matrimony.com

June 23, 2022

National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No: C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	**Corporate Relationship Department** BSE Ltd., Phiroze Jeejheebhoy Towers Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

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

Ref: BSE Scrip code: 540704 / 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 June 23, 2022
2. Makkal Kural (Daily Newspaper of the state) on June 23, 2022
3. Jansatta (Hindi Newspaper) on June 23,2022

Submitted for your information and records.

Thanking you

Yours faithfully,

For **Matrimony.com Limited**

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

matrimony.com

bharat matrimony

MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

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

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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 BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7(i) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK 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 FOR BUYBACK OF UPTO 6,52,173 (SIX LAKH FIFTY TWO THOUSAND ONE HUNDRED AND SEVENTY THREE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEE FIVE ONLY) EACH AT A PRICE OF ₹1,150 (RUPEES ONE THOUSAND ONE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

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 May 12, 2022 (**"Board Meeting"**) has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended **("Act")** read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (**Buy-Back of Securities**) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**"SEBI"**), the stock exchanges on which the Equity Shares of the Company are listed, 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 any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 5 (Rupees Five only) each (**"Equity Shares"**), for an amount not exceeding ₹ 750 million (Rupees Seven Hundred and Fifty million only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (**"Transaction Costs"**) (such amount hereinafter referred to as the **"Maximum Buyback Size"**), being 24.24% and 24.36% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022, at a Buyback price not exceeding ₹ 1,150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Maximum Buyback Price"**), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (**"Record Date"**), through the **"Tender Offer"** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **"Buyback"**);

1.2. The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buy Back of Equity Shares on June 18, 2022 and the results of the postal ballot were announced on June 21, 2022.

1.3. Subsequent to the approval by the shareholders through the postal ballot, a committee of the Board and officials, which the Board has constituted/authorised to exercise its powers in relation to the Buyback (the **"Buyback Committee"**) in its meeting held on June 22, 2022 has determined the final Buy Back price of ₹1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Buyback Price"**). The Company will buy back upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three only) Equity Shares, constituting 2.85 % of the total number of the Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2022 at the Buy Back Price for an amount of upto ₹ 750 Million (Rupees Seven Hundred and Fifty Million only) excluding the Transaction Costs (**"Buyback Size"**), on a proportionate basis from the Eligible Shareholders through the tender offer route, in accordance with Regulation 4(iv)(a) of the SEBI Buyback Regulations and the Act, as amended.

1.4 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.

1.5. 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.

1.6. The Buyback Size is 24.24% and 24.36% of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022 (being the date of the latest available audited standalone and consolidated financial statements of the Company).

1.7. The Equity Shares of the Company are currently listed on the Stock Exchanges.

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

1.9. In terms of the SEBI Buyback Regulations, under tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter and promoter group and person acting in concert vide their respective letters dated May 12, 2022 have expressed their intention not to participate in the Buyback.

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

1.11. Pursuant to the proposed Buyback and depending on the response to the Buy back, the voting rights of the promoters in the Company may change from their existing shareholding in the total equity capital and voting rights of the Company. The promoters of the Company are already in control over the Company and therefore such further change in voting rights of the promoters will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder. The transaction of Buy Back is subject to securities transaction tax in India. Participation in the Buy Back by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. 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 Buy back.

1.13. The Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, if any and such approvals shall be required to be taken by such non-resident shareholders.

1.14. A copy of this Public Announcement is available on the Company's website (www.matrimony.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges at (www.bseindia.com) and (www.nseindia.com).

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 REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹ 750 million (Rupees Seven Hundred and Fifty Million only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.24% and 24.36% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 (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 Buy back 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 Buy back 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 Buy back and that it has got sufficient source to pay-off the consideration towards the Buy Back and would not borrow funds for the said purpose.

4. BUYBACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at the price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty 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 a premium of 53.27% and 57.33% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months period preceding May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback), premium of 53.63% and 53.94% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding May 4, 2022 (the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 65.80% and 64.29% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 72.50% and 71.46% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 12, 2022 (being the date of Board of Directors meeting to approve the Buyback).

5. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three) fully paid-up Equity Shares, which is within 25% of total number of outstanding Equity Shares of the Company, representing 2.85% of the total number of Equity Shares in the total paid up Equity Share capital of the Company as on March 31, 2022 and as on the date of this Public Announcement. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S 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 postal ballot notice, being May 12, 2022 is given below:

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	1,14,81,016	50.13%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	Total		1,14,85,024	50.14%

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

Details of shareholding of the Directors and Key Managerial Personnel of the Company:

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

6.2. The persons mentioned in sub clause 6.1 have not purchased or sold any shares of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of the postal ballot notice being May 12, 2022, except the following:

Sr. No.	Name of the shareholder	Designation	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1	Mr. Murugavel Janakiraman	Chairman and Managing Director	2250	Market Purchase	871.00	29-Dec-21	890.35	29-Dec-21
2	Mr. Sushanth S Pai	Chief Financial Officer	3000	ESOP	399.55	04-Mar-22	600.45	11-May-22

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

7. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE ACT:

The Company confirms that:

7.1. All the Equity Shares for Buyback are fully paid up;

7.2. The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.3. The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

7.4. The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.

7.5. The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

7.6. The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

7.7. The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;

7.8. The Maximum Buyback Size i.e., 750 million (Rupees Seven Hundred and Fifty million only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022;

7.9. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;

7.10. The Company shall not make any offer of buy back within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.11. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

7.12. The buyback shall be completed within a period of one (1) year from the date of passing of the special resolution approving the buyback through postal ballot;

7.13. 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;

7.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

7.15. In case any such default has ceased to subsist, a period of more than three years has lapsed.

7.16. The Company shall not directly or indirectly facilitate the Buyback:

I. through any subsidiary company including its own subsidiary company; or
II. through any investment company or group of investment companies.

7.17. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.18. The consideration for the Buyback shall be paid only by way of cash;

7.19. That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of Board meeting;

7.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;

7.21. The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;

7.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations;

7.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of Board resolution till the closing of the Buyback offer;

7.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;

7.25. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

8. CONFIRMATIONS FROM THE BOARD

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

1. That immediately following the date of this board meeting dated May 12, 2022 (**"Board Meeting"**) and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on May 12, 2022 and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

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

9. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

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

Quote

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

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

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

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

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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

Auditor's Responsibility

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

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

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

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

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 12, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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

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

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

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

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

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

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

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

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

Opinion

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

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

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

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

Restriction on Use

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

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

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

Annexure

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

(INR in lakhs)

Particulars		Amount as per Standalone Financial Statement	Amount as per Consolidated Financial Statement
a) Paid-up equity share capital as at March 31, 2022	[A]	1,144.94	1,144.94
b) Free reserves as per Section 68 of Companies Act, 2013			
Retained earnings	[B]	16,843.40	16,690.06
Securities premium	[C]	12,953.10	12,953.10
Total free reserves as at March 31, 2022	[D] = [B]+[C]	29,796.50	29,643.16
Total of Equity paid-up capital and free reserves as at March 31, 2022	[E] = [A]+[D]	30,941.44	30,788.10
Maximum amount permissible for buyback under Section 68 of the Act read with Regulation 4 of SEBI Regulations, i.e., 25% of the total paid-up capital, free reserves and securities premium of financial statements	[F] = [E] * 25%	7,735.36	7,697.02
Notes:			
a. The buyback is authorised by its articles of association and approved by the Board of Directors via Board resolution dated May 12, 2022, subject to shareholders' approval.			
b. Maximum amount permitted by Board Resolution dated May 12 2022 approving buy-back, subject to shareholders' approval, based on the audited financial statement as at and for the year ended March 31, 2022 is INR 7500 lakhs.			

