

January 22, 2026

**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: Public Announcement of Buyback of Equity Shares through tender offer route under SEBI (Buyback of Securities) Regulations, 2018**

**Ref: NSE Symbol: MATRIMONY**

Pursuant to Regulation 7(i) of SEBI (Buyback of Securities) Regulations, 2018, the company has made public announcement of Buyback of Equity Shares through tender offer route. In this regard, please find enclosed herewith the copy of the newspaper publication in respect of Buyback, published in the following editions:-

1. Financial Express (National Daily Newspaper) on January 22, 2026
2. Makkal Kural (Daily Newspaper of the state) on January 22, 2026
3. Jansatta (Hindi Newspaper) on January 22, 2026

Submitted for your information and records.

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**

matrimony.com



MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

Registered Office: No.94, TVH Belicia Towers,  
Tower II, 5th Floor, MRC Nagar, Raja Annamalaiapuram,  
Chennai - 600028, Tamil Nadu, India.

Tel: +91 44 49001919 | E-mail: investors@matrimony.com

Website: www.matrimony.com

Contact Person: Vijayanand Sankar, Company Secretary &amp; Compliance Officer

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF MATRIMONY.COM LIMITED FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUY-BACK REGULATIONS")**

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE IN RELATION TO THE BUYBACK OF EQUITY SHARES OF MATRIMONY.COM LIMITED THROUGH THE TENDER OFFER PROCESS PURSUANT TO THE PROVISIONS OF REGULATION 7(I) AND OTHER APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED (THE "SEBI BUYBACK REGULATIONS") AND CONTAINS THE DISCLOSURES AS SPECIFIED IN SCHEDULE II READ WITH SCHEDULE I OF THE SEBI BUYBACK REGULATIONS.

OFFER TO BUYBACK UPTO 8,93,129 (EIGHT LAKHS AND NINTY THREE THOUSAND ONE HUNDRED AND TWENTY NINE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEES FIVE ONLY) EACH AT A PRICE OF ₹655 (RUPEES SIX HUNDRED AND FIFTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 5,850 LAKHS (RUPEES FIVE THOUSAND EIGHT HUNDRED AND FIFTY LAKHS ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that column or row.

**1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE**

1.1. The Board of Directors of Matrimony.Com Limited (the "Company") at its meeting held on December 15, 2025 ("Board Meeting") has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of the Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBL, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board", which term shall be deemed to include "Buyback Committee" of the Board and/or officials, which the Board has constituted/authorised to exercise its powers, has approved the Buyback by the Company of its fully paid-up equity shares having a face value of ₹5 (Rupees Five only) each ("Equity Shares"), for an amount not exceeding ₹ 5,850 lakhs (Rupees Five Thousand Eight Hundred and Fifty lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), other tax (if any) on distributed income, Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Maximum Buyback Size"), being 24.68% and 24.81% of the aggregate of the total paid-up Equity Share Capital and Free Reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025, at a ("Buyback price") not exceeding ₹ 655 (Rupees Six Hundred and Fifty Five only) per Equity Share ("Buyback Price"), for an aggregate amount not exceeding ₹5,850 Lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only) from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback");

1.2. The Buyback is more than 10% of the total paid-up Equity Share Capital and Free Reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated December 15, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on January 18, 2026, and the results of which were announced on January 20, 2026.

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

1.4. The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6. The Buyback shall be undertaken on a proportionate basis (subject to reservation for small shareholders) from the holders of the equity shares of the Company as on the Record Date, January 30, 2026 (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares. Eligible Shareholders shall be entitled to the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CIR/DCR-II/CR/P/2016/131 dated December 9, 2016, SEBI circular CIR/CFD/DCR-III/CR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PD-2/P/CR/2023/35 dated March 8, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7. Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f 1 October 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the I.T.A. The company is required to deduct tax at source at 10% under section 194 of the I.T.A in respect of the consideration payable to the Resident shareholders on behalf of the shares. In respect of consideration payable to the Non-Resident shareholders, tax shall be withheld at the rate of 10% under section 194A of the I.T.A for the non-resident Tax Treaty, which is beneficial subject to availability of prescribed documents by such non-resident shareholders. Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buy Back. The promoter and promoter group and person acting in concert vide their respective letters dated December 15, 2025 have expressed their intention not to participate in the Buyback.

1.9. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter and Person in Control of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

1.10. The Buyback will be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date, provided that 15% (fifteen percent) of the number of Equity Shares proposed to be bought back 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.

1.11. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and rules framed there under and that such approvals shall be required to be taken by such non-resident shareholders.

