

October 17, 2024

**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: Copy of Board and Shareholders Resolution approving buy back of equity shares of the Company**

**Ref: NSE Symbol: MATRIMONY**

Please find attached the copy of board and shareholders resolution approving the Buyback of equity shares of the Company.

Submitted for your information and records.

Thanking you

Yours faithfully,

For **Matrimony.com Limited**

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

**EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF MATRIMONY.COM LIMITED HELD THROUGH VIDEO CONFERENCING ON SEPTEMBER 5, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT NO.94, TVH BELICIAA TOWERS, TOWER II, 5<sup>TH</sup> FLOOR, MRC NAGAR, RAJA ANNAMALAI PURAM, CHENNAI – 600028.**

**APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY**

**“RESOLVED THAT** in accordance with the Article 61 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“**SEBI**”), the stock exchanges on which the Equity Shares of the Company are listed (“**Stock Exchanges**”), Reserve Bank of India (“**RBI**”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and subject to the approval by the shareholders by way of a special resolution through postal ballot, the consent of 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/authorize to exercise its powers, including the powers conferred by this resolution (the “**Buyback Committee**”)) be and is hereby accorded for the buyback by the Company of 7,02,439 (Seven Lakh Two Thousand Four Hundred and Thirty Nine Only) fully paid up equity shares of the face value of ₹ 5 (Rupees Five Only) each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”), representing 3.16% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2024, at a buyback price of ₹ 1,025 (Rupees One Thousand Twenty Five only) per fully paid-up Equity Share payable in cash (“**Buyback Price**”) for an amount not exceeding ₹ 7200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (“**Transaction Costs**”) (such amount hereinafter referred to as the “**Buyback Size**”), representing 24.85% and 24.98% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated basis, respectively as on March 31, 2024, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (“**Record Date**”), on a proportionate basis through “**Tender Offer**” route as prescribed under the SEBI Buyback Regulations (the “**Buyback**”).

**RESOLVED FURTHER THAT** the Buyback Price 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 of the Company, traded on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together referred as “**Stock Exchanges**”) where the Equity Shares are listed, (ii) the net-worth of the Company, (iii) price earnings ratio, (iv) the impact on other financial parameters and (v) the possible impact of Buyback on the earnings per share.

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

**RESOLVED FURTHER THAT** the Buyback Price represents

- i) premium of 60.16% and 60.21% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding September 2, 2024, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date"); and
- ii) premium of 38.20% and 38.26% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and
- iii) premium of 37.57% and 37.41% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date
- iv) premium of 27.48% and 26.91% over the closing price of the Equity Share on BSE and NSE, respectively, as on September 5, 2024, (the date of the Board meeting approving the Buyback, pre-buyback, based on the latest standalone and consolidated audited financial statement of the Company as at March 31, 2024.

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

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

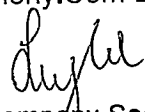
**RESOLVED FURTHER THAT** the Board of Directors of the Company, based on the intent letter from Promoters and members of Promoter Group has noted the intention of Promoters and members of Promoter Group not to participate in the Buyback.

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

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

**RESOLVED FURTHER THAT** the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash

For Matrimony.Com Limited

  
Company Secretary

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.

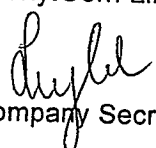
**RESOLVED FURTHER THAT** as required under the provisions of Section 68(6) of the Act read with Regulation 8 of the SEBI Buyback Regulations, the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved for filing with Registrar of Companies, Mumbai and SEBI in accordance with the applicable laws and that Mr. Murugavel Janakiraman, Chairman & Managing Director and Mrs. Deepa Murugavel, Non Executive Director be and are hereby, jointly authorized to sign the same, for and on behalf of the Board.

**RESOLVED FURTHER THAT** the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such shareholders themselves.

**RESOLVED FURTHER THAT** the Board hereby confirms that:


1. All the equity shares for Buyback are fully paid up.
2. The Company shall not issue any Equity Shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback is made in accordance with the Act and the SEBI Buyback Regulations;
3. 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 to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
4. The Company shall not Buyback its Equity Shares or other specified securities 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;
5. The buyback Size i.e. ₹ 7200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only) does not exceed 25% of the aggregate paid up Equity Share capital and free reserves of the Company as per the latest available Standalone and Consolidated Audited Financial Statements of the Company as on March 31, 2024.
6. The maximum number of Equity Shares proposed to be bought back under the Buyback will not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company;
7. There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
8. The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made;
9. The Company shall not withdraw the Buyback offer after the public announcement of the Buyback offer is made.