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

Murugavel Janakiraman
Managing Director
DIN: 00605009

Deepa Murugavel
Director
DIN: 0725522

Place: Chennai
Date: May 12, 2022

Unquote

10. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

10.1. As required under the SEBI Buyback Regulations, the Company has fixed **Monday, July 4, 2022**, 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.

10.2. 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.

10.3. 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.

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

10.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

10.6. 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 to. 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.

10.7. 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.

10.8. 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.

10.9. 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.

10.10. 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.

10.11. 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. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

10.12. 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.

11. PROCESS AND METHODOLOGY FOR BUYBACK

11.1. 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.

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

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

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

11.4. The Company will request BSE Limited (**"BSE"**), who shall be the designated stock exchange for the purpose of this Buyback, to provide the separate acquisition window (**"Acquisition Window"**) to facilitate 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.

11.5. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register 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 UCC facility through any other BSE registered stock broker, Eligible Shareholders may approach Company's Broker to place their bids, by using UCC facility after submitting requisite documents.

11.6. 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.

11.7. 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.

11.8. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, 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.

11.9. 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.

11.10. The cumulative quantity tendered shall be made available on the website of BSE Limited throughout the trading sessions and will be updated at specific intervals during the tendering period.

11.11. 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.

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

11.12.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised 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.

11.12.2. 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.

11.12.3. 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.

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

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

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

11.12.7. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip (**"TRS"**) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc.

11.12.8. 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 tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

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

11.13. Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:

In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholders are allowed to tender their shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

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

11.13.2. Based on the documents mentioned in the paragraph, the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding physical Equity Shares who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE Limited. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

11.13.3. Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback (at the address mentioned at paragraph 14 below) on or before the Buyback closing date. The envelope should be super scribed as **"Matrimony.com Limited Buyback 2022".** One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.

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

11.13.5. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

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

12. METHOD OF SETTLEMENT

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

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

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

12.1.3. In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories.

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

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

12.1.6. In the case of inter-depository, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of Inter Depository Tender Offer message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

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

12.1.8. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account.

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

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

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

13. COMPLIANCE OFFICER

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

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

14. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

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

Kfin Technologies Limited,
(formally known as KFin Technologies Private Limited)
Address: Selenium Tower B,
Plot 31-32, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032
Tel. No.: +91 40 6716 2222
Toll Free No.: 18003094001
Email: matrimony.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: Mr. Murali Krishna
SEBI Registration No.: INR000000221
CIN: U72400TG2017PTC117649

15. MANAGER TO THE BUYBACK

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

16. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

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

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

Date: June 22, 2022

Place: Chennai

matrimony.com

bharat matrimony

MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

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

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 BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7(i) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK 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 FOR BUYBACK OF UPTO 6,52,173 (SIX LAKH FIFTY TWO THOUSAND ONE HUNDRED AND SEVENTY THREE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEE FIVE ONLY) EACH AT A PRICE OF ₹1,150 (RUPEES ONE THOUSAND ONE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

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 May 12, 2022 ("**Board Meeting**") has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended **("Act")** read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (**Buy-Back of Securities**) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**"SEBI"**), the stock exchanges on which the Equity Shares of the Company are listed, 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 any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 5 (Rupees Five only) each (**"Equity Shares"**), for an amount not exceeding ₹ 750 million (Rupees Seven Hundred and Fifty million only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (**"Transaction Costs"**) (such amount hereinafter referred to as the **"Maximum Buyback Size"**), being 24.24% and 24.36% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022, at a Buyback price not exceeding ₹ 1,150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Maximum Buyback Price"**), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (**"Record Date"**), through the **"Tender Offer"** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **"Buyback"**);

1.2. The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buy Back of Equity Shares on June 18, 2022 and the results of the postal ballot were announced on June 21, 2022.