1.12. A copy of this Public Announcement is available on the Company's website ([www.matrimony.com](http://www.matrimony.com)) and is expected to be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and on the website of Stock Exchanges at ([www.bseindia.com](http://www.bseindia.com)) and ([www.nseindia.com](http://www.nseindia.com)) and on the website of the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)), during the period of the Buyback.

**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:

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

2.1.2. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI

Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders".

2.1.3. 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

2.1.4. The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

**3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR 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**

3.1. The maximum amount required for Buyback will not exceed ₹ 5,850 Lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.68% and 24.81% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

3.2. 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. BUYBACK PRICE AT WHICH EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND THE BASIS OF DETERMINING THE BUYBACK PRICE**

4.1. The Equity Shares of the Company are proposed to be bought back at the price of ₹ 655 (Rupees Six Hundred and Fifty-Five only) per Equity Share. The 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 BSE and 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.

4.2. The Buyback Price represents i) premium of 29.09% and 28.66% 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 December 8, 2025, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date"); and ii) premium of 34.77% and 34.29% 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 24.86% and 24.68% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date. iv) premium of 26.31% and 26.34% over the closing price of the Equity Shares on the BSE and the NSE, respectively, as on December 15, 2025, being the Board Meeting Date.

**5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY BACK**

At the Buyback Price and Buyback Size, the Indicative maximum Buyback equity shares that can be bought back would be 8,93,129 (Eight Lakhs Ninety Three Thousand One Hundred and Twenty Nine) fully paid-up Equity Shares, representing 4.14% of the total paid-up Equity Shares of the Company as on March 31, 2025. However, the actual buyback Equity Shares may be less than the Indicative Maximum Buyback Shares, subject to 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. The Buyback is proposed to be completed within 12 (twelve) months of the date of the special resolution approving the proposed Buyback.

**METHOD TO BE ADOPTED FOR THE BUY BACK**

- The Buyback is open to all Eligible shareholders/beneficial owners of the Company holding equity shares either in physical and/or dematerialized form, as on the Record Date.
- The Buyback is being undertaken on a proportionate basis from the equity shareholders of the Company, who hold equity shares or persons in control who hold equity shares as on the Record Date (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the buyback shall be subject to applicable laws, implemented by tendering of equity shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circulars bearing reference number:

- (I) CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015;
- (II) CFD/DCR2/CIR/P/2016/131 dated December 9, 2016;
- (III) SEBI/HO/CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021; and
- (IV) SEBI/HO/CFD/PD-2/P/CIR/2023/35 dated March 8, 2023 as amended from time to time (collectively, the "SEBI Circulars").

In this regard, the Company will request the BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

**6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK**

6.1. The aggregate shareholding of the promoter and promoter group of the Company (the "Promoter and Promoter Group"), directors, key managerial personnel and person in control of the Company, in the Company as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

**Details of shareholding of the promoter and promoter group and person in control of the Company:**

Sr. No.	Name of Shareholder	Category	Number of Equity Shares held	% of Shareholding
1.	Mr. Murugavel Janakiraman	Promoter	1,17,70,718	54.59%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	<b>Total</b>		<b>1,17,74,726</b>	<b>54.61%</b>

Except as disclosed below, none of the directors of the Company and Key Managerial Personnel of the Company hold any equity shares in the Company:

Sr. No.	Name of Directors/ Key Managerial Personnel	Designation	Number of Equity Shares held	% of Shareholding
1	Mr. Murugavel Janakiraman	Chairman and Managing Director	1,17,70,718	54.59%
2				

## FINANCIAL EXPRESS

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 December 15, 2025 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 May16, 2025. 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.

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, 2025.

ii. The Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 5,850 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 5,895 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 December 15, 2025 has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of aforesaid Board Meeting.

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

## Restrictions on Use

15. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company in relation to the proposed Buy-back in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to include in Public Announcement, letter of offer and other documents pertaining to buy-back to be made

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 BSR &amp; Co, LLP

Chartered Accountants  
Firm Registration Number: 101248W/W-100022

SD/-

**K Sudhakar**  
Partner  
Membership No.: 214150  
UDIN: 2521450BMODIQ4457  
Place: Chennai  
Date: December 15, 2025

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, 2025

Amount in Rs. lakhs

Particulars	Standalone	Consolidated
A. Paid-up equity share capital as at March 31, 2025 (2,15,63,442 equity shares of Rs. 5/- each fully paid-up)*	1,078	1,078
B. Free reserves as at March 31, 2025: #	22,627	22,504
-Retained Earnings *	22,599	22,476
-Securities Premium account *	28	28
<b>Total paid up equity share capital and free reserves as at March 31, 2025 (A+B)</b>	<b>23,705</b>	<b>23,582</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, lower of audited standalone and audited consolidated financial statements)		5,895
Maximum amount permitted by Board Resolution dated December 15, 2025, approving buy-back, subject to shareholders' approval by special resolution, based on the audited consolidated financial statements as at and for the year ended March 31, 2025.		5,850

\* 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, 2025 and from the statutory records of the company.

