;
- 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 Buy Back Regulations;
- Opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buy Back 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 Buy Back 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;
- Deciding the designated stock exchanges
- To give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback
- To delegate all or any of the authorities conferred on them to any Directors(s), Officer(s)/Authorised Signatory (ies)/Representative(ies) of the Company.
- To deal with Stock Exchanges (including their clearing corporations), and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementing 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 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.
- To do all such acts as it may, in its absolute discretion deem necessary, expedient or proper for the implementation of the Buy back.

The Company Secretary shall act as the Secretary to the Buyback Committee.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified under Regulation 38 of the Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made 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, the Board has formed an opinion:

a) That immediately following the date of this board meeting dated May 12, 2022 ("Board Meeting") 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;

b) That as regards the Company's prospects for the year immediately following the date of the Board Meeting 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

c) 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 Act and the Insolvency and Bankruptcy Code, 2016, as amended.

RESOLVED FURTHER THAT the Board hereby 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 buy back 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 buy back 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., 750 million (Rupees Seven Hundred and Fifty million 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, 2022;

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 buy back 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 this meeting;

t. The Company shall not allow buy back 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 this resolution 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;

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 shareholders to offer and/ or any obligation on the part of the Company or the Board or Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or 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 Motilal Oswal Investment Advisors Ltd, a SEBI Registered Category I Merchant Banker be appointed as Manager to the Buyback and Motilal Oswal Financial Services Limited be and are hereby appointed as the Company broker for the proposed buyback transaction at such remuneration as mutually agreed between the parties.

RESOLVED FURTHER THAT Mr. Vijayanand Sankar, Company Secretary be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Listing Regulations.

RESOLVED FURTHER THAT any of the directors of the Company and the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement dated June 22, 2022 for the Buyback of Equity Shares, which was published on June 23, 2022 in all editions of the Financial Express (English national daily), Jansatta (Hindi national daily) and Makkal Kural, a Tamil daily newspaper (Tamil being the regional language at the place where the registered office of the Company is situated), each with wide circulation. The Public Announcement dated June 22, 2022 was published June 23, 2022, within 2 (two) working days from the date of declaration of results of passing the special resolution by the Equity Shareholders approving the Buyback through postal ballot, i.e. Tuesday, June 21, 2022). A copy of the Public Announcement is available on the Company's website (www.matrimony.com), and is expected to be available on the website of SEBI (www.sebi.gov.in) during the Buyback period and on the website of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com. The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

6. DETAILS OF THE BUYBACK

a. The Board of Directors of Matrimony.com Limited (the **"Company")** at its meeting held on May 12, 2022 (**"Board Meeting"**) has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**"Act"**) read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, 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 by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company (**"Board"**, which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), hereby approves the 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 ₹ 750 million (Rupees Seven Hundred and Fifty million only) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on 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 **"Maximum Buyback Size"**), being 24.24% and 24.36% 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, 2022, at a Buyback price not exceeding ₹ 1,150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Maximum 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 (hereinafter referred to as the **"Buyback"**);

b. The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buyback of Equity Shares and the results of the postal ballot were announced on June 21, 2022.

c. Subsequent to the approval by the shareholders through the postal ballot, a committee of the Board and officials, which the Board has constituted/authorised to exercise its powers in relation to the Buyback (the "Buyback Committee") in its meeting held on June 22, 2022 has determined the final Buyback Price of ₹1150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share. The Company will buy back upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three only) Equity Shares, constituting 2.85 % of the total number of the Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2022 at the Buyback Price for an amount upto ₹ 750 Million (Rupees Seven Hundred and Fifty Million only) excluding the Transaction Costs, on a proportionate basis from the Eligible Shareholders through the tender offer route, in accordance with Regulation 4(iv)(a) of the SEBI Buy Back Regulations and the Act, as amended. The Equity Shares of the Company are currently listed on the Stock Exchanges.

d. The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders through the tender offer route prescribed under the SEBI Buyback Regulations. Additionally, the Buy Back shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" as specified by SEBI vide circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021 including any amendments thereof. In this regard, the Company has requested BSE Limited to provide the separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. For the purposes of the Buy Back, BSE Limited is appointed as the designated stock exchange. Once the Buyback is concluded, all Equity Shares purchased by the Company in the Buyback will be extinguished in terms of the SEBI Buyback Regulations.

e. The Buyback is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority including SEBI and the Stock Exchanges.

f. Further, the number of Equity Shares that can be bought back during the financial year shall not exceed 25% of the total number of Equity Shares in the paid up Equity Shares of the Company in terms of the Act. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 57,24,678 Equity Shares being 25% of 2,28,98,712 Equity Shares of face value of ₹ 5/- (Rupees Five Only) each, being the outstanding number of fully paid up Equity Shares of the Company as on March 31, 2022. Since the Company proposes to buy back up to 6,52,173 Equity Shares, the same is within the aforesaid limit.

g. The shareholding of the Promoter and Promoter Group of the Company (the "Promoter and Promoter Group") and persons acting in concert as on the date of the Public announcement i.e. June 22, 2022 and date of publication of the Public Announcement i.e. June 23, 2022:

Sr. No.	Name of Shareholder	Category	Number of Equity Shares	% of Equity Shares
Promoter and Promoter Group				
1.	Mr. Murugavel Janakiraman.	Promoter	1,14,81,016	50.13%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. Ravi Janakiraman	Promoter group	1	Negligible
	Total		**1,14,85,024**	**50.14%**

* Person Acting in Concert as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

h. Details of the shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Public announcement i.e. June 22, 2022 and date of publication of the Public Announcement i.e. June 23, 2022:

Sr. No.	Name of Directors/ KMP	Designation	Number of Equity Shares	% of Equity Shares
1.	Mr. George Zacharias	Non-Executive - Independent Director	20,387	0.09%
2.	Mr. Milind Shripad Sarwate	Non-Executive - Independent Director	5,324	0.02%
3.	Mr. Sushanth S Pai	Chief Financial Officer	11,500	0.05%
4.	Mr. Vijayanand Sankar	Company Secretary & Compliance Officer	1	Negligible
	Total		**37,212**	**0.16%**

i. In terms of the Buyback Regulations, under the tender offer route, the Promoter, members of the Promoter Group and person acting in concert of the Company, have the option to participate in the Buyback. In this regard, the promoter, member of promoter group and person acting in concert vide their respective letters dated May 12, 2022 have expressed their intention not to participate in the Buyback.

j. The Promoter and Promoter Group of the Company hold 50.14% of Equity Shares in the total outstanding equity share capital of the Company. For details with respect to Promoter and Promoter Group shareholding post Buyback please refer Clause 13.g of this LOF. Post Buyback the public shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the SEBI Listing Regulations, and the provisions contained under Rule 19 (2) (b) and Rule 19A of the Securities Contract (Regulation) Rules, 1957 read with SEBI circular dated February 22, 2018.

7. AUTHORITY FOR THE BUYBACK

a) The Buyback is being undertaken by the Company in accordance with Article 16 of the Articles of Association, the provisions of section 68, 69, 70, 110 and other applicable provisions, if any, of the Companies Act, the SEBI Listing Regulations and the SEBI Buyback Regulations. The Buyback is subject to such other approvals and permissions , as may be necessary, from time to time required from statutory, regulatory or governmental authorities under applicable law, including but not limited to SEBI and Stock Exchanges.

b) The Board at its meeting dated May 12, 2022, passed a resolution approving the Buyback of Equity Shares of the Company and sought approval of the Equity Shareholders, by way of a special resolution, through Postal Ballot Notice. The results of the postal ballot (e-voting) was declared on June 21, 2022. The Equity Shareholders have approved the Buyback by way of a special resolution, through the postal ballot (including e-voting) in accordance with the provisions of Section 110 of the Act and the rules thereunder, as aforesaid. The final terms of Buy Back were decided by Buyback Committee at its meeting held on June 22, 2022.

8. 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:

a) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return to shareholders;

b) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI 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";

c) 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

d) 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.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

a) The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the funds deployed by the Company towards the Buyback would be upto ₹ 750 million (Rupees Seven Hundred and Fifty million Only), excluding the Transaction Costs.

b) The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of the shareholder value and result in an increase in the return on equity of the Company.

c) In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group and Person Acting in Concert of the Company have an option to participate in the Buyback. In this regard, the promoter, member of promoter group and person acting in concert vide their respective letters dated May 12, 2022 have expressed their intention not to participate in the Buyback.

d) Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoter and Promoter Group after the completion of the Buyback shall become 51.61% of the post-Buyback total paid-up equity share capital of the Company from 50.14% of the pre-Buyback total paid-up equity share capital of the Company (as on the date of the Public Announcement), and the aggregate shareholding of

the public in the Company shall become 48.39% of the post-Buyback total paid-up equity share capital of the Company from 49.86% of the pre-Buyback total paid-up equity share capital of the Company.

e) The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.

f) Consequent to the Buyback and based on the number of Equity Shares bought back from the Eligible Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs / FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.

g) The debt-equity ratio after the completion of the Buyback on standalone as well as consolidated basis will be within the permissible limit of 2:1 prescribed under Section 68(2)(d) of Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders. As on March 31, 2022, our Company had no debt.

h) 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 its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

i) As per Regulation 24 (i) (b) of the Buyback Regulation, 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;

j) 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 Board resolution till the closing of the Buyback offer.

k) Salient financial parameters pursuant to the Buyback based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2022, of the Company are as under:

Particulars	Standalone		Consolidated	
	Pre-Buyback (as on March 31, 2022)	**Post-Buyback#**	**Pre-Buyback (as on March 31, 2022)**	**Post-Buyback#**
Networth (₹ in million) (1)	3,113.60	2,363.60	3,103.53	2,353.53
Return on Net worth ((%) (2)	18.30%	24.11%	17.27%	22.77%
Earnings per Equity Share				
-Basic (₹) (3)	24.90	25.63	23.42	24.11
-Diluted (₹) (4)	24.87	25.60	23.39	24.08
Book value per Equity Share (₹) (5)	135.97	106.25	135.53	105.79
P/E 6)	26.94	26.17	28.64	27.83
Total Debt / Equity ratio (7)	-	-	-	-

#The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on buy back of shares and any impact in the statement of profit & loss and other transaction costs. Assuming full acceptance of Equity Shares in the Buyback offer in the ratio of buyback.