1.3. Subsequent to the approval by the shareholders through the postal ballot, a committee of the Board and officials, which the Board has constituted/authorised to exercise its powers in relation to the Buyback (the **"Buyback Committee"**) in its meeting held on June 22, 2022 has determined the final Buy Back price of ₹1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Buyback Price"**). The Company will buy back upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three only) Equity Shares, constituting 2.85 % of the total number of the Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2022 at the Buy Back Price for an amount of upto ₹ 750 Million (Rupees Seven Hundred and Fifty Million only) excluding the Transaction Costs (**"Buyback Size"**), on a proportionate basis from the Eligible Shareholders through the tender offer route, in accordance with Regulation 4(iv)(a) of the SEBI Buyback Regulations and the Act, as amended.

1.4 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.

1.5. 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.

1.6. The Buyback Size is 24.24% and 24.36% of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022 (being the date of the latest available audited standalone and consolidated financial statements of the Company).

1.7. The Equity Shares of the Company are currently listed on the Stock Exchanges.

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

1.9. In terms of the SEBI Buyback Regulations, under tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter and promoter group and person acting in concert vide their respective letters dated May 12, 2022 have expressed their intention not to participate in the Buyback.

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

1.11. Pursuant to the proposed Buyback and depending on the response to the Buy back, the voting rights of the promoters in the Company may change from their existing shareholding in the total equity capital and voting rights of the Company. The promoters of the Company are already in control over the Company and therefore such further change in voting rights of the promoters will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder. The transaction of Buy Back is subject to securities transaction tax in India. Participation in the Buy Back by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. 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 Buy back.

1.13. The Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, if any and such approvals shall be required to be taken by such non-resident shareholders.

1.14. A copy of this Public Announcement is available on the Company's website (www.matrimony.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges at (www.bseindia.com) and (www.nseindia.com).

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 REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹ 750 million (Rupees Seven Hundred and Fifty Million only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.24% and 24.36% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 (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 Buy back 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 Buy back 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 Buy back and that it has got sufficient source to pay-off the consideration towards the Buy Back and would not borrow funds for the said purpose.

4. BUYBACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at the price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty 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 a premium of 53.27% and 57.33% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months period preceding May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback), premium of 53.63% and 53.94% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding May 4, 2022 (the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 65.80% and 64.29% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 72.50% and 71.46% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 12, 2022 (being the date of Board of Directors meeting to approve the Buyback).

5. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three) fully paid-up Equity Shares, which is within 25% of total number of outstanding Equity Shares of the Company, representing 2.85% of the total number of Equity Shares in the total paid up Equity Share capital of the Company as on March 31, 2022 and as on the date of this Public Announcement. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S 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 postal ballot notice, being May 12, 2022 is given below:

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	1,14,81,016	50.13%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	Total		1,14,85,024	50.14%

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

Details of shareholding of the Directors and Key Managerial Personnel of the Company:

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

6.2. The persons mentioned in sub clause 6.1 have not purchased or sold any shares of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of the postal ballot notice being May 12, 2022, except the following:

Sr. No.	Name of the shareholder	Designation	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1	Mr. Murugavel Janakiraman	Chairman and Managing Director	2250	Market Purchase	871.00	29-Dec-21	890.35	29-Dec-21
2	Mr. Sushanth S Pai	Chief Financial Officer	3000	ESOP	399.55	04-Mar-22	600.45	11-May-22

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

7. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE ACT:

The Company confirms that:

7.1. All the Equity Shares for Buyback are fully paid up;

7.2. The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.3. The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

7.4. The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.

7.5. The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

7.6. The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

7.7. The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;

7.8. The Maximum Buyback Size i.e., 750 million (Rupees Seven Hundred and Fifty million only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022;

7.9. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;

7.10. The Company shall not make any offer of buy back within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.11. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

7.12. The buyback shall be completed within a period of one (1) year from the date of passing of the special resolution approving the buyback through postal ballot;

7.13. 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;

7.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

7.15. In case any such default has ceased to subsist, a period of more than three years has lapsed.

7.16. The Company shall not directly or indirectly facilitate the Buyback:

I. through any subsidiary company including its own subsidiary company; or
II. through any investment company or group of investment companies.