For Matrimony.Com Limited

  
Company Secretary

10. The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;
11. The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buyback of its Equity Shares;
12. The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
13. There are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
14. The Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buyback offer;
15. The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves, based on the latest available, audited standalone and consolidated financials of the Company as on March 31, 2024, whichever sets out a lower amount;
16. 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 purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
17. The shareholder's resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the shareholder's resolution (or such extended period as may be permitted under the Act or the SEBI Buyback Regulations or by the Appropriate Authorities). The exact time table for the Buyback shall be decided by the Buyback Committee within the above time limits;
18. The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance.
19. The Company shall not directly or indirectly purchase its own Equity Shares or other specified securities:
  - a. Through any subsidiary company including its own subsidiary companies; and
  - b. Through any investment company or group of investment companies.
20. The Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) working days of the date of payment of consideration to shareholders who have tendered the Equity Shares under the Buyback offer.
21. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoter and members of Promoter Group, and/or their associates, 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 promoter and members of promoter group) from the date of passing the special resolution till the date of closing of the Buyback offer, other than participation in the Buyback;
22. 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;

For Matrimony.Com Limited

  
Company Secretary

23. The Company shall Buyback the Equity Shares held in physical form from Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020.
24. The buyback shall not result in delisting of the Equity Shares from the Stock Exchanges.
25. The buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulations 38 of the SEBI Listing Regulations
26. The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.
27. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements on the loans taken and the consent of the lenders in this regard has been obtained by the Company.
28. The letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

**RESOLVED FURTHER THAT** as required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms 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 and also considering all contingent liabilities, the Board has formed the opinion:


- i. That immediately following the date of the Board Meeting held on September 5, 2024 approving the Buyback and the date on which the results of the Shareholders' resolution by way of postal ballot with regard to the Buyback are declared, there will be no grounds on which the Company can be found unable to pay its debts;
- ii. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on September 5, 2024 approving the Buyback and the date on which the results of the Shareholders' resolution by way of postal ballot with regard to the Buyback are declared, and 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 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 date of the Board Meeting approving the Buyback approving the buyback and the date on which the results of the Shareholders' resolution by way of postal ballot with regard to the Buyback are declared;
- iii. in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

**RESOLVED FURTHER THAT** a Buyback Committee comprising of:

Sr. No.	Name	Designation
1	Mr. Murugavel Janakiraman	Chairman & Managing Director
2	Mr. Milind S Sarwate	Independent Director
3	Mr. S.M Sundaram	Independent Director

be and is hereby, constituted and the powers of the Board in respect of Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback

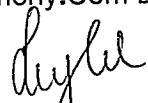
For Matrimony.Com Limited

  
Company Secretary

Committee, be and is hereby, severally authorized to do all such acts, deeds and things as may be necessary, expedient, or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. to finalize, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approval(s) and to represent the Company with the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Mumbai, National Securities Depository Limited, Central Depository Services (India) Limited and any other Regulatory authorities in connection with the Buyback.
2. to decide on the increase in buyback price in accordance with the SEBI Buyback Regulations and resultant reduction in Buyback Equity Shares, if any;
3. to seek approval of the shareholders of the Company and to do all necessary actions related thereto;
4. to finalize the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
5. To appoint solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/consultant(s) / intermediary(ies) / agency(ies), printer, as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants/ intermediaries/agencies including by the payment of commission, brokerage, fee, charges etc;
6. The initiating of all necessary actions for preparation and issue of public announcement, letter of offer and related documents.
7. The preparation, finalization and filing of public announcement, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;
8. The making of all applications to the appropriate authorities for their requisite approvals including approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
9. 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 circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD- 2/P/CIR/2023/35 dated March 08, 2023 and such other circulars as may be applicable, including any further amendments thereof;
10. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
11. To enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the SEBI Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the SEBI Buyback Regulations and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
12. To open, operate and close one or more depository account/ trading account / buyer broker account and to open, operate and close special trading window account with

