

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Matrimony.com Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Matrimony.com Limited**

- 1) We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Matrimony.com Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). Attention is drawn to the fact that the Statement of cash flows for the corresponding period from April 1, 2018 to September 30, 2018, as reported in these unaudited consolidated financial results have been approved by the Holding Company's Board of Directors, but have not been subjected to review.
- 2) This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3) a) We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

b) We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.
- 4) The Statement includes the results of the following entities:
 - a. Matrimony.com Limited (Holding Company)
 - b. Sys India Private Limited (Subsidiary Company)
 - c. Consim Info USA Inc., USA (Subsidiary Company)
 - d. Matrimony DMCC (Subsidiary Company)
- 5) Based on our review conducted and procedures performed as stated in Paragraph 3 above and based on the consideration of the review reports of other auditors referred to in Paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

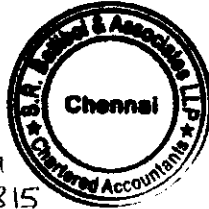
- 6) The accompanying Statement includes unaudited interim financial results and other unaudited financial information of three subsidiaries and whose interim financial results reflect Group's share of total assets of Rs. 552.35 lakhs as at September 30, 2019, and Group's share of total revenues of Rs. 156.64 lakhs and Rs. 305.83 lakhs, Group's share of total net profit after tax of Rs. 55.34 lakhs and Rs. 124.12 lakhs, Group's share of total comprehensive income of Rs. 61.07 lakhs and Rs. 128.71 lakhs, for the quarter ended September 30, 2019 and for the period from April 1, 2019 to September 30, 2019, respectively, and net cash inflows of Rs. 9.92 lakhs for the period from April 1, 2019 to September 30, 2019, as considered in the Statement, which have been reviewed by their respective independent auditors. These interim financial results have been reviewed by other auditors, whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of the other auditors and procedures performed by us as stated in Paragraph 3 (b) above. Our conclusion on the Statement is not modified in respect of the above matter.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

Aravind K
per Aravind K
Partner
Membership No.: 221268



UDIN: 19221268 AAAADH

6815

Place: Chennai

Date: November 8, 2019

MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

Registered Office and Corporate Office: TVH Bellaria Towers, Tower II, 10th Floor, No. 94, MRC Nagar, Mandaveli, Chennai - 600028

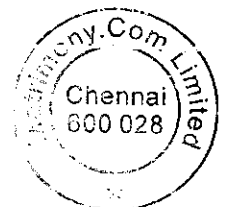
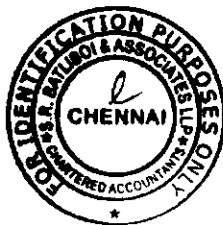
STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2019

Rs. In lakhs

Particulars	QUARTER ENDED			HALF YEAR ENDED		YEAR ENDED
	September 30, 2019 (Unaudited)	June 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	September 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	March 31, 2019 (Audited)
1. Income						
Revenue from contracts with customers	9,223.11	9,549.02	8,758.11	18,772.13	17,706.79	34,842.75
Other income	464.99	441.63	406.88	906.62	687.44	1,558.68
Total income	9,688.10	9,990.65	9,164.99	19,678.75	18,394.23	36,401.43
2. Expenses:						
Employee benefits expense	3,804.68	3,891.37	3,459.09	7,696.05	6,951.35	14,148.06
Advertisement and business promotion expenses	2,590.14	2,635.14	1,873.20	5,225.28	3,471.73	8,103.83
Other expenses	1,426.80	1,359.95	1,253.54	2,786.75	2,555.67	5,163.03
Depreciation and amortisation expense	696.30	657.30	668.75	1,353.60	1,296.60	2,651.01
Finance cost	136.88	125.48	125.97	262.36	226.82	485.87
Total expenses	8,654.80	8,669.24	7,380.55	17,324.04	14,502.17	30,551.80
3. Profit before tax (1-2)	1,033.30	1,321.41	1,784.44	2,354.71	3,892.06	5,849.63
4. Tax expenses						
Current tax	179.28	304.61	593.57	483.89	1,124.88	1,568.71
Tax relating to earlier years	-	-	-	-	-	6.81
Deferred tax (net)	71.69	84.36	(121.55)	156.05	(96.27)	29.05
Total tax expenses	250.97	388.97	472.02	639.94	1,028.61	1,604.57
5. Net Profit for the period (3-4)	782.33	932.44	1,312.42	1,714.77	2,863.45	4,245.06
6. Other comprehensive income (net of taxes)						
Items that will not be reclassified to profit and loss in subsequent periods	(32.34)	(15.00)	(11.05)	(47.34)	(27.78)	(62.18)
Items that will be reclassified to profit and loss in subsequent periods	(8.58)	(7.01)	(51.48)	(15.59)	(80.23)	20.96
7. Total comprehensive income for the period (5+6)	741.41	910.43	1,249.89	1,651.84	2,755.44	4,203.84
Net Profit for the period attributable to:						
- Owners of the Company	782.33	932.44	1,312.42	1,714.77	2,863.45	4,245.06
- Non-Controlling interest	-	-	-	-	-	-
Other comprehensive income for the period attributable to:						
- Owners of the Company	(40.92)	(22.01)	(62.53)	(62.93)	(108.01)	(41.22)
- Non-Controlling interest	-	-	-	-	-	-
Total comprehensive income for the period attributable to:						
- Owners of the Company	741.41	910.43	1,249.89	1,651.84	2,755.44	4,203.84
- Non-Controlling interest	-	-	-	-	-	-
Paid-up Equity Share Capital						
Equity shares of Rs 5 each	1,136.72	1,136.72	1,136.46	1,136.72	1,136.46	1,136.47
Earnings Per Share (EPS) of Rs.5 each (Rs.)	Not Annualised					
Basic (Rs.)	3.44	4.10	5.77	7.54	12.60	18.68
Diluted (Rs.)	3.42	4.08	5.75	7.51	12.54	18.59