# 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.

The Board of Directors have in their meeting dated December 15, 2025 formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

## For Matrimony.Com Limited

## For Matrimony.com Limited

Sd/-

Sd/-

**Murugavel Janakiraman**  
Chairman and Managing Director  
DIN: 00605009  
Place: Chennai  
Date: December 15, 2025

## Unquote

## 12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

12.1. As required under the SEBI Buy-back Regulations, the Company has fixed January 30, 2026 as the record date ("the Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback i.e. Eligible Shareholders.

12.2. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate in tender shares in the Buyback. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

12.3. The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories: (i) Reserved category for Small Shareholders (defined hereinafter); and (ii) General category for all other Eligible Shareholders.

12.4. As defined in Regulation 2(1)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date) as on the Record Date, of not more than ₹ 200,000 (Rupees Two Lakh Only).

12.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company shall purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by each Eligible Shareholder.

12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

12.8. In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs or the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance

companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

12.9. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.

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

12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

12.12. 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 Eligible Shareholders. Eligible Shareholders who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar to the Buyback at the address mentioned at para 13 or 14 below. Eligible Shareholders who have not registered their email ids with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.

## 13. PROCESS AND METHODOLOGY FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred to as the ("Eligible Shareholders"). Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide SEBI Circular no. CIR/CFD/POLCYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI Circular CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

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

**Choice Equity Broking Private Limited:**  
Address: Choice House, Sunil Patodia Tower, 1B Nagar, Andheri (East), Mumbai- 400099;  
Contact Person: Mr. Jeetender Joshi;  
Tel. No.: 022-69835291  
E-mail Id: jeetender.joshi@choiceindia.com  
Website: www.choiceindia.com  
Investor Grievance Email ID: ig@choiceindia.com  
SEBI Registration No.: INZ200160131

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

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

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

13.7. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

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

13.9. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance.

13.10. The cumulative quantity tendered shall be made available on the website of BSE Limited (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

13.11. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

## 13.12. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

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

13.12.2. The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/ bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the account of Indian Clearing Corporation Limited (referred to as the "Clearing Corporation") specifically created for the purpose of Buyback offer, by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member. This shall be validated at the time of order/ bid entry.

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

13.12.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholder's demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholder's demat account shall be provided by the target depository to the Clearing Corporation.

13.12.5. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (the "TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

13.12.6. It is clarified that in case of Demat Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed

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## MATRIMONY.COM LIMITED

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Chennai - 600028, Tamil Nadu, India.

Tel: +91 44 49001919 | E-mail: investors@matrimony.com

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Contact Person: Vijayanand Sankar, Company Secretary & Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF MATRIMONY.COM LIMITED FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUY-BACK REGULATIONS")

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE IN RELATION TO THE BUYBACK OF EQUITY SHARES OF MATRIMONY.COM LIMITED THROUGH THE TENDER OFFER PROCESS PURSUANT TO THE PROVISIONS OF REGULATION 7(I) AND OTHER APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED (THE "SEBI BUYBACK REGULATIONS") AND CONTAINS THE DISCLOSURES AS SPECIFIED IN SCHEDULE I OF THE SEBI BUYBACK REGULATIONS.

OFFER TO BUYBACK OF UPTO 8,93,129 (EIGHT LAKHS AND NINTY THREE THOUSAND ONE HUNDRED AND TWENTY NINE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEES FIVE ONLY) EACH AT A PRICE OF ₹655 (RUPEES SIX HUNDRED AND FIFTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 5,850 LAKHS (RUPEES FIVE THOUSAND EIGHT HUNDRED AND FIFTY LAKHS ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that column or row.