7.17. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.18. The consideration for the Buyback shall be paid only by way of cash;

7.19. That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of Board meeting;

7.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;

7.21. The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;

7.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations;

7.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of Board resolution till the closing of the Buyback offer;

7.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;

7.25. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

8. CONFIRMATIONS FROM THE BOARD

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

1. That immediately following the date of this board meeting dated May 12, 2022 (**"Board Meeting"**) and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on May 12, 2022 and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

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

9. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

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

Quote

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

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

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

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

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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

Auditor's Responsibility

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

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

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

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

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 12, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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

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

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

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

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

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

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

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

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

Opinion

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

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

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

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

Restriction on Use

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

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

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

Annexure

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

(INR in lakhs)

Particulars		Amount as per Standalone Financial Statement	Amount as per Consolidated Financial Statement
a) Paid-up equity share capital as at March 31, 2022	[A]	1,144.94	1,144.94
b) Free reserves as per Section 68 of Companies Act, 2013			
Retained earnings	[B]	16,843.40	16,690.06
Securities premium	[C]	12,953.10	12,953.10
Total free reserves as at March 31, 2022	[D] = [B]+[C]	29,796.50	29,643.16
Total of Equity paid-up capital and free reserves as at March 31, 2022	[E] = [A]+[D]	30,941.44	30,788.10
Maximum amount permissible for buyback under Section 68 of the Act read with Regulation 4 of SEBI Regulations, i.e., 25% of the total paid-up capital, free reserves and securities premium of financial statements	[F] = [E] * 25%	7,735.36	7,697.02
Notes:			
a. The buyback is authorised by its articles of association and approved by the Board of Directors via Board resolution dated May 12, 2022, subject to shareholders' approval.			
b. Maximum amount permitted by Board Resolution dated May 12 2022 approving buy-back, subject to shareholders' approval, based on the audited financial statement as at and for the year ended March 31, 2022 is INR 7500 lakhs.			

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

Murugavel Janakiraman
Managing Director
DIN: 00605009

Deepa Murugavel
Director
DIN: 0725522

Place: Chennai
Date: May 12, 2022

Unquote

10. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

10.1. As required under the SEBI Buyback Regulations, the Company has fixed **Monday, July 4, 2022**, 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.

10.2. 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.

10.3. 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.

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

10.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

10.6. 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 to. 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.

10.7. 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.

10.8. 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.

10.9. 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.

10.10. 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.

10.11. 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. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

10.12. 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.

11.PROCESS AND METHODOLOGY FOR BUYBACK

11.1. 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.

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

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

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

11.4. The Company will request BSE Limited (**"BSE"**), who shall be the designated stock exchange for the purpose of this Buyback, to provide the separate acquisition window (**"Acquisition Window"**) to facilitate 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.

11.5. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register 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 UCC facility through any other BSE registered stock broker, Eligible Shareholders may approach Company's Broker to place their bids, by using UCC facility after submitting requisite documents.

11.6. 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.

11.7. 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.

11.8. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, 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.

11.9. 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.

11.10. The cumulative quantity tendered shall be made available on the website of BSE Limited throughout the trading sessions and will be updated at specific intervals during the tendering period.

11.11. 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.

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

11.12.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised 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.

11.12.2. 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.

11.12.3. 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.

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

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

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

11.12.7. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip (**"TRS"**) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc.

11.12.8. 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 tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

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

11.13. Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:

In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholders are allowed to tender their shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

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

11.13.2. Based on the documents mentioned in the paragraph, the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding physical Equity Shares who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE Limited. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

11.13.3. Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback (at the address mentioned at paragraph 14 below) on or before the Buyback closing date. The envelope should be super scribed as **"Matrimony.com Limited Buyback 2022".** One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.

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

11.13.5. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

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

12. METHOD OF SETTLEMENT

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

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

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

12.1.3. In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories.

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

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

12.1.6. In the case of inter-depository, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of Inter Depository Tender Offer message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

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

12.1.8. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account.