See accompanying notes to the financial results

Page 1 of 8



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MATRIMONY.COM LIMITED

CIN: E63090 FN2001 PLC047432

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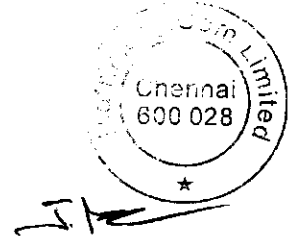
UNAUDITED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Rs. In lakhs

Particulars	As at September 30, 2019 (Unaudited)	As at March 31, 2019 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	7,134.09	7,272.23
Right of use assets	5,294.67	4,789.12
Intangible assets	377.13	305.58
Intangible assets under development	19.68	4.74
Financial assets		
(a) Security deposits	794.33	811.52
(b) Bank balances other than cash and cash equivalents	0.75	0.75
Deferred tax assets (net)	231.93	374.11
Income tax assets (net)	499.47	340.22
Other non-current assets	93.94	102.08
	14,445.99	14,000.35
Current assets		
Financial assets		
(a) Security deposits	379.77	388.90
(b) Cash and cash equivalents	644.36	542.42
(c) Bank balances other than cash and cash equivalents	6,767.06	6,217.37
(d) Investments	14,806.50	13,675.01
(e) Trade receivables	393.34	347.99
(f) Derivative instruments	20.15	54.22
(g) Other financial assets	252.24	410.11
Other current assets	566.95	546.50
	23,830.37	22,182.52
TOTAL ASSETS	38,276.36	36,182.87
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,136.72	1,136.47
Other equity	20,403.94	19,114.69
Total Equity	21,540.66	20,251.16
Non-current liabilities		
Financial liabilities		
(a) Lease liabilities	4,265.07	4,127.32
Other non-current liabilities	21.80	38.10
	4,286.87	4,165.42
Current liabilities		
Financial liabilities		
(a) Borrowings	84.81	-
(b) Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	2.95
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	3,015.51	2,105.87
(c) Others payables	61.45	62.65
(d) Lease liabilities	1,457.91	1,067.22
Other current liabilities	7,077.16	7,900.33
Provisions	751.99	610.71
Liabilities for current tax (net)	-	16.56
	12,448.83	11,766.29
TOTAL EQUITY AND LIABILITIES	38,276.36	36,182.87

See accompanying notes to the financial results

Page 2 of 8



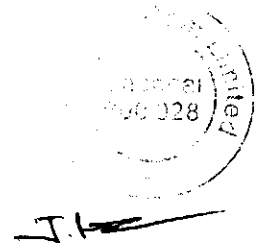
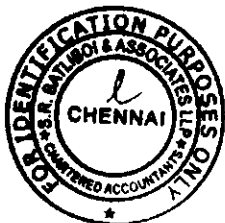
MATRIMONY.COM LIMITED
CIN:LN3090TN2001PLC047432

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UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

