

December 23, 2019

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**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 Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

**Sub: Submission of Scrutinizer Report under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

**Ref: BSE Scrip code: 540704 / NSE Symbol: MATRIMONY**

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Please find enclosed the Scrutinizer report, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

The aforesaid information is also being hosted on the website of the Company viz., [www.matrimony.com](http://www.matrimony.com).

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, 10<sup>th</sup> Floor, MRC Nagar, Chennai – 600028**



No. 28, I st Floor, Ganapathy Colony, III<sup>rd</sup> Street, Teynampet, Chennai - 600 018.

**Scrutinizer's Report**

The Managing Director  
MATRIMONY.COM LIMITED  
TVH Beliciaa Towers, Tower II 10<sup>TH</sup> Floor,  
No.94, MRC Nagar, Mandaveli,  
Chennai - 600028.

Dear Sir,

1. I, V Suresh, a Company Secretary in practice, have been appointed as a scrutinizer by

- (i) The Board of Directors of the Company for the purpose of scrutinising the Postal Ballot voting process in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ; and

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with relevant Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot and e- voting, on the resolutions contained in the Postal Ballot Notice pursuant to section 108 & 110 of the Companies Act, 2013 and rules thereunder. My responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited the authorized agency engaged by the Company.

3. I, submit herewith my combined report on the results of e-voting together with postal ballot as under:-

1. The Company completed the dispatch of postal ballot forms on 16<sup>th</sup> November 2019, along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 08<sup>th</sup> November 2019.
2. Postal Ballot has been conducted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. As confirmed by Karvy Fintech Private Limited, the Registrar of Transfer Agents, no Physical Postal Ballot forms have been received for the Company.
4. No Postal ballot forms have been received for the company upto the close of the business hours on 19<sup>th</sup> December, 2019.

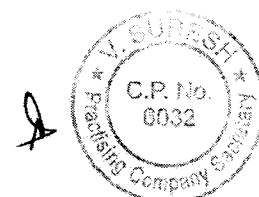


5. The Public Advertisement with respect to dispatch of notices and conducting of voting was published in an English Newspaper "Financial Express" (in English) and vernacular newspaper "Maalai Chudar" (in Tamil) having a wide circulation, in their respective editions dated 18<sup>th</sup> November 2019.
6. The e-voting period remained open from Wednesday, 20<sup>th</sup> November 2019 (10:00 A.M.) to Thursday, 19<sup>th</sup> December 2019 (5.00 PM).
7. The members of the Company as on the "cut-off" date i.e. 08<sup>th</sup> November 2019 were entitled to vote on the resolutions in the Postal Ballot Notice.
8. The Corporate members have provided copies of the Powers of Attorney for authorisation to exercise their votes.
9. The votes cast were unblocked on 19<sup>th</sup> December 2019 in the presence of 2 witnesses, who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Fintech Private Limited, (i.e.) <https://evoting.karvy.com> and based on such reports the results of the e-voting is generated.

10. A summary of the e-voting and postal ballot forms received is given below:

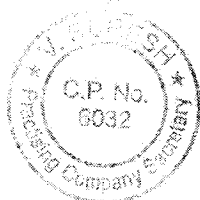
| Item No. in the Notice                                                                                                                              | Total Valid Votes | Votes in favour of the resolution |               |                                       | Votes against the resolution  |               |                                       | Abstained Votes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------|---------------|---------------------------------------|-------------------------------|---------------|---------------------------------------|-----------------|
|                                                                                                                                                     |                   | No. of Share Holders (Folios)     | No. of Shares | % of total number of valid votes cast | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast |                 |
| <b>ITEM NO. 1:</b>                                                                                                                                  |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>Special Resolution.</b>                                                                                                                          |                   |                                   |               |                                       |                               |               |                                       |                 |
| Re-appointment of Mr. Milind S Sarwate (DIN: 00109854) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025. |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>E-Voting</b>                                                                                                                                     | 1,72,07,778       | 15                                | 1,71,27,929   | 99.54                                 | 5                             | 79,849        | 0.46                                  | -               |
| <b>Postal Ballot</b>                                                                                                                                | -                 | -                                 | -             | -                                     | -                             | -             | -                                     | -               |
| <b>Total</b>                                                                                                                                        | 1,72,07,778       | 15                                | 1,71,27,929   | 99.54                                 | 5                             | 79,849        | 0.46                                  | -               |

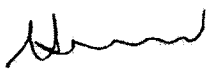


| Item No. in the Notice                                                                                                                                          | Total Valid Votes | Votes in favour of the resolution |               |                                       | Votes against the resolution  |               |                                       | Abstained Votes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------|---------------|---------------------------------------|-------------------------------|---------------|---------------------------------------|-----------------|
|                                                                                                                                                                 |                   | No. of Share Holders (Folios)     | No. of Shares | % of total number of valid votes cast | No. of Share Holders (Folios) | No. of Shares | % of total number of valid votes cast |                 |
| <b>ITEM NO. 2:</b>                                                                                                                                              |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>Special Resolution</b>                                                                                                                                       |                   |                                   |               |                                       |                               |               |                                       |                 |
| Re-appointment of Mr. George Zacharias (DIN: 00162570) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025.             |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>E-Voting</b>                                                                                                                                                 | 1,72,07,778       | 18                                | 1,72,07,743   | 99.99                                 | 2                             | 35            | 0.01                                  | -               |
| <b>Postal Ballot</b>                                                                                                                                            | -                 | -                                 | -             | -                                     | -                             | -             | -                                     | -               |
| <b>Total</b>                                                                                                                                                    | 1,72,07,778       | 18                                | 1,72,07,743   | 99.99                                 | 2                             | 35            | 0.01                                  | -               |
| <b>ITEM NO. 3:</b>                                                                                                                                              |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>Special Resolution</b>                                                                                                                                       |                   |                                   |               |                                       |                               |               |                                       |                 |
| Re-appointment of Mr. Chinni * Krishnan Ranganathan (DIN:00550501) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025. |                   |                                   |               |                                       |                               |               |                                       |                 |
| <b>E-Voting</b>                                                                                                                                                 | 1,72,07,778       | 12                                | 1,61,68,354   | 93.96                                 | 8                             | 10,39,424     | 6.04                                  | -               |
| <b>Postal Ballot</b>                                                                                                                                            | -                 | -                                 | -             | -                                     | -                             | -             | -                                     | -               |
| <b>Total</b>                                                                                                                                                    | 1,72,07,778       | 12                                | 1,61,68,354   | 93.96                                 | 8                             | 10,39,424     | 6.04                                  | -               |

11. All the Resolutions are passed with requisite majority.
12. You may accordingly declare the result of the voting by Postal Ballot.

Place: Chennai  
Date: 20.12.2019



  
V Suresh  
Practising Company Secretary  
C.P.No: 6032  
UDIN: F002969A000448821