Notes:

1. *Net Worth consists of paid up equity share capital and other equity.*
2. *Return on Net Worth = Net Profit After Tax/ Net Worth*
3. *Basic Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year*
4. *Diluted Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year, as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*
5. *Book value per Share = Net Worth/ Number of Equity Shares outstanding at the end of the year*
6. *P/E= Closing market price on NSE as at March 31, 2022 / Basic Earnings Per Share for the financial year 2021-2022.*
7. *Debt-Equity Ratio = Total Debt (including non-current borrowings, current maturities of long term borrowings and current borrowings)/ Net Worth*
8. *Earnings per Share and Book Value per Share post buy back has been computed after reducing proposed equity shares to be bought back from weighted average outstanding shares for the financial year ended on March 31, 2022.*

10. BASIS OF CALCULATING THE BUYBACK PRICE

a) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share.

b) The Buyback Price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share has been arrived at after considering various factors including, but not limited to (i) the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, (ii) the net worth of the Company (iii) the price earnings ratio (iv) the impact on other financial parameters and (v) the possible impact of Buyback on the earnings per share.

c) The Buyback Price represents a premium of 53.27% and 57.33% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months period preceding May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback), premium of 53.63% and 53.94% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks

preceding May 4, 2022 (the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 65.80% and 64.29% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 72.50% and 71.46% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 12, 2022 (being the date of Board of Directors meeting to approve the Buyback). The Buyback Price represents a premium of 40.07% and 39.75% over the closing prices on BSE and NSE respectively as on June 22, 2022, the date of Buyback Committee meeting to determine final terms of the Buyback.

d) The closing market price of the Equity Shares as on the date of the Board Meeting for considering the Buyback, being May 12, 2022, was ₹ 666.65/- on BSE and ₹ 670.70/- on NSE. The closing market price of the Equity Shares on the date of the Public Announcement, being June 22, 2022 was ₹ 821.00 on BSE and ₹ 822.90 on NSE and the closing market price of the Equity Shares on the date of the publication of the Public Announcement, being June 23, 2022, was ₹ 813.40 on BSE and ₹ 814.00 on NSE.

e) For Financial ratios and trends in the market price of the Equity Shares please refer to Clause 15 & 16 of this Letter of Offer respectively.

11. SOURCES OF FUNDS FOR THE BUYBACK

a) Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buyback would be ₹ 750 million (Rupees Seven Hundred and Fifty Million Only), excluding the Transaction Costs.

b) 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 financial statements. 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.

c) The Company has confirmed that the funds for the Buyback will be made available out of its internal accruals and not out of funds borrowed, if any, from banks and financial institutions.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

a) In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed HDFC Bank Limited as the Escrow Agent for the aforementioned Buyback. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated June 27, 2022 pursuant to which the Escrow Account in the name and style "Matrimony.com Limited Buyback 2022 Escrow A/c" bearing account number 57500001005901 and Special Escrow Account in the name and style "Matrimony.com Limited Buyback Offer 2022 Special A/c" bearing Special Escrow account number 57500001005966 has been opened with the Escrow Agent. The Manager to the Buyback is empowered to operate the Escrow Account in accordance with the SEBI Buyback Regulations. In accordance with Regulation 9 (xi) of the SEBI Buyback Regulations, the Company, on June 29, 2022 has deposited ₹ 187.50 million (Rupees Eighteen Crore Seventy Five Lakh only) in cash in the Escrow Account which is equal to 25% of the maximum consideration payable in the Buyback as the Buyback size is less than ₹ 100 crore

b) The Company has firm financial resources to fulfil the obligations under the Buyback and the same has been certified by N S Shastri & Co., Chartered Accountants (ICAI Firm Registration No.: 015093S; Signing Partner's Membership No.: 037676) having their office at #708/1,6th B Cross, 3rd Block,Koramangala,Bangalore-560 034, Karnataka, India vide a certificate dated June 29, 2022.

c) Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

a) The capital structure of the Company as on date of the issue of this Letter of Offer is as follows:

(₹ in million)

#	Particulars	Pre-Buyback
1	**Authorised Share Capital:**	
	3,60,00,000 Equity Shares of ₹ 5 each	180.00
	42,00,000 Optionally Convertible Preference Shares/ Compulsorily Convertible Preference Shares of ₹ 5 each	21.00
	Total	**201.00**
2	**Issued, Subscribed and Paid-Up Capital:**	
	2,29,07,634 Equity Shares of ₹ 5 each	114.54
	Total Paid-up Capital	**114.54**

b) Assuming full acceptance in the Buyback of 6,52,173 Equity Shares, the capital structure of the Company post Buyback would be as follows:

(₹ in million)

#	Particulars	Post- Buyback
1	**Authorised Share Capital:**	
	3,60,00,000 Equity Shares of ₹ 5 each	180.00
	42,00,000 Optionally Convertible Preference Shares/ Compulsorily Convertible Preference Shares of ₹ 5 each	21.00
	Total	**201.00**
2	**Issued, Subscribed and Paid-Up Capital:**	
	2,22,55,461 Equity Shares of ₹ 5 each	111.28
	Total Paid-up Capital	**111.28**

c) There have been no buy backs done by the Company in the past three financial years.

d) As on the date of this Letter of Offer, the Equity Shares are fully paid up and there are no partly paid up Equity Shares.

e) There are no outstanding instruments which are convertible into Equity Shares as on date of the issue of this Letter of Offer.

f) There are no amounts under calls in arrears.

g) The shareholding pattern of the Company, as on the Record Date i.e. July 4, 2022 and Post Buyback is as follows:

Category of shareholder	Pre Buyback		Post Buyback(1)	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and Promoter Group	11,485,024	50.14	11,485,024	51.61
Public:				
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies	60,13,406	26.25	1,07,70,437	48.39
Financial Institutions/ Banks & Mutual Funds/ Insurance Co.	18,88,601	8.24		
Others (Individuals, Bodies Corporate, Employees, etc.)	35,20,603	15.37		
Total	**22,907,634**	**100.00**	**22,255,461**	**100.00**

(1) Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders of the Equity Shares up to their Buyback entitlement

h) There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act, as on the date of this Letter of Offer.

i) There are no locked-in Equity Shares.

j) Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to 51.61% from 50.14% prior to the Buyback.

k) Assuming full acceptance of the Buyback, the issued, subscribed and paid up equity share capital of the Company would be ₹ 111.28 million comprising 22,255,461 Equity Shares of ₹ 5 each as more fully set out in Clause 13 of this Letter of Offer.

l) The aggregate shareholding of the Promoters and Promoter Group and persons acting in control of the Company, as on the date of the Postal Ballot Notice, being May 12, 2022, date of the Public announcement i.e. June 22, 2022 and date of the publication of Public Announcement i.e. June 23, 2022 is as follows:

Sr. No.	Name of Shareholder	Category	Number of Equity Shares	% of Equity Shares
1.	Mr. Murugavel Janakiraman	Promoter	1,14,81,016	50.12%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. Ravi Janakiraman	Promoter group	1	Negligible
	Total		**11,485,024**	**50.14%**

m) Details of shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Postal Ballot Notice, being May 12, 2022 is as follows:

Sr. No.	Name of Directors/ KMP	Designation	Number of Equity Shares	% of Equity Shares
1.	Mr. George Zacharias	Non-Executive - Independent Director	30,387	0.13%
2.	Mr. Milind Shripad Sarwate	Non-Executive - Independent Director	5,324	0.02%
3.	Mr. Sushanth S Pai	Chief Financial Officer	10,250	0.04%
4.	Mr. Vijayanand Sankar	Company Secretary & Compliance Officer	1	Negligible
	Total		**45,962**	**0.20%**

n) Details of shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Public Announcement i.e. June 22, 2022 and date of the publication of Public Announcement i.e. June 23, 2022 is as follows:

Sr. No.	Name of Directors/ KMP	Designation	Number of Equity Shares	% of Equity Shares
2.	Mr. George Zacharias	Non-Executive - Independent Director	20,387	0.09%
2.	Mr. Milind Shripad Sarwate	Non-Executive - Independent Director	5,324	0.02%
3.	Mr. Sushanth S Pai	Chief Financial Officer	11,500	0.05%
4.	Mr. Vijayanand Sankar	Company Secretary & Compliance Officer	1	Negligible
	Total		**37,212**	**0.16%**

o) No Equity Shares were either purchased or sold by the Promoter and/ or Promoter Group, and/ or persons acting in concert/ Directors/Key Managerial Person of the Company during twelve months preceding the date of the Public Announcement i.e. June 22, 2022, published on June 23, 2022 except the following:

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
1	Murugavel Janakiraman	2,250	Market Purchase	871.00	December 29, 2021	890.35	December 29, 2021
2	Sushanth S Pai	8,500	ESOP	336.40	August 11, 2021, June 9, 2022	600.45	August 11, 2021 May 11, 2022
3	George Zacharias	16,600	Market sale	825.86	September 27, 2021	1,000.87	June 10, 2022