## 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1. The Board of Directors of Matrimony.Com Limited (the "Company") at its meeting held on December 15, 2025 ("Board Meeting") has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board", which term shall be deemed to include "Buyback committee" of the Board and/or officials, which the Board has constituted/authorised to exercise its powers, has approved the Buyback by the Company of its fully paid-up equity shares having a face value of ₹5 (Rupees Five only) each ("Equity Shares"), for an amount not exceeding ₹ 5,850 lakhs (Rupees Five Thousand Eight Hundred and Fifty lakhs only), excluding any expenses incurred to be incurred for the Buyback viz, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), other tax (if any) on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Maximum Buyback Size"), being 24.68% and 24.81% of the aggregate of the total paid-up Equity Share Capital and Free Reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025, at a ("Buyback price") not exceeding ₹ 655 (Rupees Six Hundred and Fifty Five only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹5,850 Lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only) from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("Record Date"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback");

1.2. The Buyback is more than 10% of the total paid-up Equity Share Capital and Free Reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated December 15, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(1)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on January 18, 2026, and the results of which were announced on January 20, 2026.

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

1.4. The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges").

1.5. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6. The Buyback shall be undertaken on a proportionate basis (subject to reservation for small shareholders) from the holders of the equity shares of the Company as on the Record Date, January 30, 2026 (the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified in SEBI's circular bearing reference CIR/CFD/POD/1/2015 dated December 15, 2015 read with the circular bearing reference CIR/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/POD/2/P/CIR/2023/35 dated March 8, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7. Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f 1 October 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as income in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the ITA. The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to resident shareholders on buy-back of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is lower, subject to availability of relevant documentation of such non-residents. Since the buy-back of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buy Back. The promoter and promoter group and person acting in concert vide their respective letters dated December 15, 2025 have expressed their intention not to participate in the Buyback.

1.9. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter and Person in Control of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

1.10. The Buyback will be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date, provided that 15% (fifteen percent) of the number of Equity Shares proposed to be bought back 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.

1.11. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and rules framed there under and that such approvals shall be required to be taken by such non-resident shareholders.

1.12. A copy of this Public Announcement is available on the Company's website ([www.matrimony.com](http://www.matrimony.com)) and is expected to be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and on the website of Stock Exchanges at ([www.bseindia.com](http://www.bseindia.com)) and ([www.nseindia.com](http://www.nseindia.com)), and on the website of the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)), during the period of the Buyback.

## 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 cash to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

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

2.1.2. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI

Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";

2.1.3. 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

2.1.4. The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

## 3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR 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

3.1 The maximum amount required for Buyback will not exceed ₹ 5,850 Lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.68% and 24.81% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

3.2 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 not be 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. BUYBACK PRICE AT WHICH EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND THE BASIS OF DETERMINING THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at the price of ₹ 655 (Rupees Six Hundred and Fifty Five only) per Equity Share. The 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 BSE and 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.

4.2 The Buyback Price represents i) premium of 29.09% and 28.86% 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 December 8, 2025, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date"); and ii) premium of 34.77% and 34.29% 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 24.86% and 24.68% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date. iv) premium of 26.31% and 26.34% over the closing price of the Equity Shares on the BSE and the NSE, respectively, as on December 15, 2025, being the Board Meeting Date.

## 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY BACK

At the Buyback Price and Buyback Size, the Indicative maximum Buyback equity shares that can be bought back would be 8,93,129 (Eight Lakhs Ninty Three Thousand One Hundred and Twenty Nine) fully paid-up Equity Shares, representing 4.14% of the total paid-up Equity Shares of the Company as on March 31, 2025. 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. The Buyback is proposed to be completed within 12 (twelve) months of the date of the special resolution approving the proposed Buyback.

## 6. METHOD TO BE ADOPTED FOR THE BUY BACK

6.1 The Buyback is open to all Eligible shareholders/beneficial owners of the Company holding equity shares either in physical and/or dematerialized form, as on the Record Date.

6.2 The Buyback is being undertaken on a proportionate basis from the equity shareholders of the Company, who hold equity shares or persons in control who hold equity shares as on the Record Date (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the buyback shall be subject to applicable laws, implemented by tendering of equity shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the SEBI in its circulars bearing reference number:

- (I) CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015;
- (II) CFD/DCR2/CIR/P/2016/131 dated December 9, 2016;
- (III) SEBI/HO/CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021; and
- (IV) SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 as amended from time to time (collectively, the "SEBI Circulars").

