

SECRETARIAL COMPLIANCE REPORT OF MATRIMONY.COM LIMITED

LIMITED FOR THE YEAR ENDED 31.03.2021

We, V Suresh Associates, Practising Company Secretaries have examined:

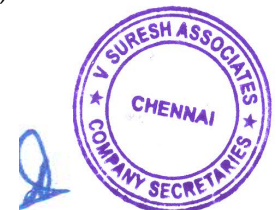
- (a) all the documents and records made available to us and explanation provided by Matrimony.com Limited (“the listed entity”).
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

for the year ended 31.03.2021, in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (no events during the audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (no events during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (no events during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (no events during the audit period)



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (no events during the audit period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

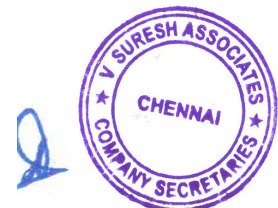
and circulars/ guidelines issued thereunder;
and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: (Please refer to the note appended hereunder)

Sr.No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary

However, the Company has received a show cause notice no. SEBI/EAD/AA/MKG/3458/2020 dated August 18, 2020 from SEBI under Rule 4(1) of SEBI (Procedure for holding Inquiry and imposing penalties) Rules 1995 in the matter of trading by certain employees in the Scrip, "Matrimony.com Limited" during the year 2018. In the show cause notice, it was alleged that the Company has violated Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on three occasions. The allegations, if established makes the Company liable for monetary penalty under Section 15A(b) of SEBI Act. The Company has sought inspection of certain documents from SEBI for filing suitable reply to the above allegations. The matter is currently pending. During the year under review, no penalty is levied or prosecution initiated against the Company based on the above notice.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **(NOT APPLICABLE)**

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity.
	NA	NA	NA	NA

(e) The Listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18,2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its Statutory Auditor.

Place: Chennai
Date: 10.05.2021

For V Suresh Associates
Practising Company Secretaries



(Handwritten signature)

V Suresh
Senior Partner
FCS No. 2969
C.P. No. 6032

Peer Review Cert. No. :667/2020
UDIN:F002969C000381281