For Matrimony.Com Limited

  
Company Secretary

- the designated stock exchange and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account;
13. To settle all such questions, queries, difficulties or doubts that may arise in relation to the implementation of the Buyback or by the Manager to the Buyback, Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;
  14. To authorize bankers to act upon the instructions of the Merchant Banker as required under the SEBI Buyback Regulations;
  15. To carry out management discussion and analysis on the likely impact of the Buyback on the Company's earnings, public holdings, holdings of non-resident individuals, FIIs;
  16. To sign the documents as may be necessary with regard to the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents, and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities.
  17. To decide on the designated stock exchange.
  18. Extinguishment of dematerialized share and physical destruction of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board.
  19. To obtain all necessary certificates and reports from the Statutory Auditors, Secretarial Auditor and other third parties as required under applicable law.
  20. To verify the offer/acceptances received, finalizing basis of acceptance, pay to the shareholders, consideration for Equity Shares bought back pursuant to the Buyback, issue rejection letters, if any.
  21. To file 'Return of Buyback' with Registrar of Companies and other statutory authorities.
  22. 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.
  23. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or
  24. To establish Investor Service Centre/s.
  25. To authorize the Merchant Banker, Registrar or other agencies appointed for the purpose of Buyback to carry out any of the above activities.
  26. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback.
  27. To do all such acts as it may, in its absolute discretion deem necessary, expedient, or proper for the implementation of the Buyback.

**RESOLVED FURTHER THAT** Mr. Vijayanand Sankar, Company Secretary shall act as the Secretary to the Buyback Committee.

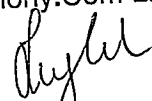
**RESOLVED FURTHER THAT** the quorum for a meeting of the Buyback Committee shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

**RESOLVED FURTHER THAT** each member of the Buyback Committee except Mr. Murugavel Janakiraman, Chairman & Managing Director shall be eligible for a sitting fees of Rs. 75000/- per meeting of the Committee.

**RESOLVED FURTHER THAT** the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/sub-delegation of authority from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Buyback Committee, be and is hereby, authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any

For Matrimony.Com Limited

  
Company Secretary

aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulation 2018, Motilal Oswal Investment Advisors Limited (“**Manager**”), be and is hereby appointed as the Manager to the proposed Buyback transaction to inter-alia carry out the activities as Merchant Banker under the SEBI Buyback Regulations, on such terms and conditions as mutually decided.

**RESOLVED FURTHER THAT** in compliance with SEBI Buyback Regulations, KFin Technologies Limited, be and is hereby, appointed as the Registrar for the proposed buyback transaction at such remuneration as mutually agreed.

**RESOLVED FURTHER THAT** Mr. Vijayanand Sankar, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback in terms of Regulation 24(iii) of the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the Board do obtain from the Company’s statutory auditors, the certificate /report required in accordance with the SEBI Buyback Regulations under clause (xi) of Schedule I of the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** the approval of the shareholders by postal ballot be sought and that the draft notice of Postal Ballot as circulated to the Board be and is hereby approved and that the notice of postal ballot shall be in accordance with the section 102 of Companies Act 2013 and the SEBI Buyback Regulations.

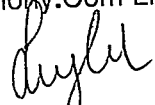
**RESOLVED FURTHER THAT** no information/material likely to have a bearing on the decision of investors has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation.

**RESOLVED FURTHER THAT** the Company shall, before making the public announcement, create an escrow account, either in form of bank guarantee or cash including bank deposit or deposit of securities with appropriate margin or government securities or units of mutual funds invested in gilt funds and overnight schemes or a combination thereof, towards security performance of its obligations as may be prescribed under the Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit.

**RESOLVED FURTHER THAT** the Company shall maintain a register of shares 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 Mr. Vijayanand Sankar, Company Secretary be and is hereby authorised to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days and to SEBI within seven working days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories

For Matrimony.Com Limited

  
Company Secretary

and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Vijayanand Sankar, Company Secretary be and is hereby authorized to do all such acts as may be required for this purpose.

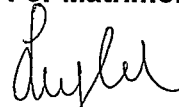
**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if permitted by law.

**RESOLVED FURTHER THAT** Mr. Murugavel Janakiraman, Chairman & Managing Director, Mr. Sushanth S Pai, Chief Financial Officer and Mr. Vijayanand Sankar, Company Secretary of the Company be and are hereby severally authorized to send the necessary intimations to SEBI, the Stock Exchanges and any other authority in relation to this resolution, as may be required under applicable laws and regulations.

**RESOLVED FURTHER THAT** Mr. Murugavel Janakiraman, Chairman & Managing Director, Mr. Sushanth S Pai, Chief Financial Officer and Mr. Vijayanand Sankar, Company Secretary of the Company be and are hereby severally authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s)/ director(s)/ officer(s)/ authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to make 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, letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow arrangements as required in terms of the SEBI Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buyback Regulations; extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence , as may be required to be led in connection with the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Mumbai, depositories and/or other Appropriate Authorities as may be required from time to time.