In this regard, the Company will request the BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

## 7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK

6.1. The aggregate shareholding of the promoter and promoter group of the Company (the "Promoter and Promoter Group"), directors, key managerial personnel and person in control of the Company, in the Company as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

## Details of shareholding of the promoter and promoter group and person in control of the Company:

Sr. No.	Name of Shareholder	Category	Number of Equity Shares held	% of Shareholding
1.	Mr. Murugavel Janakiraman	Promoter	1,17,70,718	54.59%
2.	Mrs. Deepa Murugavel.	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	<b>Total</b>		<b>1,17,74,726</b>	<b>54.61%</b>

Except as disclosed below, none of the directors of the Company and Key Managerial Personnel of the Company hold any equity shares in the Company:

Sr. No.	Name of Directors/ Key Managerial Personnel	Designation	Number of Equity Shares held	% of Shareholding
1	Mr. Murugavel Janakiraman	Chairman and Managing Director	1,17,70,718	54.59%
2	Mrs. Deepa Murugavel	Non-Executive Non Independent Director	4,007	0.02%

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 December 15, 2025 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 May16, 2025. 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.

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, 2025.

ii. The Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 5,850 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 5,895 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 December 15, 2025 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, to which the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

#### Restrictions on Use

15. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company in relation to the proposed Buy-back in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to include in Public Announcement, letter of offer and other documents pertaining to buy-back to be made to

a) the shareholders of the Company; b) to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and (ii) for providing to the merchant banker to the Buy-back, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### for B S R & Co. LLP

Chartered Accountants

Firm Registration Number: 10124BW/W-100022

SD/-

#### K Sudhakar

Partner

Membership No: 214150

UDIN: 25214150BMODIQ4457

Place: Chennai

Date: December 15, 2025

#### 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, 2025

Amount in Rs. lakhs

Particulars	Standalone	Consolidated
A. Paid-up equity share capital as at March 31, 2025 (2,15,63,442 equity shares of Rs. 5/- each fully paid-up) *	1,078	1,078
B. Free reserves as at March 31, 2025:#	22,627	22,504
-Retained Earnings *	22,599	22,476
-Securities Premium account *	28	28
<b>Total paid up equity share capital and free reserves as at March 31, 2025 (A+B)</b>	<b>23,705</b>	<b>23,582</b>
Maximum amount permissible to 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, lower of audited standalone and audited consolidated financial statements)		5,895
Maximum amount permitted by Board Resolution dated December 15, 2025, approving buy-back, subject to shareholders' approval by special resolution, based on the audited consolidated financial statements as at and for the year ended March 31, 2025.		5,850

\* 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, 2025 and secretarial records of the Company.

# 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.

The Board of Directors have in their meeting dated December 15, 2025 formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

#### For Matrimony.Com Limited

Sd/-

**Deepa Murugavel**  
Non-Executive Non Independent Director

DIN: 00725522

Date: December 15, 2025

#### Unquote

#### 12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed January 30, 2026 as the record date ("the Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback, i.e. Eligible Shareholders.

12.2. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

12.3. The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories: (i) Reserved category for Small Shareholders (defined hereinafter); and (ii) General category for all other Eligible Shareholders.

12.4. As defined in Regulation 20(1)(a) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date) as on the Record Date, of not more than ₹ 200,000 (Rupees Two Lakhs Only).

12.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company shall purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by Eligible Shareholder.

12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance

companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

12.9. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.

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

12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

12.12. 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 Eligible Shareholders. Eligible Shareholders which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar to the Buyback at the address mentioned at para 13 or 14 below. Eligible Shareholders which have not registered their email ids with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.

#### 13. PROCESS AND METHODOLOGY FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred to as the ("Eligible Shareholders"). Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide SEBI Circular no. CIR/CFD/POLICY/1/2015 dated April 13, 2015 and circular no. CFD/DCR/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and SEBI Circular CFD/DCR-III/CIR/P/2023/35 dated March 8, 2023 and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

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

**Choice Equity Broking Private Limited;**  
Address: Choice House, Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai- 400099;  
Contact Person: Mr. Jeetender Joshi;  
Tel. No.: 022-69835291  
E-mail Id: [jeetender.joshi@choiceindia.com](mailto:jeetender.joshi@choiceindia.com)  
Website: [www.choiceindia.com](http://www.choiceindia.com)  
Investor Grievance Email ID: [ig@choiceindia.com](mailto:ig@choiceindia.com)  
SEBI Registration No.: IN200160131

13.4. The Company will request BSE Limited ("BSE"), who shall be the designated stock exchange for the purpose of this Buyback, to provide a separate acquisition window ("Acquisition Window") to facilitate the placing of sell order by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE Limited from time to time.

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

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

13.7. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

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

13.9. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance.

13.10. The cumulative quantity tendered shall be made available on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) throughout the trading sessions and will be updated at specific intervals during the tendering period.

13.11. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

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

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

13.12.2. The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. Before placing the order/ bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the account of Indian Clearing Corporation Limited (referred to as the "Clearing Corporation") specifically created for the purpose of Buyback offer, by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member. This shall be validated at the time of order/ bid entry.