14. BRIEF INFORMATION OF THE COMPANY

I. History of the Company

a) The Company was incorporated as "Matrimony Services.com Private Limited", a private limited company under the Companies Act, 1956 on July 13, 2001 at Chennai, Tamil Nadu. The name of our Company was subsequently changed to "Bharatmatrimony.com Private Limited" pursuant to a resolution passed by the shareholders of our Company on December 5, 2003, to reflect the main brand of our Company. The fresh certificate of incorporation consequent to change of name was issued by the RoC on December 15, 2003. The name of our Company was further changed to "Consim Info Private Limited" pursuant to a special resolution of the shareholders of our Company dated August 30, 2007 to expand and diversify the business of our Company to include other consumer services over the internet and mobile. Pursuant to the name change, afresh certificate of incorporation was issued by the RoC on September 27, 2007. Subsequently, the name of our Company was changed to "Matrimony.com Private Limited" pursuant to a special resolution of the shareholders of our Company dated July 27, 2012 to align the name of our Company to the business carried out by our Company and a fresh certificate of incorporation was issued by the RoC on August 17, 2012. Subsequently, upon conversion to a public company pursuant to a special resolution of the shareholders of our Company dated December 2, 2014 the name of our Company was changed to Matrimony.com Limited and a fresh certificate of incorporation was issued by the RoC on January 2, 2015.

b) The registered office of the Company is situated at No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai - 600028 India. The promoter of the Company is Mr. Murugavel Janakiraman.

c) The Equity Shares of our Company are presently listed on the BSE (Security Code: 540704) and on NSE (Security Code: MATRIMONY).

d) We are the leading provider of online matchmaking and allied services in India which comprises of matchmaking and marriage services and related sale of products. The Company provides matchmaking and marriage related services to it's users through it's websites, mobile sites and mobile apps.

e) There are no directions subsisting or proceedings pending against the promoters under SEBI Act, 1992 and regulations made thereunder. However, the Company has received a show cause notice no. SEBI/EAD/AA/MKG/3458/2020 dated August 18, 2020 from SEBI under Rule 4(1) of SEBI (Procedure for holding Inquiry and imposing penalties) Rules 1995 in the matter of trading by certain employees in the scrip, "Matrimony.com Limited" during the year 2018. In the show cause notice, it was alleged that the Company has violated Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on three occasions. The allegations, if established makes the Company liable for monetary penalty under Section 15A(b) of SEBI Act, 1992. The Company has filed suitable reply to the above allegations. The matter is currently pending.

f) Details pertaining to corporate actions, if any, undertaken by the Company during the last three financial years:

Particulars	Ex-Date	Record Date
Dividend - ₹ 3.50 Per Share	03-08-2021	04-08-2021
Dividend - ₹ 1.50 Per Share and Special Dividend - ₹ 2.00 Per Share	30-07-2020	31-07-2020
Dividend - ₹ 1.50 Per Share	30-07-2019	31-07-2019

Dividend- ₹ 1.50 Per Share	02-08-2018	03-08-2018

g) Financial Performance:

On a standalone basis: For the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported total income (including other income) of ₹ 4,508.62 million, ₹ 3,929.85 million and ₹ 3,868.37 million respectively. Further, for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported net profit after tax of ₹ 569.82 million, ₹ 409.61 million and ₹ 286.78 million respectively.

On a consolidated basis: For the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported total income (including other income) of ₹ 4,524.36 million, ₹ 3,953.34 million and ₹ 3,896.95 million respectively. Further, for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported net profit after tax of ₹ 535.91 million, ₹ 407.74 million and ₹ 295.35 million respectively.

II. The details of changes in the share capital of the Company since incorporation is as follows:

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Date of allotment	No of Equity Shares	Face value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Cumulative number of Equity shares	Cumulative paid up Equity Share capital (in ₹)
July 14, 2001	10,000	10	10	Subscription to the MoA	Cash	10,000	1,00,000
March 23, 2002	32,900	10	10	Preferential allotment	Cash	42,900	4,29,000
Pursuant to a shareholders' resolution dated June 16, 2006, one equity share of face value Rs. 10 each was split into ten equity shares of Re. 1 each. Accordingly, 42,900 equity shares of Rs. 10 each were sub-divided into 429,000 equity shares of Re. 1 each.						4,29,000	4,29,000
July 17, 2006*	1,000	1	525.79	Preferential allotment	Cash	4,30,000	4,30,000
September 28, 2011**	87,832	1	-	Conversion of optionally convertible preference shares of Re. 1 each	Other than Cash	5,17,832	5,17,832
January 10, 2012	3,98,73,064	1	-	Bonus issue of 77 equity shares of Re. 1 each for every one equity share of Re. 1 held	Other than Cash	4,03,90,896	4,03,90,896
Pursuant to a shareholders' resolution dated January 23, 2012, three equity shares of face value Re. 1 each were consolidated into one Equity Share of Rs. 3 each. Accordingly, 40,390,896 equity shares of Re. 1 each were consolidated to 13,463,632 Equity Shares of Rs. 3 each						1,34,63,632	1,34,63,632
November 26, 2014	1,254	3	-	Conversion of optionally convertible preference shares of Rs 3 each	Other than Cash	1,34,64,886	4,03,94,658
November 26, 2014	1,09,948	3	-	Conversion of compulsorily convertible preference shares of Rs. 3 each	Other than cash	1,35,74,834	4,07,24,502
December 30, 2014	49,783	3	760.00	Preferential allotment	Cash	1,36,24,617	4,08,73,851
December 30, 2014	42,068	3	58.65	ESOP Allotment	Cash	1,36,66,685	4,10,00,055
December 30, 2014	1,64,918	3	-	Conversion of compulsorily convertible preference shares of Rs. 3 each	Other than cash	1,38,31,603	4,14,94,809
December 31, 2014	24,89,688	3	-	Bonus issue of 18 equity shares of Rs. 3 each for every 100 equity shares of Rs. 3 each held	Other than cash	1,63,21,291	4,89,63,873
January 27, 2015	81,60,647	3	-	Bonus issue of one equity share of Rs. 3 each for every two equity shares of Rs. 3 each held	Other than cash	2,44,81,938	7,34,45,814
February 5, 2015	74,460	3	33.14	ESOP Allotment	Cash	2,45,56,398	7,36,69,194
March 16, 2015	74,028	3	-	Conversion of optionally convertible preference shares of Rs. 3 each	Other than cash	2,46,30,426	7,38,91,278
Pursuant to a shareholders' resolution dated August 5, 2015, five equity shares of face value of Rs. 3 each were consolidated into three Equity Shares of face value of Rs. 5 each. Accordingly, 24,630,426 equity shares of face value of Rs. 3 each were consolidated to 14,778,256 Equity Shares.						1,47,78,256	1,47,78,256
June 14, 2016	60,030	5	103	ESOP Allotment	Cash	1,48,38,286	7,41,91,430
June 30, 2016	11,520	5	103	ESOP Allotment	Cash	1,48,49,806	7,42,49,030
August 10, 2016	63,85,672	5	-	Conversion of compulsorily convertible preference shares of Rs. 5 each	Other than cash	2,12,35,478	10,61,77,390
September 02, 2016	6,113	5	103	ESOP Allotment	Cash	2,12,41,591	10,62,07,955
April 21, 2017	16,010	5	103	ESOP Allotment	Cash	2,12,57,601	10,62,88,005
April 21, 2017	2200	5	350	ESOP Allotment	Cash	2,12,59,801	10,62,99,005
September 19, 2017	1334897	5	985	Issue of shares under IPO	Cash	2,25,94,698	11,29,73,490
March 1, 2018	113513	5	103	ESOP Allotment	Cash	2,27,08,211	11,35,41,055
March 1, 2018	2700	5	350	ESOP Allotment	Cash	2,27,10,911	11,35,54,555