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

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

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

13. COMPLIANCE OFFICER

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

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

14. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

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

Kfin Technologies Limited,
(formally known as KFin Technologies Private Limited)
Address: Selenium Tower B,
Plot 31-32, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032
Tel. No.: +91 40 6716 2222
Toll Free No.: 18003094001
Email: matrimony.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: Mr. Murali Krishna
SEBI Registration No.: INR000000221
CIN: U72400TG2017PTC117649

15. MANAGER TO THE BUYBACK

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

16. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

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

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

Date: June 22, 2022

Place: Chennai

matrimony.com

bharat matrimony

MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

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

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 BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT") IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7(i) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK 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 FOR BUYBACK OF UPTO 6,52,173 (SIX LAKH FIFTY TWO THOUSAND ONE HUNDRED AND SEVENTY THREE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹5 (RUPEE FIVE ONLY) EACH AT A PRICE OF ₹1,150 (RUPEES ONE THOUSAND ONE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

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 May 12, 2022 (**"Board Meeting"**) has, in accordance with Article 16 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended **("Act")** read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (**Buy-Back of Securities**) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**"SEBI"**), the stock exchanges on which the Equity Shares of the Company are listed, 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 any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), hereby approves the Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 5 (Rupees Five only) each (**"Equity Shares"**), for an amount not exceeding ₹ 750 million (Rupees Seven Hundred and Fifty million only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (**"Transaction Costs"**) (such amount hereinafter referred to as the **"Maximum Buyback Size"**), being 24.24% and 24.36% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022, at a Buyback price not exceeding ₹ 1,150 (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Maximum Buyback Price"**), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee (**"Record Date"**), through the **"Tender Offer"** route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **"Buyback"**);

1.2. The Company sought approval of its shareholders for the Buyback, by a special resolution through postal ballot. The shareholders approved the proposal of Buy Back of Equity Shares on June 18, 2022 and the results of the postal ballot were announced on June 21, 2022.

1.3. Subsequent to the approval by the shareholders through the postal ballot, a committee of the Board and officials, which the Board has constituted/authorised to exercise its powers in relation to the Buyback (the **"Buyback Committee"**) in its meeting held on June 22, 2022 has determined the final Buy Back price of ₹1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share (**"Buyback Price"**). The Company will buy back upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three only) Equity Shares, constituting 2.85 % of the total number of the Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2022 at the Buy Back Price for an amount of upto ₹ 750 Million (Rupees Seven Hundred and Fifty Million only) excluding the Transaction Costs (**"Buyback Size"**), on a proportionate basis from the Eligible Shareholders through the tender offer route, in accordance with Regulation 4(iv)(a) of the SEBI Buyback Regulations and the Act, as amended.

1.4 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.

1.5. 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.

1.6. The Buyback Size is 24.24% and 24.36% of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2022 (being the date of the latest available audited standalone and consolidated financial statements of the Company).

1.7. The Equity Shares of the Company are currently listed on the Stock Exchanges.

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

1.9. In terms of the SEBI Buyback Regulations, under tender offer route, the promoter and promoter group have an option to participate in the Buyback. The promoter and promoter group and person acting in concert vide their respective letters dated May 12, 2022 have expressed their intention not to participate in the Buyback.

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

1.11. Pursuant to the proposed Buyback and depending on the response to the Buy back, the voting rights of the promoters in the Company may change from their existing shareholding in the total equity capital and voting rights of the Company. The promoters of the Company are already in control over the Company and therefore such further change in voting rights of the promoters will not result in any change in control over the Company.

1.12. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder. The transaction of Buy Back is subject to securities transaction tax in India. Participation in the Buy Back by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. 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 Buy back.

1.13. The Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, if any and such approvals shall be required to be taken by such non-resident shareholders.

1.14. A copy of this Public Announcement is available on the Company's website (www.matrimony.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges at (www.bseindia.com) and (www.nseindia.com).