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

13.12.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered

Registered Office: No.94, TVH Belicia Towers,  
Tower II, 5th Floor, MRC Nagar, Raja Annamalaiapuram,  
Chennai - 600028, Tamil Nadu, India.

Tel: +91 44 49001919 | E-mail: investors@matrimony.com

Website: www.matrimony.com

Contact Person: Vijayanand Sankar, Company Secretary & Compliance Officer

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF MATRIMONY.COM LIMITED FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUY-BACK REGULATIONS")**

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE IN RELATION TO THE BUYBACK OF EQUITY SHARES OF MATRIMONY.COM LIMITED THROUGH THE TENDER OFFER PROCESS PURSUANT TO THE PROVISIONS OF REGULATION 7(I) AND OTHER APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED (THE "SEBI BUYBACK REGULATIONS") AND CONTAINS THE DISCLOSURES AS SPECIFIED IN SCHEDULE II READ WITH SCHEDULE I OF THE SEBI BUYBACK REGULATIONS.

OFFER TO BUYBACK OF UPTO 8,93,129 (EIGHT LAKHS AND NINTY THREE THOUSAND ONE HUNDRED AND TWENTY NINE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEES FIVE ONLY) EACH AT A PRICE OF ₹655 (RUPEES SIX HUNDRED AND FIFTY FIVE ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 5,850 LAKHS (RUPEES FIVE THOUSAND EIGHT HUNDRED AND FIFTY LAKHS ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that column or row.

**1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE**

1.1. The Board of Directors of Matrimony.Com Limited (the "Company") at its meeting held on December 15, 2025 ("Board Meeting") has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), to approve the Buyback of Equity Shares of the Company ("Buyback") in accordance with the "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, being BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), Reserve Bank of India ("RBI") and/or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company, and subject to the approval of the shareholders of the Company by way of special resolution through postal ballot including e-voting process, the Board of Directors of the Company ("Board"), which term shall be deemed to include "Buyback committee" of the Board and/or officials, which the Board has constituted/authorised to exercise its powers, has approved the Buyback by the Company of its fully paid-up equity shares having a face value of ₹5 (Rupees Five only) each ("Equity Shares"), for an amount not exceeding ₹ 5,850 lakhs (Rupees Five Thousand Eight Hundred and Fifty lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), other tax (if any) on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental related expenses and expenses etc. ("Transaction Costs") (such amount being referred to as "Maximum Buyback Size"). The "Maximum Buyback Size" is 24.68% and 24.81% of the total assets of the total paid-up Equity Share Capital and Free Reserves of the Company based on its latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025, at a ("Buyback price") not exceeding ₹ 655 (Rupees Six Hundred and Fifty Five only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹ 5,850 lakhs (Rupees Five Thousand Eight Hundred and Fifty lakhs only) from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("Record Date"), through the "Tender Offer" route on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback");

1.2. The Buyback is more than 10% of the total paid-up Equity Share Capital and Free Reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025. Accordingly, the Company had sought approval of its shareholders for the Buyback, by way of special resolution through the postal ballot notice dated December 15, 2025 ("Postal Ballot Notice"), in accordance with Section 68(2)(b) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on January 18, 2026, and the results of which were announced on January 20, 2026.

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

1.4. The Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter referred to as the "Stock Exchanges").

1.5. The Buyback is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI and the Stock Exchanges.

1.6. The Buyback shall be undertaken on a proportionate basis (subject to reservation for small shareholders) from the holders of the equity shares of the Company as on the Record Date, January 30, 2026 (the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified in the "Buyback of Equity Shares by Eligible Shareholders" section of the SEBI Buyback Regulations, read with the circular reference number CFD/DCR2/CRP/2016/131 dated December 9, 2016, SEBI circular SEBI/ HO/CFD/DCR-II/CRP/2021/615 dated August 13, 2021, and circular SEBI/HO/CFD/DCR/2023/35 dated March 8, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars") or such mechanism as may be applicable. In this regard, the Company will request BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the designated stock exchange.

1.7. Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. 1 October 2024. The Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the ITA. The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.8. In terms of the SEBI Buyback Regulations, under the tender offer route, the promoter and promoter group have an option to participate in the Buy Back. The promoter and promoter group and person acting in concert vide their respective letters dated December 15, 2025 have expressed their intention not to participate in the Buyback.

1.9. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Person in control in the Company will increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Any change in voting rights of the Promoter and Person in Control of the Company pursuant to completion of the Buyback will not result in any change in control over the Company.