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

**For Matrimony.com Limited**



**Vijayanand Sankar**  
Company Secretary  
ACS:18951



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

EXTRACTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT ON  
OCTOBER 11, 2024

APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY – SPECIAL RESOLUTION

“RESOLVED THAT in accordance with the Article 16 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“SEBI”), the stock exchanges on which the Equity Shares of the Company are listed (“Stock Exchanges”), Reserve Bank of India (“RBI”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “Appropriate Authorities”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and subject to the approval by the shareholders by way of a special resolution through postal ballot, the consent of shareholders be and is hereby accorded for the Buyback by the Company of 7,02,439 (Seven Lakhs Two Thousand Four Hundred and Thirty Nine Only) fully paid up equity shares of the face value of ₹ 5 (Rupees Five Only) each (hereinafter referred to as the “Equity Shares” or “Shares”), representing 3.16% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2024, at a buyback price of ₹ 1,025 (Rupees One Thousand and Twenty Five only) per fully paid-up Equity Share payable in cash (“Buyback Price”) for an amount not exceeding ₹ 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (“Transaction Costs”) (such amount hereinafter referred to as the “Buyback Size”), representing 24.85% and 24.98% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated basis, respectively as on March 31, 2024, from

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432 )

the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("Record Date"), on a proportionate basis through "Tender Offer" route as prescribed under the SEBI Buyback Regulations (the "Buyback").

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

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

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

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

**RESOLVED FURTHER THAT** the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

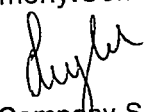
**RESOLVED FURTHER THAT** the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors,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

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

**RESOLVED FURTHER THAT** no information or material that is likely to have a bearing on the decision of investors to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld or amount to a mis-statement or misrepresentation, the Board and  
For Matrimony.Com Limited

matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

  
Company Secretary

the Company shall be liable for penalty in terms of the provisions of the Act and the SEBI Buyback Regulations.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any Member to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law;

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

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

**CERTIFIED TRUE COPY**

For Matrimony.com Limited



**Vijayanand Sankar**

**Company Secretary & Compliance Officer**

**ACS:18951**

**No.94, TVH Beliciaa Towers, Tower II, 5<sup>th</sup> Floor, MRC Nagar, Raja Annamalaipuram, Chennai - 600028**

**matrimony.com ltd.**

( CIN: L63090TN2001PLC047432 )

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

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

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

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

Requisite details relating to the Buyback are given below:

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

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

For Matrimony.Com Limited

matrimony.com Ltd.

(CIN: L63090TN2001PLC047432)

through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buyback Regulations, as amended from time to time.

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

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

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

## 2. Necessity for the Buyback

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

- i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as “Small Shareholders”;
- iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

  
Company Secretary

their percentage shareholding in the Company post the Buyback, without additional investment.

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

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

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

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

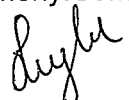
The Equity Shares of the Company are proposed to be bought back at a price of ₹ 1,025 (Rupees One Thousand and Twenty Five Only) per equity share. The Maximum Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share. However, the Board/Buyback Committee is authorized to determine the specific price, the number of equity shares and other related particulars at which the Buyback will be made at the time of the Public Announcement for Buyback to the eligible shareholders.

The Maximum Buyback Price represents:

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

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

  
Company Secretary

- iv) premium of 27.48% and 26.91% over the closing price of the Equity Share on BSE and NSE, respectively, as on September 5, 2024, being the Board Meeting Date.

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

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

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

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

## 6. Method to be adopted for the Buyback

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

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

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

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


In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

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

  
Company Secretary

the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

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

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

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

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

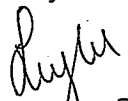
The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from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

## 7. Time limit for completing the Buyback

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

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

For Matrimony.Com Limited

  
Company Secretary

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

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

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

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

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

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

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

Shareholding of Directors and Key Managerial Personnel:

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

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

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

Except as provided below, no Equity Shares of the Company have been purchase/sold by Promoters/any members of the Promoters Group, Director, Key Managerial Personnel and

For Matrimony.Com Limited

matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

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

Company Secretary

of persons who are in control of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was approved:

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

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

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

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

12. The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

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

## 14. Confirmations from the Board of Directors of the Company

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

- That immediately following the Board Meeting held on September 5, 2024 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
- That as regards the Company's prospects for the year immediately following the Board Meeting held on September 5, 2024 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will

be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

- iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended.