Date of allotment	No of Equity Shares	Face value per Equity Share (in ₹)	Issue Price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Cumulative number of Equity shares	Cumulative paid up Equity Share capital (in ₹)
May 3, 2018	9630	5	103	ESOP Allotment	Cash	2,27,20,541	11,36,02,705
May 3, 2018	3100	5	350	ESOP Allotment	Cash	2,27,23,641	11,36,18,205
August 10, 2018	5502	5	103	ESOP Allotment	Cash	2,27,29,143	11,36,45,715
August 10, 2018	213	5	350	ESOP Allotment	Cash	2,27,29,356	11,36,46,780
May 9, 2019	4200	5	103	ESOP Allotment	Cash	2,27,33,556	11,36,67,780
May 9, 2019	750	5	350	ESOP Allotment	Cash	2,27,34,306	11,36,71,530
March 24, 2020	31867	5	103	ESOP Allotment	Cash	2,27,66,173	11,38,30,865
May 20, 2020	4100	5	103	ESOP Allotment	Cash	2,27,70,273	11,38,51,365
November 5,2020	3210	5	103	ESOP Allotment	Cash	2,27,73,483	11,38,67,415
November 5,2020	3000	5	399.5	ESOP Allotment	Cash	2,27,76,483	11,38,82,415
November 5,2020	1500	5	350	ESOP Allotment	Cash	2,27,77,983	11,38,89,915
November 5,2020	1000	5	600.45	ESOP Allotment	Cash	2,27,78,983	11,38,94,915
November 5,2020	4000	5	453.43	ESOP Allotment	Cash	2,27,82,983	11,39,14,915
February 4, 2021	500	5	600.45	ESOP Allotment	Cash	2,27,83,483	11,39,17,415
March 2,2021	1250	5	600.45	ESOP Allotment	Cash	2,27,84,733	11,39,23,665
March 2,2021	1125	5	443.6	ESOP Allotment	Cash	2,27,85,858	11,39,29,290
March 2,2021	81673	5	103	ESOP Allotment	Cash	2,28,67,531	11,43,37,655
March 30,2021	4025	5	299.45	ESOP Allotment	Cash	2,28,71,556	11,43,57,780
May 11,2021	1250	5	600.45	ESOP Allotment	Cash	2,28,72,806	11,43,64,030
August 11,2021	1800	5	103	ESOP Allotment	Cash	2,28,74,606	11,43,73,030
August 11,2021	2000	5	399.5	ESOP Allotment	Cash	2,28,76,606	11,43,83,030
August 11,2021	525	5	350	ESOP Allotment	Cash	2,28,77,131	11,43,85,655
August 11,2021	3500	5	600.45	ESOP Allotment	Cash	2,28,80,631	11,44,03,155
August 11,2021	5550	5	336.4	ESOP Allotment	Cash	2,28,86,181	11,44,30,905
October 20,2021	1200	5	600.45	ESOP Allotment	Cash	2,28,87,381	11,44,36,905
October 20,2021	2700	5	350	ESOP Allotment	Cash	2,28,90,081	11,44,50,405
October 20,2021	1000	5	336.4	ESOP Allotment	Cash	2,28,91,081	11,44,55,405
February 9,2022	2818	5	103	ESOP Allotment	Cash	2,28,93,899	11,44,69,495
March 4,2022	2023	5	103	ESOP Allotment	Cash	2,28,95,922	11,44,79,610
March 4,2022	540	5	350	ESOP Allotment	Cash	2,28,96,462	11,44,82,310
March 4,2022	250	5	336.4	ESOP Allotment	Cash	2,28,96,712	11,44,83,560
March 4,2022	2000	5	399.55	ESOP Allotment	Cash	2,28,98,712	11,44,93,560
May 11,2022	2872	5	350	ESOP Allotment	Cash	2,29,01,584	11,45,07,920
May 11,2022	1500	5	336.4	ESOP Allotment	Cash	2,29,03,084	11,45,15,420
May 11,2022	1250	5	600.45	ESOP Allotment	Cash	2,29,04,334	11,45,21,670
June 9,2022	2600	5	336.4	ESOP Allotment	Cash	2,29,06,934	11,45,34,670
June 9,2022	700	5	655.85	ESOP Allotment	Cash	2,29,07,634	11,45,38,170

* Allotment against exercise of options granted under the ESOP Scheme

III. The Details of the Board of Directors of the Company are as follows:

#	Name of the Director	Designation	Qualification	Occupation	Date of Appointment	Date of Re-Appointment	Directorship in other Companies/ Partnership in LLPs
1	Murugavel Janakiraman DIN: 00605009	Chairman & Managing Director	Bachelor's degree of science in statistics and a master's degree in computer applications from the University of Madras	Business	05/09/2001	01/07/2021	Sys India Private Limited Matrimony DMCC Consim Info USA Inc
2	Deepa Murugavel DIN: 00725522	Non-Executive Director	Bachelor's degree of science in biochemistry (special) from Gujarat University and a master's degree in business administration from California Coast University.	Business	26/03/2006	-	-
3	George Zacharias DIN: 00162570	Non-Executive & Independent Director	Bachelor's degree of technology in chemical engineering from Nagpur University and a post graduate diploma in business management from the Xavier Labour Relations Institute, Jamshedpur	Business	18/01/2008	27/01/2020	Subex Limited
4	Chinnikrishnan Ranganathan DIN: 00550501	Non-Executive & Independent Director	Bachelor's degree of science from Annamalai University	Business	17/10/2014	27/01/2020	Cavinkare Private Limited Cavin Solai Private Limited Cavin International Private Limited Integra Software Services Private Limited Cavin Infotech Private Limited Hema's Enterprises Private Limited
5	Milind Shripad Sarwate DIN: 00109854	Non-Executive & Independent Director	Bachelor's degree in commerce from the University of Bombay and is an associate of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Costs and Works Accountants of India	Business	26/11/2014	27/01/2020	Increate Value Advisors LLP Withya HR Fund LLP Increate Social Value Advisors & Resourcers LLP Asian Paints Limited Fsn E-Commerce Ventures Limited Mahindra And Mahindra Financial Services Limited Metropolis Healthcare Limited Sequent Scientific Limited Eternis Fine Chemicals Limited Omniactive Health Technologies Limited Wheelsemi Private Limited Hexaware Technologies Limited Increate Foundation
6	Akila Krishnakumar DIN: 06629992	Non-Executive & Independent Director	Masters degree in Management Studies and an alumnus of the Birla Institute of Technology and Sciences (BITS), Pilani	Business	10/08/2018	-	Hitachi Energy India Limited Indusind Bank Ltd. Bharat Financial Inclusion Limited Brookprop Management Services Private Limited Medwell Ventures Private Limited
7	Sivaramakrishnan Meenakshi Sundaram DIN: 02137377	Non-Executive & Independent Director	Chartered Accountant, a Cost Accountant, a Company Secretary, a Chartered Financial Analyst and a MBA from IIM Ahmedabad,	Business	11/03/2021	-	Baring Private Equity Partners (India) Limited, Guernsey Sphaera Pharma Pte Ltd., Singapore Sphaera Pharma Inc., USA Sanctum Advisors, Inc.,USA Creaegis II Limited, Mauritius Creaegis III Limited, Mauritius Creaegis Advisers Limited, Mauritius Creaegis Cayman GP Limited, Cayman

IV. The details of change of Board of Directors during the last three years from the date of this Letter of Offer are as under:

Name of the Director	Category	Appointment/Cessation	Effective Date
Sivaramakrishnan Meenakshi Sundaram	Independent Director	Appointment	11/03/2021

V. The Buyback will not result in any benefit to any Directors of the Company/ Promoters and Promoter Group/ Person Acting in Concert of the Company/ group companies, except to the extent of the intention to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which may lead to a reduction in the equity share capital post Buyback.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

a) The brief audited financial information of the Company as extracted from the audited standalone financial statements for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 are provided below:

(₹ in million, unless otherwise stated)

Particulars	Year Ended		
	March 31, 2022 (Audited)	**March 31, 2021 (Audited)**	**March 31, 2020 (Audited)**
Revenue from operations	4,296.67	3,727.78	3,671.17
Finance income & Other income	211.95	202.06	197.20
Total Income	4,508.62	3,929.85	3,868.37
Total Expenses (excluding finance cost, depreciation & amortization)	3,438.70	3,084.43	3,154.33
Finance Costs	53.13	48.12	52.36
Depreciation	263.24	258.98	279.25
Profit before tax	753.54	538.33	382.43
Provision for tax (including Deferred Tax)	183.72	128.71	95.66
Net Profit after tax	569.82	409.61	286.78
Equity Share Capital	114.49	114.36	113.83
Other Equity	2,999.10	2,495.42	2,142.86
Net worth*	3,113.60	2,609.78	2,256.69
Total debt	-	-	-

Notes: *Networth comprises of paid-up equity share capital and other equity.

b) Key financial ratios:

Particulars	Year Ended		
	March 31, 2022 (Audited)	**March 31, 2021 (Audited)**	**March 31, 2020 (Audited)**
Key Ratios			
Earnings per Share:			
– Basic (₹)(1)	24.90	17.98	12.61
– Diluted (₹)(2)	24.87	17.96	12.57
Book Value per Share (₹)(3) (4)	135.97	114.11	99.12
Return on Net Worth (%) (3) (5)	18.30%	15.70%	12.71%
Total Debt / Equity ratio (6)	-	-	-

Below are the formulae used for computation of the above ratios:

(1) Basic Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year

(2) Diluted Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year, as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.

(3) Net Worth consists of paid up equity share capital and other equity.

(4) Book value per Share = Net Worth/ Number of Equity Shares outstanding at the end of the year

(5) Return on Net Worth = Net Profit After Tax/ Net Worth

(6) Debt-Equity Ratio = Total Debt (including non-current borrowings, current maturities of long term borrowings and current borrowings)/ Net Worth

c) The brief audited financial information of the Company as extracted from the audited consolidated financial statements for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 are provided below:

(₹ in million, unless otherwise stated)

Particulars	Year Ended		
	March 31, 2022 (Audited)	March 31, 2021 (Audited)	March 31, 2020 (Audited)
Revenue from operations	4,344.96	3,778.79	3,718.35
Finance income & Other income	179.41	174.55	178.59
Total Income	4,524.36	3,953.34	3,896.95
Total Expenses (excluding finance cost, depreciation & amortization)	3,475.18	3,103.46	3,173.42
Finance Costs	53.60	48.25	52.50
Depreciation	269.07	259.31	279.64
Profit before tax	718.62	536.59	390.77
Provision for tax (including Deferred Tax)	182.71	128.85	95.42
Net Profit after tax	535.91	407.74	295.35
Equity Share Capital	114.49	114.36	113.83
Other Equity	2,989.04	2,518.61	2,168.58
Net worth*	3,103.53	2,632.97	2,282.41
Total debt	-	-	-

Notes: Networth comprises of paid-up equity share capital and other equity.

d) Key financial ratios:

Particulars	Year Ended		
	March 31, 2022 (Audited)	March 31, 2021 (Audited)	March 31, 2020 (Audited)
Key Ratios			
Earnings per Share:			
– Basic (₹)(1)	23.42	17.90	12.99
– Diluted (₹)(2)	23.39	17.88	12.95
Book Value per Share (₹)(3) (4)	135.53	115.12	100.25
Return on Net Worth(3) (5)	17.27%	15.49%	12.94%
Debt-Equity Ratio(6)	-	-	-

Below are the formulae used for computation of the above ratios:

(1) Basic Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year

(2) Diluted Earnings per Share = Net Profit After Tax/ Weighted average Number of Equity Shares outstanding during the year, as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.