1.10. The Buyback will be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date, provided that 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buy Back Regulations ("Small Shareholders") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders.

1.11. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 as amended ("FEMA") and the rules and regulations framed thereunder, Income Tax Act, 1961 and rules framed there under and that such approvals shall be required to be taken by such non-resident shareholders.

1.12. A copy of this Public Announcement is available on the Company's website ([www.matrimony.com](http://www.matrimony.com)) and is expected to be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and on the website of Stock Exchanges at ([www.bseindia.com](http://www.bseindia.com)) and ([www.nseindia.com](http://www.nseindia.com)) and on the website of the Manager to the Buyback ([www.saffronadvisor.com](http://www.saffronadvisor.com)), during the period of the Buyback.

**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 medium term and for returning surplus funds to the shareholders for the following reasons:

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

2.1.2. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI

Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders".

2.1.3. 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

2.1.4. The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

**3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR 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**

3.1. The maximum amount required for Buyback will not exceed ₹ 75,850 Lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.68% and 24.81% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

3.2. 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 not be 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. BUYBACK PRICE AT WHICH EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND THE BASIS OF DETERMINING THE BUYBACK PRICE**

4.1. The Equity Shares of the Company are proposed to be bought back at the price of ₹ 655 (Rupees Six Hundred and Fifty Five only) per Equity Share. The 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 BSE and 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.

4.2. The Buyback Price represents i) premium of 29.09% and 28.86% 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 December 8, 2025, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date"); and ii) premium of 34.77% and 34.29% 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 24.86% and 24.68% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date. iv) premium of 26.31% and 26.34% over the closing price of the Equity Shares on the BSE and the NSE, respectively, as on December 15, 2025, being the Board Meeting Date.

**5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY BACK**

At the Buyback Price and Buyback Size, the Indicative maximum Buyback equity shares that can be bought back would be 8,93,129 (Eight Lakhs Ninety Three Thousand One Hundred and Twenty Nine) fully paid-up Equity Shares, representing 24.14% of the total paid-up Equity Shares of the Company as on March 31, 2025. However, the actual buyback Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is less 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. The Buyback is proposed to be completed within 12 (twelve) months of the date of the special resolution approving the proposed Buyback.

**METHOD TO BE ADOPTED FOR THE BUY BACK**

• The Buyback is open to all Eligible shareholders/beneficial owners of the Company holding equity shares either in physical and/or dematerialized form, as on the Record Date.

• The Buyback is being undertaken on a proportionate basis from the equity shareholders of the Company, who hold equity shares or persons in control who hold equity shares as on the Record Date (the "Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the buyback shall be subject to applicable laws, implemented by tendering of equity shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified in the "Buyback of Equity Shares by Eligible Shareholders" section of the SEBI Buyback Regulations, read with the circular reference number CFD/DCR2/CRP/2016/131 dated December 9, 2016, SEBI circular SEBI/ HO/CFD/DCR-II/CRP/2021/615 dated August 13, 2021, and circular SEBI/HO/CFD/DCR/2023/35 dated March 8, 2023, including all amendments and statutory modifications for the time being in force ("SEBI Circulars").

In this regard, the Company will request the BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the designated stock exchange.

**6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON ACTING IN CONTROL AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY AND INTENTION TO PARTICIPATE IN THE BUYBACK**

6.1. The aggregate shareholding of the promoter and promoter group of the Company (the "Promoter and Promoter Group"), directors, key managerial personnel and person in control of the Company, in the Company as on the date of the Board Meeting, Postal Ballot Notice and this Public Announcement:

**Details of shareholding of the promoter and promoter group and person in control of the Company:**

Sr. No.	Name of Shareholder	Category	Number of Equity Shares held	% of Shareholding
1.	Mr. Murugavel Janakiraman	Promoter	1,17,70,718	54.59%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	<b>Total</b>		<b>1,17,74,726</b>	<b>54.61%</b>

Except as disclosed below, none of the directors of the Company and Key Managerial Personnel of the Company hold any equity shares in the Company:

Sr. No.	Name of Directors/ Key Managerial Personnel	Designation	Number of Equity Shares held	% of Shareholding
1.	Mr. Murugavel Janakiraman	Chairman and Managing Director	1,17,70,718	54.59%
2.	Mrs. Deepa Murugavel	Non-Executive Non-Independent Director	4,007	0.02%
3.	Mr. Vijayanand Sankar	Company Secretary & Compliance Officer	1	Negligible
	<b>Total</b>		<b>1,17,74,726</b>	<b>54.61%</b>

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 December 15, 2025 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 16, 2025. 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.