Rs. In lakhs

Particulars	Half year ended September 30, 2019 (Unaudited)	Half year ended September 30, 2018 (Unaudited)
Cash flow from / (used in) operating activities		
Profit before exceptional items and tax	2,354.72	3,892.06
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	1,353.61	1,296.60
Loss on sale / write-off of property, plant and equipment (net)	0.72	2.24
Unrealised foreign exchange (gain) / loss	(7.12)	(16.58)
Impairment of financial assets and provision for doubtful debts and advances	42.63	47.07
Share based payment expenses	41.80	27.84
Liabilities no longer required written back	-	(25.00)
Interest expense	258.31	224.38
Fair value (gain) / loss on mutual fund investments at FVTPL	(549.23)	(230.44)
Interest income	(291.50)	(389.60)
Operating profit before working capital changes	3,203.94	4,828.57
Movement in working capital :		
(Increase) / decrease in financial assets	(62.43)	(199.65)
(Increase) / decrease in other assets	(19.64)	8.04
Increase / (decrease) in trade payables	906.67	248.53
Increase / (decrease) other liabilities	(839.48)	(274.46)
Increase / (decrease) in long / short term provisions	78.03	64.56
Cash generated from / (used in) operations	3,267.09	4,675.59
Income taxes paid (net of refunds)	(643.77)	(1,083.37)
Net cash generated from / (used in) operating activities before exceptional items	2,623.32	3,592.22
Cash flow from / (used in) Exceptional items	-	-
Net cash flow from / (used in) operating activities (A)	2,623.32	3,592.22
Cash flow from / (used in) investing activities		
Purchase of property, plant and equipment including intangible assets and capital advances	(510.33)	(1,063.04)
Proceeds from sale of property, plant and equipment	2.08	1.71
Proceeds from sales of mutual funds	5,367.73	4,875.42
Purchase of mutual funds	(5,950.00)	(8,303.51)
Interest received	408.27	397.84
Redemption of bank deposits (with maturity more than three months)	5,553.53	4,511.67
Investment in bank deposits (with maturity more than three months)	(6,103.22)	(3,159.39)
Net cash flow / (used in) investing activities (B)	(1,231.94)	(2,739.30)
Cash flows from / (used in) financing activities		
Proceeds from issue of share capital (including securities premium)	6.95	27.17
Dividend paid (Including dividend distribution tax)	(411.11)	(410.92)
Receipt / (repayment) of borrowings	84.81	(641.47)
Payment of lease liabilities	(960.14)	(751.93)
Interest paid	(9.26)	(0.41)
Net cash flow from / (used in) financing activities (C)	(1,288.75)	(1,777.56)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	102.63	(924.64)
Effect of exchange differences on cash & cash equivalents held in foreign currency	(0.69)	0.10
Cash and cash equivalents at the beginning of period	542.42	1,663.64
Cash and cash equivalents at the end of period	644.36	739.10



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Segment Results for Consolidated Financial Results

In accordance with Ind AS 108 - "Operating Segment Reporting" and evaluation by the Chief Operating Decision Maker, operating segments of the Group consists of: Matchmaking services and Marriage services.

The Managing Director of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, 'Operating Segments'. The Managing Director reviews the segment performance based on segment results which are the key drivers. Until March 31, 2019, the Company was providing disclosures relating to segment assets and liabilities in addition to segment results voluntarily. Considering, the CODM does not review segment assets and liabilities as the Marriage services segment is significantly smaller compared to the Matchmaking segment and supplemented by the fact that the assets are interchangeably used between segments, effective April 1, 2019, the Company has decided to disclose only segment results.

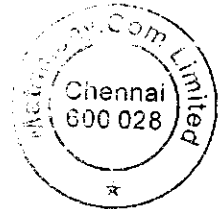
Reporting of Segment wise Revenue and Results for the quarter and half year ended September 30, 2019

Rs. In lakhs

Particulars	QUARTER ENDED			HALF YEAR ENDED		YEAR ENDED
	September 30, 2019 (Unaudited)	June 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	September 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	March 31, 2019 (Audited)
Segment Revenue						
Matchmaking services	8,860.75	9,106.09	8,513.78	17,966.84	17,103.64	33,577.77
Marriage services	362.36	442.93	244.33	805.29	603.15	1,264.98
Total Revenue	9,223.11	9,549.02	8,758.11	18,772.13	17,706.79	34,842.75
Segment Results						
Matchmaking services	1,340.87	1,675.31	2,146.05	3,016.18	4,717.80	7,567.79
Marriage services	(476.86)	(469.02)	(370.90)	(945.88)	(705.66)	(1,509.95)
Total Segment Results	864.01	1,206.29	1,775.15	2,070.30	4,012.14	6,057.84
Less: Interest expenses	(6.98)	(6.32)	(0.40)	(13.30)	(2.84)	(9.48)
Less: Other un-allocable expenditure	(288.71)	(320.19)	(405.42)	(608.90)	(804.68)	(1,757.41)
Add: Other un-allocable income	464.98	441.63	415.11	906.61	687.44	1,558.68
Profit before tax	1,033.30	1,321.41	1,784.44	2,354.71	3,892.06	5,849.63

Segment revenue and expenses:

Segment revenue and expenses represent relevant amounts that are either directly attributable to individual segment or are attributable to individual segment on a reasonable basis.



J. K.