

December 15, 2025

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No: C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the Board Meeting.

Ref: NSE Symbol: MATRIMONY

This is to inform you that the Board of Directors of the Company at its meeting held on December 15, 2025, which commenced at 10:00 a.m. and concluded at 10:50 A.M., inter-alia, unanimously approved the following proposals

1. Proposal of buyback of 8,93,129 fully paid-up equity shares of face value ₹ 5 (Rupees Five only) each of the Company (“**Equity Shares**”) of an amount not exceeding ₹ 58.5 Crores (Rupees Fifty Eight Crore Fifty Lakhs only) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax (if any), other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (“**Transaction Costs**”) (“**Buyback Size**”), being 24.68% and 24.81% 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, 2025, at a buyback price of ₹655 (Rupees Six Hundred and Fifty Five only) per Equity Share (“**Buyback Price**”), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buy Back Committee (“**Record Date**”), through the “tender offer” route, on a proportionate basis as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”) 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 on the Record Date, whichever is higher, shall be reserved for the small shareholders as prescribed under the SEBI Buy Back Regulations (hereinafter referred to as the “**Buyback**”).

Matrimony.com Limited

(CIN: L63090TN2001PLC047432)

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

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

The proposed Buy Back is subject to the approval of shareholders by way of a special resolution through a postal ballot (including Remote E-voting) pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules framed thereunder and all other applicable statutory approvals. The process, timelines and other requisite details concerning the postal ballot will be communicated in due course.

The public announcement and other documents concerning the Buyback setting out the process, record date, timelines and other requisite details will also be released in due course in accordance with the SEBI Buy Back Regulations.

The Board has noted the intention of the Promoters and members of the Promoter Group of the Company not to participate in the proposed Buy Back.

Mr. Vijayanand Sankar, Company Secretary, is hereby appointed as the Compliance Officer for the purpose of the proposed Buy Back. Saffron Capital Advisors Private Limited, a SEBI Registered Merchant Banker, has been appointed as the Manager to the Buyback and G Karthikeyan, Company Secretary, has been appointed as the Scrutinizer for conducting the postal ballot and Remote E-voting process.

The Board has also constituted a committee for the purpose of the Buyback ("Buyback Committee") and has delegated its powers to the Buyback Committee to do or cause to be done all such acts, deeds, matters and things, in its discretion, deemed necessary in connection with the Buy Back.

The Pre-Buy Back shareholding of the Company as on December 12, 2025 is annexed as 'Annexure 1'. Further, the post Buyback shareholding of the Company will be provided upon completion of the Buy Back.

2. Approved the re-appointment of Mr. Murugavel Janakiraman (DIN: 00605009) as Managing Director of the Company for a period from 1st April 2026 to 31st March 2029 Further, as per the requirement of the circular no. NSE/CML/2018/24 & LIST/COMP/14/2018-19 dated 20th June 2018 issued by NSE & BSE respectively on the subject of enforcement of SEBI orders regarding the appointment of Directors by listed companies, we hereby affirm that Mr. Murugavel Janakiraman who has been reappointed as Managing Director, is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

3. Seeking shareholders resolution for payment of remuneration to Managing Director for FY 25-26
4. Approved the re-appointment of Mr. Sivaramakrishnan Meenakshi Sundaram (DIN: 02137377) as an Independent Director of the Company for a second term of 5 years with effect from March 11, 2026 Based on the recommendation of the Nomination and Remuneration Committee which is subject to the approval of the shareholders. Further, as per the requirement of the circular no. NSE/CML/2018/24 & LIST/COMP/14/2018-19 dated 20th June 2018 issued by NSE & BSE respectively on the subject of enforcement of SEBI orders regarding the appointment of Directors by listed companies, we hereby affirm based on the information provided by Mr. Sivaramakrishnan Meenakshi Sundaram (DIN: 02137377) and to the best of our knowledge that Sivaramakrishnan Meenakshi Sundaram (DIN: 02137377), is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
5. Approved the proposal for conducting the postal ballot process seeking shareholders' approval for the above resolutions.
6. Approved the Postal Ballot Notice dated December 15, 2025.
7. The details required under Regulation 30 of the SEBI Listing Regulations read with Para A of Part A of Schedule III to the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in the enclosed Annexure II.

Submitted for your information and records. The above information will also be available on the website of the Company at www.matrimony.com.

We request you to take the above information on record.

Thanking you,

Yours faithfully

For **Matrimony.com Limited**

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

Annexure I:

Shareholding pattern of the Company, as on December 12, 2025 ("Pre-Buy Back")

Category of Shareholders	Numbers of Shareholders	Numbers of Shares	% of existing Share Capital
Promoter & Promoter Group			
Individual	3	1,17,74,726	54.61%
Total(A)	3	1,17,74,726	54.61%
Mutual Funds	2	6,52,154	3.02%
Alternate Investment Funds	4	9,32,767	4.33%
Foreign Investors (Including NRI (Repatriable) & FPI)	205	48,98,826	22.72%
Others (Public, Bodies Corporates, IEPF etc.)	19,741	33,04,949	15.32%
Total(B)	19,952	97,88,696	45.39%
Grand Total	19,955	2,15,63,422	100.00%

ANNEXURE II

Sr. No	Details of events that need to be provided	Information of such events	
		Mr. Murugavel Janakiraman	Mr. Sivaramakrishnan Meenakshi Sundaram
1.	Reason for change viz Appointment	Mr. Murugavel Janakiraman (DIN: 00605009) is re-appointed as Managing Director of the Company.	Mr. Sivaramakrishnan Meenakshi Sundaram (DIN No. 02137377) is re-appointed as Independent Director of the Company subject to approval of shareholders
2.	Date of appointment	Re-appointment as Managing Director for a period of three years effective from 1 st April 2026 to 31 st March 2029	Re-appointment as Independent Director for a period of five years effective from March 11, 2026 to March 10, 2031 subject to approval of shareholders
3.	Term of appointment		
4.	Brief Profile	Mr. Murugavel Janakiraman aged 55 years holds a bachelor's degree in science and a master's degree in computer applications from the University of Madras. He started his career at Chennai-based Nucleus Software and moved to Singapore for a brief stint. He worked as a consultant in the US for leading companies on software projects and acquired valuable insights on Internet technologies.	Mr. S. M. Sundaram aged 60 years is a Chartered Accountant, a Cost Accountant, a Company Secretary, a Chartered Financial Analyst, and an MBA from IIM Ahmedabad, with several all-India ranks. He has about 37 years of professional experience, most of them in senior roles in Finance and Investment Management. He is currently the Chief Investment Officer of an investment management entity focused on listed investments in India. He is also a director of Baring Private Equity Partners India, where he is a member of the Investment Committee and Valuation Committee and an advisor to companies in various businesses such as consumer goods, high-end IT services (such as

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			Product Engineering, R&D, and AI / ML) and analytics.
5.	Shareholding, if any in the Company	1,17,70,718 shares & 54.59%	Nil
6.	Disclosure of relationships between Directors	He is the spouse of Smt. Deepa Murugavel (DIN: 00725522) Non-Executive Woman Director. He is not related with any other Directors/Key Managerial Personnel.	NA