

MATRIMONY.COM LIMITED

Code of conduct for Board Members and Senior Management Personnel

I. INTRODUCTION

Matrimony.com Limited (the “**Company**”) is committed to conduct its business in accordance with the applicable laws, rules & regulations and with highest standards of business ethics and / or code of conduct. This code of conduct (the “**Code**”) is intended to provide guidance and help in recognizing & dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director and Senior Management Personnel is expected to comply with the letter and spirit of this Code.

The Directors and Senior Management Personnel of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

The code has been framed specifically to comply with the provisions of the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be applicable with immediate effect.

The Code is applicable to all the Board Members (including the executive, non-executive and independent directors) and all the Senior Management Personnel of the Company {which include CXO, Senior Vice Presidents, Vice Presidents, Associate Vice Presidents and General Manager(s)} and employees who have commercial dealings with vendors & customers etc irrespective of work level.

II. DEFINITIONS:

"**Board Members**" shall mean Directors on the Board of the Company.

- ❖ "**Whole-time Director / executive director**" shall be mean any member of the Board of Directors of the Company who is in whole-time employment of the Company.
- ❖ "**Part-time Director**" shall mean any Director on the Board of the Company who are not in whole time employment of the Company.
- ❖ "**Senior Management**" shall mean officers / personnel of the Company, who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the Whole Time Directors / executive directors, including all functional heads directly reporting to Whole-time Directors, all employees {which include CXO, Senior Vice Presidents, Vice Presidents, Associate Vice Presidents and General Manager(s)} and employees who have commercial dealings with vendors & customers etc. irrespective of work level.
- ❖ "**Relative**" shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 (Refer **Appendix-3**)

- ❖ **“Applicable Authority”** shall mean:
 - (a) Chairman of the Audit Committee in case of Directors; and
 - (b) CEO / COO / CFO in case of Senior Management Personnel.
- ❖ **“CEO”** shall mean Chief Executive Officer of the Company.
- ❖ **“COO”** shall mean Chief Operating Officer of the Company.
- ❖ **“CFO”** shall mean Chief Financial Officer of the Company.
- ❖ **“Chairman - Audit Committee”** shall mean the Chairman of the Audit Committee of the Company constituted in accordance with applicable law and in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ **“Unpublished Price sensitive information”** shall mean any information relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities.
- ❖ In this code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

III. KEY REQUIREMENTS

Each Director and Senior Management Personnel shall conduct himself or herself within the authority conferred upon them and must not engage in unethical conduct. This code attempts to describe some of the examples of ethical conduct for reference of those covered in this code:

Avoid Conflicts of Interest - The Directors and Senior Management Personnel should be scrupulous in avoiding ‘conflicts of interest’ with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof and obtain prior written approval from the Applicable Authority.

A conflict of interest may arise:

- a. When an employee, officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively;
- b. The receipt of any personal benefit by a member of his or her family from any supplier, customer or competitor of the Company unless disclosed to Applicable Authority;
- c. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- d. The receipt of non-nominal gifts or excessive entertainment (worth over Rs. 1000/-) from any person / company with which the Company has current or prospective business dealings;

- e. Any investment interest by Director or Senior Management Personal or their relative, who is in possession of any unpublished price sensitive information, in any supplier, customer, or competitor of the Company;
- f. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

Each Whole-time Director and Senior Management Personnel shall disclose investment details in any unlisted company, whether or not it has a relationship with the Company, exceeding Rs. 5,00,000/- or 2% of the total paid-up equity of the unlisted company, whichever is less.

In addition, the directors shall not hold position if Director / Advisor with a competitor company

Honest and Ethical Conduct - The Directors and Senior Management Personnel shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises & offsite but also at company sponsored business, social events etc. They shall act and conduct themselves free from fraud and deception.

Corporate Opportunities - Directors and Senior Management Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. They are expressly prohibited from:

- a. Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or position;
- b. Competing directly with the business of the Company or with any business that the Company is considering;
- c. Using Company's property, information, or position for personal gain. If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/she may pursue such activity only after obtaining prior approval to the Applicable Authority.
- d. Employing any of their relatives or deal with them on Company's behalf without proper authorization, obtained after disclosing their relationship.

Confidentiality - The Directors and Senior Management Personnel shall maintain the confidentiality of unpublished price sensitive information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The use of confidential information for his/her own advantage or profit is also prohibited. The Directors and Senior Management shall also not share any information regarding the Company, its business and/or affairs with media without the prior approval of the CEO/CFO.

Fair Dealing - Each Directors and Senior Management Personnel should deal fairly with customers, suppliers, and competitors of the company. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices. Each

Directors and Senior Management Personnel should treat all employees with dignity, respect and concern and treat them on parity at all times

Protection and Proper Use of Company's Assets - All Directors and Senior Management Personnel should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

Compliance with Laws, Rules, and Regulations - The Directors and Senior Management Personnel shall comply with all applicable laws, rules, and regulations.