(3) Net Worth consists of paid up equity share capital and other equity.

(4) Book value per Share = Net Worth/ Number of Equity Shares outstanding at the end of the year

(5) Return on Net Worth = Net Profit After Tax/ Net Worth

(6) Debt-Equity Ratio = Total Debt (including non-current borrowings, current maturities of long term borrowings and current borrowings)/ Net Worth

e) The debt equity ratio of the Company post Buyback shall be compliant with the permissible limit under the Companies Act.

f) The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever and if applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013.

16. STOCK MARKET DATA

(1) The Equity Shares are currently listed and traded only on BSE and NSE. The Equity Shares of our Company are presently listed on the BSE (Security Code: 540704) and on NSE (Security Code: MATRIMONY)

(2) The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on NSE (stock exchange with higher traded volume of Company's Equity Shares over past six months from the date of the Public Announcement) are as follows:

Period	High Price (₹)	Date of High Price	Number of Equity Shares traded on that date	Low Price (₹)	Date of Low Price	Number of Equity Shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of Equity shares)
3 Years								
Financial Year 2022	1215.00	30-Jul-21	132,588	661.00	28-Mar-22	118,884	931.41	8,755,571
Financial Year 2021	1242.00	25-Feb-21	269,455	255.05	07-Apr-20	123,208	630.62	8,496,801
Financial Year 2020	755.60	31-May-19	2,023	251.00	30-Mar-20	9,192	530.63	1,878,129

Period	High Price (₹)	Date of High Price	Number of Equity shares traded on that date	Low Price (₹)	Date of Low Price	Number of Equity shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of Equity shares)
6 months								
May'22	792.25	13-May-22	901,060	645.35	12-May-22	22046	745.41	1,386,775
Apr'22	799.90	22-Apr-22	51,175	663.00	01-Apr-22	30262	727.37	662,688
Mar'22	738.00	03-Mar-22	5,454	661.00	28-Mar-22	118884	697.63	475,331
Feb'22	855.00	04-Feb-22	7,183	703.50	22-Feb-22	11252	784.62	365,627
Jan'22	934.90	03-Jan-22	6,068	786.60	27-Jan-22	14315	866.65	323,748
Dec'21	981.90	07-Dec-21	21,121	831.00	27-Dec-21	6280	899.62	363,804

Source: nseindia.com

Note: High and Low price for the period are based on high and low of daily high and daily low prices respectively and Average Price is based on average of closing prices.

(3) The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on BSE are as follows:

Period	High Price (₹)	Date of High Price	Number of Equity Shares traded on that date	Low Price (₹)	Date of Low Price	Number of Equity Shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of Equity shares)
3 Years								
Financial Year 2022	1219.00	30-Jul-21	16748	660.35	28-Mar-22	1819	931.77	2114267
Financial Year 2021	1242.00	25-Feb-21	33262	259.00	16-Apr-20	8433	630.80	4391305
Financial Year 2020	750.00	29-May-19	217	251.00	23-Mar-20	47291	529.56	182403

Period	High Price (₹)	Date of High Price	Number of Equity shares traded on that date	Low Price (₹)	Date of Low Price	Number of Equity shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of Equity shares)
6 months								
May'22	797.00	16-May-22	9,955	652.80	12-May-22	3879	745.20	97,883
Apr'22	799.00	22-Apr-22	7,731	663.00	01-Apr-22	140	728.27	59,472
Mar'22	748.95	10-Mar-22	1,273	660.35	28-Mar-22	1819	698.07	35,458
Feb'22	853.50	04-Feb-22	269	705.05	25-Feb-22	2921	785.21	215,252
Jan'22	949.00	10-Jan-22	1,671	788.00	27-Jan-22	2124	867.27	53,754
Dec'21	980.00	07-Dec-21	1,111	829.00	27-Dec-21	1089	899.95	32,742

Source: bseindia.com

Note: High and Low price for the period are based on high and low of daily high and daily low prices respectively and Average Price is based on average of closing price.

(4) The closing market price of the Equity Shares as on the date of the Board Meeting for considering the Buyback, being May 12, 2022, was ₹ 670.70/- on NSE and ₹ 666.65/- on BSE. The closing market price of the Equity Shares on NSE and BSE as on May 13, 2022, being the working day after to the day of resolution of the Board approving the proposal for Buyback, was ₹ 766.25 and ₹ 769.25 respectively. The closing market price of the Equity Shares on the date of the Public Announcement, being June 22, 2022 was ₹ 822.90 on NSE and ₹ 821.00 on BSE and the closing market price of the Equity Shares on the date of the publication of the Public Announcement, being June 23, 2022, was ₹ 814.00 on NSE and ₹ 813.40 on BSE.

17. DETAILS OF THE STATUTORY APPROVALS

a) The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the SEBI Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force.

b) The Board at its meeting held on May 12, 2022, approved the proposal for the Buyback and by Equity Shareholders by a special resolution through postal ballot, the results of which were declared on June 21, 2022.

c) The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations including from SEBI and/ or NSE or BSE. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback.

d) The Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians ("NRI") and erstwhile Overseas Corporate Bodies ("OCB") and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc., must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender Equity Shares in the buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted. By agreeing to participate in the Buyback, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

e) As of date of this Letter of Offer, there is no other statutory or regulatory approval required to implement the Buyback, other than that indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buyback, if any, shall be intimated to BSE and NSE.

18. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

Registrar to the Buyback KFINTECH KFin Technologies Limited *(formally known as KFin Technologies Private Limited)*	Address: Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Tel. No.: +91 40 6716 2222 Toll Free No.: 18003094001 Email: matrimony.buyback@kfintech.com Website: www.kfintech.com **Investor Grievance Email:** einward.ris@kfintech.com Contact Person: Mr. Murali Krishna SEBI Registration No.: INR000000221 CIN: U72400TG2017PLC117649

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

Collection Centres:

Eligible Shareholders who wish to tender their Equity shares in the Buyback are requested to submit their Form(s) and requisite documents either by registered post/ courier to the Registrar to the Buyback, super scribing the envelope as "Matrimony.com Limited Buyback 2022", or hand deliver the same to the head office of the Registrar.

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the equity shares in demat form.

ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

I. The Company proposes to Buyback upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred And Seventy Three) fully paid-up Equity Shares at a price of ₹ 1,150 (Rupees One Thousand One Hundred and Fifty Only) per Equity Share, payable in cash for an aggregate amount of upto ₹ 750 million (Rupees Seven Hundred and Fifty million Only) excluding expenses incurred or to be incurred for the Buyback, which represents 24.24% and 24.36% of the aggregate paid-up equity share capital and free reserves (including securities premium account) of the Company as per the audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively through the tender offer route using the stock exchange mechanism, on a proportionate basis from all the Equity Shareholders/beneficial owners of the equity shares of the Company as on the Record Date. The number of Equity Shares proposed to be bought back represents 2.85% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2022. The Buyback is in accordance with the provisions of Section 68, 69, 70, 110 and other applicable provisions, if any, of the Companies Act and in accordance with Article 16 of the Articles of Association of the Company and subject to Regulation 4(iv) and other applicable provisions contained in the SEBI Buyback Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/ or regulatory authorities, including but not limited to SEBI, BSE, NSE and/or the RBI. The Equity Shareholders approved the Buyback by way of a special resolution through postal ballot, the results of which were announced on June 21, 2022. The Buyback Size 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 for the financial year ended March 31, 2022, respectively.

II. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.

III. The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 1,14,85,024 Equity Shares which represents 50.14% of the existing paid-up equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention vide their respective letter dated May 12, 2022 not to participate in the Buyback offer.

IV. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may increase to 51.61% from 50.14% prior to the Buyback (as on the date of the Public Announcement) and the aggregate shareholding of the public Shareholders in the Company may decrease to 48.39% post Buyback from the current pre Buyback shareholding of 49.86%.

V. Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

a) The Buyback Committee vide its resolution dated June 22, 2022 announced Monday, July 4, 2022 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buyback i.e. Eligible Shareholders.

b) The Equity Shares to be bought back as a part of this Buyback are divided into two categories:
   i. Reserved category for Small Shareholders ("Reserved Category"); and
   ii. General Category for other Eligible Shareholders ("General Category").

c) As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date) as on the Record Date , of not more than ₹ 2,00,000/- (Rupees Two Lakh only). As on the Record Date, the volume of Equity Shares traded on NSE was 9,355 Equity Shares and on BSE was 1,247 Equity Shares. Accordingly, NSE being the exchange with highest trading volume, the closing price was ₹ 789.05 and hence all Eligible Shareholders holding not more than 253 Equity Shares as on the Record Date are classified as "Small Shareholders" for the purpose of the Buyback Offer.

d) Based on the above definition, there are 53,830 Small Shareholders in the Company with aggregate shareholding of 7,00,769 Equity Shares as on the Record Date, which constitutes 3.06% of the outstanding number of Equity Shares of the Company as on Record Date and 107.45 % of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buyback.

e) In compliance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders, will be higher of:

i. Fifteen percent of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 6,52,173 Equity Shares which works out to 97,826 Equity Shares; or

ii. The number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on Record Date i.e. (7,00,769/1,14,22,610) x 6,52,173 which works out to be 40,011 Equity Shares.

All the outstanding fully paid-up Equity Shares excluding shares held by Promoter and Promoter Group have been used for computing the Buyback Entitlement of Small Shareholders as the Promoter and Promoter Group do not intend to participate in the Buyback.