11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 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, 2025.

ii. The Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 5,850 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 5,895 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 December 15, 2025 has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from date of aforesaid Board Meeting.

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

#### Restrictions on Use

15. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company in relation to the proposed Buy-back in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to include in Public Announcement, letter of offer and other documents pertaining to buy-back to be made to:

a) the shareholders of the Company; b) to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and (ii) for providing to the merchant banker to the Buy-back, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### for BSR & Co. LLP

Chartered Accountants

Firm Registration Number: 101248W/W-100022

SD/-

#### K Sudhakar

Partner

Membership No.: 214150

UDIN: 252141508M0DQ4457

Place: Chennai

Date: December 15, 2025

#### 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, 2025

Amount in Rs. lakhs

Particulars	Standalone	Consolidated
A. Paid-up equity share capital as at March 31, 2025 (2,15,63,442 equity shares of Rs. 5/- each fully paid-up)*	1,078	1,078
B. Free reserves as at March 31, 2025: #	22,627	22,504
-Retained Earnings *	22,599	22,476
-Securities Premium account *	28	28
<b>Total paid up equity share capital and free reserves as at March 31, 2025 (A+B)</b>	<b>23,705</b>	<b>23,582</b>
Maximum amount permissible to buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4(i) of the SEBI Buy-back Regulations (25% of the total paid-up equity share capital and free reserves, lower of audited standalone and audited consolidated financial statements)	5,895	
Maximum amount permitted by Board Resolution dated December 15, 2025, approving buy-back, subject to shareholders' approval by special resolution, based on the audited consolidated financial statements as at and for the year ended March 31, 2025.	5,850	

\* 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, 2025 and secretarial records of the Company.

# 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.

The Board of Directors have in their meeting dated December 15, 2025 formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date, from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

#### For Matrimony.Com Limited

Sd/-

Murugavel Janakiraman

Chairman and Managing Director

DIN: 00605009

Place: Chennai

Date: December 15, 2025

#### Unquote

#### 12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

12.1. As required under the SEBI Buyback Regulations, the Company has fixed January 30, 2026 as the record date ("the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback i.e. Eligible Shareholders.

12.2. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. As required under the Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Companies Act within two (2) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

12.3. The Equity Shares proposed to be bought back by the Company as part of the Buyback are divided into two categories: (i) Reserved category for Small Shareholders (defined hereinafter); and (ii) General category for all other Eligible Shareholders.

12.4. As defined in Regulation 2(f)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares as on Record Date) as on the Record Date, of not more than ₹ 200,000 (Rupees Two Lakh Only).

12.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 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 on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

12.6. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company shall purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by Eligible Shareholder.

12.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

12.8. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholder is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance

companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

12.9. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate in part or in full and receive cash in lieu of the Equity Shares accepted under the Buyback or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.

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

12.11. The Equity Shares tendered as per the entitlement by the Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

12.12. 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 Eligible Shareholders. Eligible Shareholders which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar to the Buyback at the address mentioned at para 13 or 14 below. Eligible Shareholders which have not registered their email ids with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.

#### 13. PROCESS AND METHODOLOGY FOR BUYBACK

13.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred to as the ("Eligible Shareholders"). Any person who does not hold Equity Shares of our Company as on the Record Date will not be eligible to participate in the Buyback and Equity Shares tendered by such person(s) shall be rejected.

13.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide SEBI Circular no. CIR/CFD/POLCYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021, and SEBI Circular CFD/POD-2/P/CIR/2023/35 dated March 8, 2023 and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

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

#### Choice Equity Broking Private Limited:

Address : Choice House, Sunil Patodia Tower, J B Nagar, Andheri (East), Mumbai- 400099;

Contact Person : Mr. Jeetender Joshi;

Tel. No. : 022-69835291

E-mail Id : jeetender.joshi@choiceindia.com

Website : www.choiceindia.com

Investor Grievance Email ID : ig@choiceindia.com

SEBI Registration No.: IN2000160131

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

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

13.6. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") will enter orders for demat shares as well as physical shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.

13.7. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

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

13.9. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance.

13.10. The cumulative quantity tendered shall be made available on the website of BSE Limited (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

13.11. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13.12. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

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

13.12.2. The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Demat Shares in the Buyback, using the Acquisition Window of the Designated Stock Exchange. Before placing the order/ bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the account of Indian Clearing Corporation Limited (referred to as the "Clearing Corporation") specifically created for the purpose of Buyback offer, by using the early pay-in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member. This shall be validated at the time of order/ bid