Compliance with Code of Conduct - If any director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of Conduct, he/she must immediately report the same to the Applicable Authority. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation.

Violations of this Code of Conduct will result in disciplinary action, which may even include termination of services of the employee. The Applicable Authority shall determine appropriate action in response to violations of this Code of Conduct.

Interpretation of Code - Any question or interpretation under this Code of Conduct will be handled by the Applicable Authority.

IV. ENFORCEMENT OF CODE OF CONDUCT

The Company Secretary and / or the Compliance Officer shall be the Coordinator for the purpose of this code. Each Board Member and Senior Management Personnel shall be accountable for fully complying with this code.

All Whole-time Director(s) / Executive Director(s) and Senior Management Personnel shall return all remuneration, stock options, and other benefits to the Company accruing to them on account of any assignment, position etc. held in any other organization unless the same is approved otherwise by the Applicable Authority.

Each Director and Senior Management Personnel, who by virtue of the office held by him/her in the Company possesses unpublished price sensitive information about the supplier, customer or competitor of the Company, shall seek prior permission of the Applicable Authority before acquiring any shares of the Company or any supplier, customer or Competitor of the Company. They will also inform the Applicable Authority after the completion of the transaction.

Each Member of the Board and Senior Management Team shall report breach, if any of this Code, to the Applicable Authority.

V. WAIVER AND AMENDMENTS OF THE CODE

No waiver and amendments of any of the provisions of this code shall be valid unless, they are specifically approved by the Board of Directors of the Company.

Notwithstanding anything contained hereinabove, any amendment or modification in the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable Acts, Regulations and Rules relating to Code of Conduct for the Board Members and Senior Management Personnel, shall automatically be applicable to the Board Members and Senior Management Personnel of the Company.

VI. INSERTION OF THE CODE IN WEBSITE

As per the requirement of the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this code and any amendments thereto shall be posted on the website of the Company on listing.

VII. AFFIRMATION OF COMPLIANCE OF THE CODE

In terms of Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code.

A proforma of Annual Affirmation with Compliance to Code of Conduct by the Board Members and Senior Management Personnel of Matrimony.com Limited, annexed to this Code as **Appendix-1** shall be forwarded to the Compliance Officer of the Company on listing

VIII. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management Personnel shall acknowledge the receipt of this code in the acknowledgment form annexed to this Code as **Appendix-2** indicating that they have received the code and send the same to the Compliance Officer. Upon revision of this code (as and when occurs), the Board Members and Senior Management Personnel shall execute an acknowledgment of the revised Code.

IX. DUTIES OF THE INDEPENDENT DIRECTORS

Pursuant to Regulation 17(5)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the duties of the Independent Directors as laid down in the Companies Act, 2013 are annexed as "Annexure to this Code".

APPENDIX-1

Annual Affirmation with Compliance to Code of Conduct by the Board Members and Senior Management Personnel of Matrimony.com Limited

Date:

To

The Board of Directors
Matrimony.com Limited
Registered Off and Corporate Off: TVH Beliciaa Towers,
Tower II, 10th Floor
No. 94, MRC Nagar, Mandaveli, Chennai - 600 028

Dear Sirs,

Subject: Annual Affirmation with Compliance to Code of Conduct by the Board Members and Senior Management Personnel of Matrimony.com Limited under the provisions of Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I,, do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**, for the financial year ended March 31,

Thanking you,
Yours sincerely,

Signature:
Name:
Designation:
Date:
Place:

APPENDIX-2

Acknowledgement Form for Code of Conduct for the Board Members and Senior Management Personnel of Matrimony.com Limited

Date:

To

The Board of Directors
Matrimony.com Limited
Registered Off and Corporate Off: TVH Beliciaa Towers,
Tower II, 10th Floor
No. 94, MRC Nagar, Mandaveli, Chennai - 600 028

Dear Sirs,

ACKNOWLEDGEMENT FORM

I, have received and read the Company's "**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL** (this "Code"). I have understood the contents and agree to comply with this code.

Thanking you,
Yours sincerely,

Signature:
Name:
Designation:
Date:
Place:

APPENDIX-3

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013 READ WITH RULE 4 OF THE COMPANIES (SPECIFICATION OF DEFINITIONS DETAILS) RULES, 2014

Section 2 (77): “relative”, with reference to any person, means anyone who is related to another, if:

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other person as:
 - (a) Father (including step-father)
 - (b) Mother (including step-mother)
 - (c) Son (including step-son)
 - (d) Son’s wife
 - (e) Daughter
 - (f) Daughter’s husband
 - (g) Brother (including step-brother)
 - (h) Sister (including step-sister)

Annexure to Code of Conduct

{Pursuant to Regulation 17(5)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Duties of the Independent Directors

The Independent Directors of the Company shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid therein as under:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.