Based on the above analysis and in accordance with Regulation 6 of the SEBI Buyback Regulations, 97,826 Equity Shares have been reserved for the Small Shareholders ("**Reserved Category**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 5,54,347 Equity Shares ("**General Category**").

f) Based on the above Buyback Entitlements, the ratio of Buyback for both categories is decided as below:

Category of Shareholders	Indicative Entitlement Ratio of Buyback *
Reserved category for Small Shareholders	6 Equity Shares out of every 43 fully paid-up Equity Shares held on the Record Date.
General category for all other Eligible Shareholders	41 Equity Shares out of every 793 fully paid-up Equity Shares held on the Record Date.

*The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is 13.9598269327367% and General category for all other Eligible Shareholders is 5.17025899094577% .

VI. Fractional Entitlements:

a) If the Buyback Entitlement, after applying the above-mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

b) On account of ignoring the fractional entitlement, those Small Shareholders who hold 7 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of 1 (one) Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

VII. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this LOF, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

b) Post the Acceptance as described in Clause 19. (VII) (a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

c) Post the Acceptance as described in 19. (VII) (a) and (b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category and Equity Shares left to be bought back in the Reserved Category, such Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the SEBI Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19. (VII) (b) above, shall be reduced by one.

d) Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19. (VII) (c) above:

i. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this LOF.

VIII. Basis of Acceptance of Equity Shares validly tendered in the General Category:

Subject to the provisions contained in the LOF, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

a) Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

b) Post the Acceptance as described in Clause 19. (VIII) (a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category and Equity Shares left to be bought back in the General Category, such Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

c) Adjustment for fractional results in case of proportionate Acceptance as described in Clause 19. VIII (a) and (b) above, will be made as follows:

i. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any Eligible Shareholder if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this LOF.

IX. Basis of Acceptance of Equity Shares between Categories

a) After Acceptances of Equity Shares, as mentioned in clause 19.VII and 19. VIII above, in case, there are any Equity Shares left to be bought back in one category ("Partially Filled Category") and there are additional unaccepted validly tendered Equity Shares ("Further Additional Shares") in the second category ("Over Tendered Category"), then the Further Additional Shares in the Over Tendered Category shall be Accepted in a proportionate manner i.e., valid Acceptances per Eligible Shareholder shall be equal to Further Additional Shares validly tendered by the Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially Filled Category.

b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Equity Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in clause 19.IX (a) out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Shareholder in accordance with clause 19.VII of this LOF.

c) Adjustment for fraction results in case of proportionate Acceptance, as defined in clause 19. (IX) (a) and (b) above:

i. For any Eligible Shareholder, if the number of Further Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

ii. For any Eligible Shareholder, if the number of Further Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

iii. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this LOF.

X. For avoidance of doubt, it is clarified that:

a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

XI. Clubbing of Entitlement

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

I. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("**Physical Shares**") and the beneficial owners who on the

Record Date were holding Equity Shares in the dematerialized form ("**Demat Shares**") (such shareholders are referred to as the ("Eligible Shareholders"). The Company proposes to effect the Buyback through a tender offer route through Stock Exchange Mechanism, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be e-mailed/dispatched to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.

II. The Letter of Offer, shall be sent through electronic means to Eligible Shareholder(s) who have registered their email ids with the Depositories / the Company, and for those Eligible Shareholder(s) who have not registered their email ids with the Depositories / the Company, the Letter of Offer shall be dispatched through physical mode by registered post/ speed post/ courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Clause 20 of this LOF.

III. The Company will not accept any Equity Shares offered in the Buyback where the title of shares is under dispute or which are under any restraint order of a court or such similar authority for transfer/ sale of such Equity Shares or where loss of share certificates(s) has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise not clear or where any other restraint subsists. In accordance with Regulation 24(v) of the SEBI Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

IV. An unregistered shareholder holding physical shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

V. Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares (as on the Record Date), and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.

VI. As disclosed in Clause 19 (Process and Methodology of Buyback) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

VII. After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

VIII. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement but not more than their shareholding as on Record Date) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined in this Letter of Offer.

IX. The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

X. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide SEBI Circulars and following the procedure prescribed in the Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

XI. Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member(s) in the electronic platform to be made available by BSE before the Buyback Closing Date. The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder (s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

XII. The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

XIII. For implementation of the Buyback, the Company has appointed Motilal Oswal Financial Services Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Motilal Oswal Financial Services Limited;
Address: Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025
Contact Person: Krishna Sharma;
Tel No.: +91 22 7198 5473;
Email: ksharma@motilaloswal.com
Website: www.motilaloswal.com
CIN: L67190MH2005PLC153397
SEBI Registration No.: INZ000158836

XIV. The Company will request BSE Limited, who shall be the designated stock exchange for the purpose of this Buyback to provide a separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be specified by BSE from time to time.

XV. In the event Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using quick unique client code ("UCC") facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that Eligible Shareholder may approach the Company's Broker, to place their bids, by using UCC facility after submitting requisite documents.

XVI. All Eligible Shareholders, through their respective Seller Member(s) will be eligible and responsible to place orders in the Acquisition Window.

XVII. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Member(s) during normal trading hours of the secondary market. The Seller Member can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.

XVIII. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality,

if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

XIX. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid.

XX. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

XXI. The cumulative quantity tendered shall be made available on BSE's website www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

XXII. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

XXIII. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

a) Eligible Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, details of Equity Shares they intend to tender under the Buyback.

b) The Seller Member would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/ bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the special account of Clearing Corporation specifically created for the purpose of Buyback offer, by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Clearing Corporation.

c) The details of the Special Account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and/or the Clearing Corporation.

d) The lien shall be marked in the demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by the depositories to the Clearing Corporation.

e) In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer (**"IDT"**) instructions shall be initiated by shareholders at source depository to clearing member pool/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation

f) For Custodian Participant orders for Equity Shares in demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification by the concerned Seller Member shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.

g) Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip (**'TRS'**) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

h) It is clarified that in case of Demat Shares, submission of Tender Form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

i) All the Eligible Shareholders who have tendered their Demat Shares shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

j) Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, so that the same are received on or before of Buyback Closing Date. The envelope should be super scribed as "Matrimony.Com Limited Buyback2022". In case of Demat Shares, submission of Tender Form and TRS is not mandatory.

k) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

l) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

XXIV. **Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form:**

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of the Letter of Offer.

a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the following: the (i) the tender form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original Equity Share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the PAN card of all the Eligible Shareholders, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

b) Based on the documents as mentioned in Clause 20. XXIV (a) herein above, the concerned Seller Member shall place an order/ bid on behalf of Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares using the Acquisition Window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

c) Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Clause 20. XXIV (a)) along with TRS either by registered/ speed post or courier or hand delivery to Registrar to the Buyback, at its address provided in Clause 18 herein above, on or before the Buyback closing date. The envelope should be super scribed as "Matrimony.com Limited Buyback 2022". One

copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.

d) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids, they will be treated as 'Confirmed Bids.

e) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any

f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.

XXV. **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with clause 17 "DETAILS OF THE STATUTORY APPROVALS"):**

a) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

b) Eligible shareholders who are FII/FPI/FVCI should also enclose a copy of their SEBI registration certificate.

c) In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose approval letter from RBI/a letter from its authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback.

XXVI. **In case of non-receipt of the Letter of Offer and the Tender Form:**

A. By Eligible Shareholder holding Demat Shares:

If Eligible Shareholder(s) holding Demat Shares, who have been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company i.e. www.matrimony.com or by providing their application in writing on plain paper, signed by all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to Clause 20. XXIII titled "Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form".

Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned in this clause are advised to confirm their Entitlement from the Registrar to the Buyback, before participating in the Buyback.

B. By Eligible Shareholder holding Physical Shares:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. www.matrimony.com) or the by providing their application in writing on a plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., www.matrimony.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in Clause 20. XXIV), reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., Monday, August 8, 2022 by 5 pm (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to Clause 20.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Seller Member or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement.

The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

XXVII. **Acceptance of orders:** The Registrar to the Buyback shall provide details of order Acceptance to Clearing Corporation within specified timelines.

XXVIII. **Method of Settlement**

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

2. The Company will pay the consideration to the Company's Broker who will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE Limited and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Seller Member's settlement bank account for onward transfer to such shareholders.

3. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.

4. For the Eligible Shareholder holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

5. In the case of inter-depository, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of Inter Depository Tender Offer message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as

received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback (**"Company Demat Account"**) provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

7. Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non/partial acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholder would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder.

8. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

9. The Seller Member(s) would issue contract note for the Equity Shares accepted under the Buyback and pay the consideration for the Equity Shares accepted, if applicable, under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

10. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage), etc. that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be incurred solely by the Eligible Shareholders.

11. The Equity Shares accepted, bought and lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

XXIX. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:
For Eligible Shareholders holding Equity Shares in the dematerialized form if the (a) Shareholder is not an Eligible Shareholder of the Company as on the Record Date; (b) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form (c) if there is a name mismatch in the demat account of the shareholder and PAN. (d) where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

For Eligible Shareholders holding Equity Shares in the physical shares would be liable to be rejected if:

a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of the Buyback Closing Date i.e. Monday, August 8, 2022(by 5.p.m.);
b) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company;
c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;

e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar;
f) If the Share Transfer Form SH-4 is not witnessed; or
g) Where there exist any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity shares is under dispute of otherwise not clear or where any other restraint subsists.

21. NOTE ON TAXATION

Disclosures in this section are based on the opinion obtained by the Company from M/s. N S Shastri & Co., Chartered Accountants.

THE SUMMARY OF THE INCOME-TAX CONSIDERATION IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS. IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. **GENERAL:** The Indian tax year runs from April 1 to March 31. The charge of Indian income tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Indian Income Tax Act 1961 ("ITA"). A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/ her Indian sourced income or income received by such person in India. Certain non-resident individuals, being a citizen of India are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

   In case of shares of a Company, the source of income from shares would depend on the `situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the "situs" of the shares of the Company would be in India and any gains arising to a non¬-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard.