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 REQUIRED UNDER THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹ 750 million (Rupees Seven Hundred and Fifty Million only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is 24.24% and 24.36% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022 (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 Buy back 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 Buy back 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 Buy back and that it has got sufficient source to pay-off the consideration towards the Buy Back and would not borrow funds for the said purpose.

4. BUYBACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at the price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty 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 a premium of 53.27% and 57.33% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months period preceding May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback), premium of 53.63% and 53.94% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks preceding May 4, 2022 (the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 65.80% and 64.29% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 4, 2022 (being the date of intimation to the Stock Exchanges regarding Board Meeting date to consider the proposal of the Buyback). The Buyback Price represents a premium of 72.50% and 71.46% over the closing prices of the Equity Shares on BSE and NSE respectively as on May 12, 2022 (being the date of Board of Directors meeting to approve the Buyback).

5. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred and Seventy Three) fully paid-up Equity Shares, which is within 25% of total number of outstanding Equity Shares of the Company, representing 2.85% of the total number of Equity Shares in the total paid up Equity Share capital of the Company as on March 31, 2022 and as on the date of this Public Announcement. The Buyback is proposed to be completed within 12 (twelve) months of the date of special resolution approving the proposed Buyback.

6. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER'S 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 postal ballot notice, being May 12, 2022 is given below:

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	1,14,81,016	50.13%
2.	Mrs. Deepa Murugavel	Promoter group	4,007	0.02%
3.	Mr. J Ravi	Promoter group	1	Negligible
	Total		1,14,85,024	50.14%

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

Details of shareholding of the Directors and Key Managerial Personnel of the Company:

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

6.2. The persons mentioned in sub clause 6.1 have not purchased or sold any shares of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of the postal ballot notice being May 12, 2022, except the following:

Sr. No.	Name of the shareholder	Designation	Aggregate number of Equity Shares purchased/sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1	Mr. Murugavel Janakiraman	Chairman and Managing Director	2250	Market Purchase	871.00	29-Dec-21	890.35	29-Dec-21
2	Mr. Sushanth S Pai	Chief Financial Officer	3000	ESOP	399.55	04-Mar-22	600.45	11-May-22

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

7. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND THE ACT:

The Company confirms that:

7.1. All the Equity Shares for Buyback are fully paid up;

7.2. The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.3. The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

7.4. The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.

7.5. The Company shall not buy back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

7.6. The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

7.7. The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;

7.8. The Maximum Buyback Size i.e., 750 million (Rupees Seven Hundred and Fifty million only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2022;

7.9. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;

7.10. The Company shall not make any offer of buy back within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.11. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

7.12. The buyback shall be completed within a period of one (1) year from the date of passing of the special resolution approving the buyback through postal ballot;

7.13. 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;

7.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

7.15. In case any such default has ceased to subsist, a period of more than three years has lapsed.

7.16. The Company shall not directly or indirectly facilitate the Buyback:

I. through any subsidiary company including its own subsidiary company; or
II. through any investment company or group of investment companies.

7.17. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

7.18. The consideration for the Buyback shall be paid only by way of cash;

7.19. That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of Board meeting;

7.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;

7.21. The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;

7.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations;

7.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of Board resolution till the closing of the Buyback offer;

7.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;

7.25. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

8. CONFIRMATIONS FROM THE BOARD

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

1. That immediately following the date of this board meeting dated May 12, 2022 (**"Board Meeting"**) and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;

2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on May 12, 2022 and the date on which the results of the postal ballot including e- voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

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

9. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

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

Quote

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

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

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

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

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

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

Auditor's Responsibility

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

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

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

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

6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 12, 2022. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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

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

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

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

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

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

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

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

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

Opinion

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

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

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

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

Restriction on Use

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

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

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

Annexure

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

(INR in lakhs)