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

The Board confirms that:

- (a) All the Equity Shares for Buyback are fully paid up;
- (b) The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (c) The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (d) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.
- (e) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (f) The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (g) The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;
- (h) The Maximum Buyback Size i.e., 7,200 Lakhs (Rupees Seven Thousand Two Hundred Lakhs only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024;
- (i) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;
- (j) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

For Matrimony.Com Limited

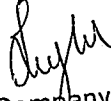
matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

Company Secretary

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

For Matrimony.Com Limited

  
Company Secretary

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

- (x) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- (y) The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

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

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

**Quote**

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

Dear Sir/ Madam,

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

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

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

5. The preparation of the Statement in accordance with Section 68(2) of the Act and in

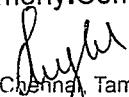
matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

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

Phone: 044 - 4900 1919, 044 - 3095 3095

For Matrimony.Com Limited

  
Company Secretary


compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

6. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities and will not be rendered insolvent within a period of one year from the date of the Board Meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

## Auditor's Responsibility

7. Pursuant to the requirement of the SEBI Buy-back Regulations, it is our responsibility to obtain reasonable assurance whether :
  - i. we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2024 (the "Audited Financial Statements");
  - ii. the amount of the permissible capital payment as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68(2) of the Act and SEBI Buy-back Regulations, as applicable; and
  - iii. the Board of Directors of the Company in their meeting dated September 05, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
  - i. Examined authorisation for buy-back from the Articles of Association of the Company;
  - ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68(2) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations;
  - iii. Examined that all the shares for buy-back are fully paid-up;

For Matrimony.Com Limited

  
Company Secretary

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

- iv. Inquired into the state of affairs of the Company with reference to the Audited financial statements of the Company. ;
  - v. Obtained declaration of solvency as approved by the board of directors on September 05, 2024 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-back Regulations;
  - vi. Obtained appropriate representations from the Management of the Company.
9. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes, issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
10. The Audited financial statements referred to in paragraph 7 above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 14, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

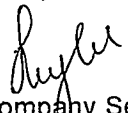
## Opinion

13. Based on inquiries conducted and our examination as above, we report that:
- i. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements as at and for the year ended March 31, 2024.
  - ii. the Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 7,200 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 7,205 lakhs as computed in Annexure A, which has been properly determined in accordance with Section 68(2) of the Act and SEBI Buy-back regulations; and
  - iii. The Board of Directors in their meeting held on September 05, 2024 has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of aforesaid Board Meeting.
14. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by

For Matrimony.Com Limited

matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

  
Company Secretary

the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

## Restrictions on Use

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

for **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number: **101248W/W-100022**

**K Sudhakar**  
Partner  
Membership No.: 214150  
UDIN: 24214150BKETCB6317  
Place: Chennai  
Date: September 05, 2024

## Annexure A

### Statement of permissible capital payment

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

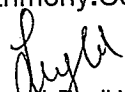
Amount in Rs. lakhs

Particulars	Standalone	Consolidated
A. Paid-up equity share capital as at March 31, 2024 (2,22,60,461 equity shares of Rs. 5 /- each fully paid-up) *	1,113	1,113
B. Free reserves <sup>#</sup> as at March 31, 2024:	27,859	27,708
-Retained Earnings *	24,163	24,012
-Securities Premium account *	3,696	3,696
<b>Total paid up equity share capital and free reserves as at March 31, 2024</b>	<b>28,972</b>	<b>28,821</b>

For Matrimony.Com Limited

matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

  
Company Secretary

(A+B)		
Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buy-back Regulations (25% of the total paid up equity share capital and free reserves)	7,205	
Maximum amount permitted by Board Resolution dated September 5, 2024 approving buy-back, subject to shareholders' approval by special resolution, based on the audited financial statements as at and for the year ended March 31, 2024.	7,200	

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

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

For Matrimony.Com Limited

For Matrimony.com Limited

Sd/-  
**Murugavel Janakiraman**  
*Managing Director*  
 DIN: 00605009

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

Place: Chennai  
 Date: September 5, 2024

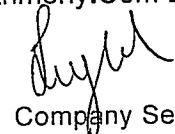
### Unquote:

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

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

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

For Matrimony.Com Limited



Company Secretary

matrimony.com ltd.

( CIN: L63090TN2001PLC047432 )

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

Not applicable to the Company

**CERTIFIED TRUE COPY**

**For Matrimony.com Limited**



**Vijayanand Sankar**

**Company Secretary & Compliance Officer**

**ACS:18951**

**No.94, TVH Beliciaa Towers, Tower II, 5<sup>th</sup> Floor, MRC Nagar, Raja Annamalaipuram,  
Chennai - 600028**