   A non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("DTAA") as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable. The summary of direct tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this memorandum refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. **CLASSIFICATION OF SHAREHOLDERS:** Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in categories as mentioned below:

1. Resident Shareholders being:
- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
  - Company
  - Other than Company

2. **Deemed Resident Shareholder** — an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs. 15 lakhs during the tax year.

3. **Non-Resident Shareholders being:**
   - Non-Resident Indians (NRIs)
   - Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
   - Others
     - Company
     - Other than Company

3. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE

a) As per Section 115QA of ITA, listed companies making a public announcement of buyback of shares on or after July 5, 2019 are required to pay an additional tax @ 20%, plus surcharge @ 12% plus health & education cess @ 4% on the distributed income.
Distributed income is defined under Section 115QA to include consideration paid by the company on buyback of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB of the Income Tax Rules, 1962.

b) The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit thereof shall be claimed by the company or by any other person in respect of the amount of tax so paid.

c) No deduction under any other provision of the ITA shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.

d) Income arising to the shareholders (whether resident or non-resident) on buyback of equity shares is exempt from tax in India under section 10(34A) of the ITA, irrespective of the characterization of the shares, i.e., whether long term or short term or held as investment or stock-in-trade. In case of Non-Resident shareholders, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-Resident shareholders need to consult their tax advisors with regard to availability of such tax credit.

4. **TAX DEDUCTION AT SOURCE ("TDS"):** Since there is no provision regarding the TDS in case of buyback, company is not required to deduct any tax at source on consideration payable to Resident shareholders. Given that income arising on account of the buy-back of shares is exempt from tax under Section 10(34A) of ITA, the same would not be subject to tax deduction at source for Non-Resident shareholders.

5. **SECURITIES TRANSACTION TAX ON ACCOUNT OF BUYBACK OF SHARES:** Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India which are subject to change or modification by subsequent Legislative, Regulatory, Administrative or Judicial decisions. The note sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the Company if any action is taken by the shareholder solely based on this tax summary.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State Tax Law and provisions of DTAA where applicable.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

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.

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:

1. That immediately following the Board Meeting held on May 12, 2022 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;
2. That as regards the Company's prospects for the year immediately following the Board Meeting held on May 12, 2022 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
3. 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.

This declaration is made and issued by the Board of Directors of the Company in terms of the resolution passed at the meeting held on May 12, 2022.

For and on behalf of the Board of Directors of Matrimony.Com Limited,

Sd/-	Sd/-	Sd/-
Murugavel Janakiraman Managing Director DIN: **00605009**	**Deepa Murugavel** Non-Executive Director DIN: **00725522**	Vijayanand Sankar Company Secretary & Compliance Officer ICSI Membership No.: **A18951**

23. AUDITOR'S CERTIFICATE

The text of the Report dated May 12, 2022 received from S.R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company, addressed to the Board is reproduced below:

Quote

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

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

1. This Report is issued in accordance with the terms of our service scope letter engagement letter dated May 4, 2022 and master engagement agreement dated April 28, 2022 with Matrimony.com Limited (hereinafter the "Company").

2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on May 12, 2022. The proposal for buyback is subject to the approval of the shareholders of the Company. The Company has prepared the attached "Statement of determination of the permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including 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.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:

   (i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2022.

   (ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;

   (iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 12, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act 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.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. 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.

9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2022. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2022 including the unmodified audit opinions dated May 12, 2022;

ii) Read the Articles of Association of the Company and noted the permissibility of buyback;

iii) Traced the amounts of paid-up equity share capital, retained earnings and securities premium as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2022.

iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back.

v) Obtained from Company Secretary a certified copy of the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement;

vi) Obtained from Company Secretary a certified copy of the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one year from that date.

vii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:

(i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2022.

(ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;

(iii) the Board of Directors of the Company in their meeting held on May 12, 2022 have formed their opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, (iv) can be shared with the merchant banker involved in connection with the proposed buyback of equity shares of the Company for onward submission to SEBI and stock exchanges. This report should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIVNVW7568
Place of Signature: Chennai
Date: May 12, 2022

Annexure

Statement of determination of the permissible capital payment for proposed buyback of equity shares ("the Statement") in accordance with Section 68 of the Companies Act, 2013 ("the Act") and Regulation 4 of the Buy-back Regulations (SEBI Regulations), based on the audited standalone and consolidated financial statements as at and for the year ended March 31, 2022

(INR in lakhs)

Particulars		Amount as per standalone financial statement	Amount as per consolidated financial statement
a) Paid-up equity share capital as at March 31, 2022	[A]	1,144.94	1,144.94
b) Free reserves as per Section 68 of Companies Act, 2013			
Retained earnings	[B]	16,843.40	16,690.06
Securities premium	[C]	12,953.10	12,953.10
Total free reserves as at March 31, 2022	[D] = [B]+[C]	29,796.50	29,643.16
Total of Equity paid-up capital and free reserves as at March 31, 2022	[E] = [A]+[D]	30,941.44	30,788.10
Maximum amount permissible for buyback under Section 68 of the Act read with Regulation 4 of SEBI Regulations, i.e., 25% of the total paid-up capital, free reserves and securities premium of financial statements	[F] = [E] * 25%	7,735.36	7,697.02

Notes:

a. The buyback is authorised by its articles of association and approved by the Board of Directors via Board resolution dated May 12, 2022, subject to shareholders' approval.

b. Maximum amount permitted by Board Resolution dated May 12 2022 approving buy-back, subject to shareholders' approval, based on the audited financial statement as at and for the year ended March 31, 2022 is INR 7500 lakhs.

For and on Behalf of the Board of Directors
Matrimony.com Limited

Sd/-
Murugavel Janakiraman
Managing Director
DIN: 00605009

Sd/-
Deepa Murugavel
Director
DIN: 0725522

Place: Chennai
Date: May 12, 2022

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered & Corporate Office of the Company at No. 94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai- 600028 between 10.00 a.m. to 5.00 p.m. on all working days (i.e. Monday to Friday and not being a public holiday) and on the website of the Company (www.matrimony.com) during the Offer Period:

1. Certificate of Incorporation of the Company;
2. Memorandum and Articles of Association of the Company;
3. Copy of financial statements/ annual reports of the Company (as the case may be) for the last three financial years viz. March 31, 2022, 2021 and 2020;
4. Buyback related approvals:
   a) Copy of resolution passed by the Board of Directors at their meeting held on May 12, 2022 approving the proposal of the Buyback;
   b) Certified true copy of the resolution passed by the Equity Shareholders by way of postal ballot, results of which were declared on June 21, 2022 along with scrutinizer's report;
   c) Certified true copy of the resolution passed by the Buyback Committee dated June 22, 2022.
5. Certificate dated May 12, 2022 received from S.R. Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations.
6. Copy of Public Announcement dated June 22, 2022 published in the newspapers on June 23, 2022 regarding Buyback.
7. Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
8. Certificate from M/s. N S Shastri & Co., Chartered Accountants, dated June 29, 2022 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the SEBI Buyback Regulations.
9. Copy of Escrow Agreement dated June 27, 2022, between Matrimony.com Limited, Motilal Oswal Investment Advisors Limited and HDFC Bank Limited.
10. Observations from SEBI on the Draft Letter of Offer issued by its letter no. SEBI/HO/CFD/DCR2/VT/OW/28248/1 dated July 12, 2022.

25. DETAILS OF THE COMPLIANCE OFFICER

The Buyback Committee at their meeting held on June 22, 2022 appointed Mr. Vijayanand Sankar, Company Secretary and Compliance Officer of the Company, as the compliance officer for the purpose of the Buyback (**"Compliance Officer"**). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays till the closure of the Buyback, at the following address:

Company Secretary and Compliance Officer: Mr. Vijayanand Sankar
Matrimony.Com Limited
Address: No. 94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram, Chennai – 600028, India.
Tel. No.: +91 44 49001919
Website: www.matrimony.com
Email: investors@matrimony.com
CIN: L63090TN2001PLC047432

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS

I. In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer of the Company and/or the Manager to the Buyback and/ or Registrar to the Buyback for redressal.

II. If the Company makes any default in complying with the provisions of Section 68, 69 and 70 of the Companies Act or any rules made there-under, in relation to the Buyback, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

III. The address of the concerned office of the Registrar of Companies is as follows:
Registrar of Companies, Tamilnadu at Chennai
Block No. 6, B Wing, 2nd Floor,
Shastri Bhawan 26, Haddows Road,
Chennai - 600034, Tamilnadu.

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Registrar to the Buyback KFINTECH KFin Technologies Limited *(formerly known as KFin Technologies Private Limited)*	**Address:** Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 **Tel. No.:** +91 40 6716 2222 **Toll Free No.:** 18003094001 **Email:** matrimony.buyback@kfintech.com **Website:** www.kfintech.com **Investor Grievance Email:** einward.ris@kfintech.com **Contact Person:** Mr. Murali Krishna **SEBI Registration No.:** INR000000221 **CIN:** U72400TG2017PLC117649

28. DETAILS OF THE MANAGER TO THE BUYBACK

MOTILAL OSWAL Investment Banking **Motilal Oswal Investment Advisors Limited**	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India **Tel. No.**: +91 22 7193 4380 **Email:** matrimony.buyback@motilaloswal.com **Website**: www.motilaloswalgroup.com **Contact person**: Kirti Kanoria/Ritu Sharma **SEBI Registration No**.: INM000011005 **CIN**: U67190MH2006PLC160583

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirms that this Letter of Offer contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on May 12, 2022 and by the Buyback Committee on June 22, 2022.