Particulars		Amount as per Standalone Financial Statement	Amount as per Consolidated Financial Statement
a) Paid-up equity share capital as at March 31, 2022	[A]	1,144.94	1,144.94
b) Free reserves as per Section 68 of Companies Act, 2013			
Retained earnings	[B]	16,843.40	16,690.06
Securities premium	[C]	12,953.10	12,953.10
Total free reserves as at March 31, 2022	[D] = [B]+[C]	29,796.50	29,643.16
Total of Equity paid-up capital and free reserves as at March 31, 2022	[E] = [A]+[D]	30,941.44	30,788.10
Maximum amount permissible for buyback under Section 68 of the Act read with Regulation 4 of SEBI Regulations, i.e., 25% of the total paid-up capital, free reserves and securities premium of financial statements	[F] = [E] * 25%	7,735.36	7,697.02
Notes:			
a. The buyback is authorised by its articles of association and approved by the Board of Directors via Board resolution dated May 12, 2022, subject to shareholders' approval.			
b. Maximum amount permitted by Board Resolution dated May 12 2022 approving buy-back, subject to shareholders' approval, based on the audited financial statement as at and for the year ended March 31, 2022 is INR 7500 lakhs.			

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

Murugavel Janakiraman
Managing Director
DIN: 00605009

Deepa Murugavel
Director
DIN: 0725522

Place: Chennai
Date: May 12, 2022

Unquote

10. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

10.1. As required under the SEBI Buyback Regulations, the Company has fixed **Monday, July 4, 2022**, 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.

10.2. 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.

10.3. 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.

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

10.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

10.6. 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 to. 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.

10.7. 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.

10.8. 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.

10.9. 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.

10.10. 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.

10.11. 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. The settlement under the Buyback will be done using the mechanism notified under the SEBI Circulars.

10.12. 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.

11.PROCESS AND METHODOLOGY FOR BUYBACK

11.1. 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.

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

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

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

11.4. The Company will request BSE Limited (**"BSE"**), who shall be the designated stock exchange for the purpose of this Buyback, to provide the separate acquisition window (**"Acquisition Window"**) to facilitate 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.

11.5. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register 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 UCC facility through any other BSE registered stock broker, Eligible Shareholders may approach Company's Broker to place their bids, by using UCC facility after submitting requisite documents.

11.6. 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.

11.7. 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.

11.8. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, 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.

11.9. 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.

11.10. The cumulative quantity tendered shall be made available on the website of BSE Limited throughout the trading sessions and will be updated at specific intervals during the tendering period.

11.11. 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.

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

11.12.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised 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.

11.12.2. 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.

11.12.3. 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.

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

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

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

11.12.7. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip (**"TRS"**) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc.

11.12.8. 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 tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

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

11.13. Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form:

In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholders are allowed to tender their shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

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

11.13.2. Based on the documents mentioned in the paragraph, the concerned Seller Member shall place an order/ bid on behalf of the Eligible Shareholders holding physical Equity Shares who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE Limited. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

11.13.3. Any Seller Member/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback (at the address mentioned at paragraph 14 below) on or before the Buyback closing date. The envelope should be super scribed as **"Matrimony.com Limited Buyback 2022".** One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.

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

11.13.5. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

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

12. METHOD OF SETTLEMENT

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

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

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

12.1.3. In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the depositories.

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

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

12.1.6. In the case of inter-depository, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of Inter Depository Tender Offer message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

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

12.1.8. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Seller Member's settlement accounts for releasing the same to such shareholder's account.

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

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

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

13. COMPLIANCE OFFICER

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

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

14. REGISTRAR TO THE BUYBACK / INVESTOR SERVICE CENTRE

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

KFINTECH
EXPERIENCE TRANSFORMATION

Kfin Technologies Limited,
(formally known as KFin Technologies Private Limited)
Address: Selenium Tower B,
Plot 31-32, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032
Tel. No.: +91 40 6716 2222
Toll Free No.: 18003094001
Email: matrimony.buyback@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: Mr. Murali Krishna
SEBI Registration No.: INR000000221
CIN: U72400TG2017PTC117649

15. MANAGER TO THE BUYBACK

MOTILAL OSWAL
Investment Banking

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

16. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

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

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

Date: June 22, 2022

Place: Chennai