For and on behalf of the Board of Directors of Matrimony.com Limited

Sd/-	Sd/-	Sd/-
Murugavel Janakiraman Chairman & Managing Director **DIN:** 00605009	**Deepa Murugavel** Non-Executive Director **DIN:** 00725522	**Vijayanand Sankar** Company Secretary & Compliance Officer **ICSI Membership No.:** A18951

Date: July 14, 2022
Place: Chennai

30. ENCLOSURES: OFFER FORM

I. Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).
II. Tender Form (for Eligible Shareholders holding Equity Shares in physical form) with share transfer form (i.e. Form SH-4).

TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

Bid Number:
Date:

BUYBACK OPENS ON		Tuesday, July 26, 2022			
BUYBACK CLOSES ON		Monday, August 8, 2022			
For Registrar / Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status (please tick appropriate box)					
	Individual		FII/FPI		Insurance Co
	Foreign Co		NRI/OCB		FVCI
	Body Corporate		Bank/FI		Pension/PF
	VCF		Partnership/LLP		Others (Specify)
India Tax Residency Status: Please tick appropriate box					
	Resident in India		Non-Resident in India		Resident of _____ (*shareholder to fill in country of residence)*
Route of Investment (For NR Shareholders only)					
	Portfolio Investment Scheme				Foreign Investment Scheme

To,
The Board of Directors,
Matrimony.com Limited,
C/o KFin Technologies Limited
Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,
Serilingampally Hyderabad -500 032, Telangana.

Dear Sirs,

Sub: Letter of Offer dated July 14, 2022**, in relation to the Buyback of up to 6,52,173 (Six Lakhs Fifty Two Thousand One Hundred and Seventy Three) fully paid-up Equity Shares of face value of ₹ 5 (Rupees Five Only) each of Matrimony.com Limited (the "Company") at a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty Only) per Equity Share ("Buyback Price"), payable in cash.**

1. I / We (having read and understood the Letter of Offer dated July 14, 2022 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this tender offer are offered for the Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for the Buyback and that I / we am / are legally entitled to tender the Equity Shares for the Buyback.
5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
6. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/authorized dealers/tax advisors appropriately.
7. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
8. I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
9. I/We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Seller Member by Clearing Corporation in pay-out.
10. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, and the rules made thereunder, the SEBI Buyback Regulations and the extant applicable foreign exchange regulations.
12. Applicable for all Non-Resident Shareholders only:
    a. I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us.
    b. I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
13. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "Matrimony.com Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
14. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (July 4, 2022)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: Eligible Shareholder also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip: MATRIMONY.COM LIMITED BUYBACK OFFER 2022
(to be filled by the Eligible Shareholder) (subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP No. for all future correspondence		Stamp of Broker	

15. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

11. Eligible Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. of the Sole/First Equity Shareholder		Email id of the Sole/First Equity Shareholder		

**Non-individuals must affix rubber stamp and sign under valid authority. The relevant authorisation should be enclosed with the application form submitted*

INSTRUCTIONS

1. The Buyback will open on July 26, 2022 and close on August 8, 2022.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback.
4. The Equity Shares tendered in the Buyback shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name or PAN mismatch in the demat account of the shareholder; (ii) if the Eligible Shareholder has made a duplicate bid.or (iv) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
5. Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in clause 18 of the Letter of Offer) only post placing the bid via the Seller Member.
6. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
7. **The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
8. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

   In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback
9. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
10. For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to Clause 20 of the Letter of Offer.
11. By agreeing to participate in the Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
13. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
14. Eligible Shareholders have to fill up the EVENT number issued by Depositary in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback.
15. **For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre: MATRIMONY.COM LIMITED BUYBACK 2022
KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
Contact Person: Mr. Murali Krishna **Tel No.:** + 91-40 6716 2222; **Toll Free No.:** 18003094001; **E-mail:** matrimony.buyback@kfintech.com
Website: www.kfintech.com; **SEBI Registration Number:** INR000000221; **CIN:** U72400TG2017PLC117649

TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number:
Date:

To,
The Board of Directors,
Matrimony.Com Limited,
C/o KFin Technologies Limited
Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,
Serilingampally, Hyderabad -500 032, Telangana.

BUYBACK OPENS ON		Tuesday, July 26, 2022			
BUYBACK CLOSES ON		Monday, August 8, 2022			
For Registrar / Collection Centre use					
Inward No.		**Date**		**Stamp**	
Status (please tick appropriate box)					
	Individual		FII/FPI		Insurance Co
	Foreign Co		NRI/OCB		FVCI
	Body Corporate		Bank/FI		Pension/PF
	VCF		Partnership/LLP		Others (Specify)
India Tax Residency Status: Please tick appropriate box					
	Resident in India		Non-Resident in India		Resident of _____ (*Shareholder to fill in country of residence)*
Route of Investment (For NR Shareholders only):Please tick appropriate box					
	Portfolio Investment Scheme				Foreign Investment Scheme

Dear Sirs,
Sub: Letter of Offer dated July 14, 2022, in relation to the Buyback of up to 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three) fully paid-up Equity Shares of face value of ₹ 5 (Rupees Five Only) each of Matrimony.com Limited (the "Company") at a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty Only) per Equity Share ("Buyback Price"), payable in cash.

1. I / We (having read and understood the Letter of Offer dated July 14, 2022 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for the Buyback.
5. I / We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
6. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
7. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
8. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
9. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
10. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
11. I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the SEBI Buyback Regulations and any other applicable laws.
13. Applicable for all Non-Resident Shareholders only:
    a. I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us.
    b. I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
14. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "Matrimony.com Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
15. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date July 4, 2022		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional shares, if any)		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip: MATRIMONY.COM LIMITED BUYBACK OFFER 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.			
Received from Mr./Ms./Mrs			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Folio No. for all future correspondence		Stamp of Broker/ Registrar	

16. Details of Share Certificate(s) enclosed: Total No. of Share Certificate(s) Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificate(s) enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

17. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney		Corporate Authorization
	Succession Certificate		Previous RBI approvals for acquiring the Equity Shares of Matrimony.com Limited hereby tendered in the Buyback
	Self-attested copy of PAN Card		TRS
	Death Certificate		Others (please specify)

19. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. of the Sole/First Equity Shareholder		Email id of the Sole/First Equity Shareholder		

** Non-individual Shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the tender form submitted.*

Instructions:

1. The Buyback will open on July 26, 2022 and close on August 8, 2022.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar to the Buyback (as mentioned in the Letter of Offer) on or before August 8, 2022 by 5.00 PM, only after the placement of a valid Bid; (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Valid transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar of the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.Any other relevant documents such as (but not limited to) (i) Duly attested Power of Attorney if any person other than the Shareholder has signed the relevant Tender Form; (ii) Notarized copy of death certificate and succession certificate or probated/ will, as applicable, if the original Shareholder has deceased; (iii) Necessary corporate Authorizations, such as board resolutions etc., in case of Companies etc.
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any original Eligible Shareholder is deceased; (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies; and (iv) if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form shall file a copy of (i) approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
6. Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Equity Shares held by them as on Record Date.
7. All documents sent by the Eligible Shareholder/ Seller Member/ custodian will be at their own risk and the Eligible Shareholder/ Seller Member/ custodian is advised to adequately safeguard their interests in this regard.
8. For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to clause 20 of the Letter of Offer.
9. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company or Registrar to the Buyback and (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar to the Buyback on or before August 8, 2022 by 5:00 p.m. Indian Standard Time;.
10. The Equity Shares tendered in the Buy-Back shall be rejected for the following reasons in addition to the point number 9 mentioned above (i) if the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
11. By agreeing to participate in the Buyback the Non-Resident Shareholders or NRI give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre: MATRIMONY.COM LIMITED BUYBACK 2022

FORM NO. SH-4 - SECURITIES TRANSFER FORM
[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution: ___ / ___ / 2022

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L	6	3	0	9	0	T	N	2	0	0	1	P	L	C	0	4	7	4	3	2

Name of Company (in full)	:	Matrimony.com Limited
Name of the Stock Exchange where the company is listed, (if any)	:	National Stock Exchange of India Limited and BSE Limited

DESCRIPTION OF SECURITIES:

Kind/ class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 5/-	₹ 5/-	₹ 5/-

No. of Securities being Transferred		**Consideration received (₹)**	
In Figures	**In words**	**In words**	**In Figures**

Distinctive Number	**From**	
	To	
Corresponding Certificate Nos.		

	Transferor's Particulars
Registered Folio Number:	

Name(s) in full and PAN (attach copy of pan card)	**Seller's Signature (s)**
1.	
2.	
3.	

I hereby confirm that the transferor has signed before me.

Signature of the Witness	**:**	
Name of the Witness	**:**	
Address of the Witness	**:**	
Pincode	**:**	

Transferee's Particulars

Name in full (1)	Father's/Mother's/Spouse Name (2)	Address & E-mail id Registered & Corporate Office: (3)
Matrimony.com Limited	Not Applicable	No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai - 600028 Email: investors@matrimony.com
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee:
Value of Stamp Affixed:
₹

Specimen Signature of Transferee(s)
1.
2.
3.

Enclosures:
1. Certificate of Shares or Debentures or Other Securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify,_____

For Office Use Only	
Checked by	
Signature Tallied by	
Entered in the Register of Transfer on	
Vide Transfer No.	
Approval Date	
Power of attorney / Probate / Death Certificate / Letter of Administration	
Registered on	

Stamps

ON THE REVERSE PAGE OF THE CERTIFICATE

Name of the Transferor	Name of the Transferee	Number of Shares	Date of Transfer
Signature of the Authorised Signatory			