

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the Members of Matrimony.com Limited will be held on Wednesday, the 7th August, 2019 at 10.00 A.M. at "Narada Gana Sabha, Mini Hall, No.314, T T K Road, Alwarpet, Chennai - 600 018 to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION

RESOLVED that the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.

2. Adoption of Audited Consolidated Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Auditors thereon, be and are hereby received and adopted.

3. Declaration of Dividend

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that out of the profits for the financial year ended 31st March, 2019, a Dividend at the rate of Rs. 1.5 (Rupees One and Paise Fifty only) per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year 2018-19 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 31st July, 2019 or their mandates.

RESOLVED FURTHER that in respect of shares held in electronic form, the Dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

4. Re-appointment of Director

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. Murugavel J (holding DIN 00605009), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

5. Re-appointment of Statutory Auditors

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment of M/s. S R Battiboi & Associates LLP (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no. 101049W/E300004) as the Statutory Auditors of the Company, to hold office from the conclusion of this (18th) Annual General Meeting until the conclusion of the (21st) Annual General Meeting of the Company on a remuneration of 37 lakhs for the financial year, 2019-20 (excluding taxes, travelling and out of pocket expenses) which may be increased during the tenure that may be decided by the Board of Directors.

SPECIAL BUSINESS

6. Appointment of Mrs Akila Krishnakumar as Independent Director of the Company

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mrs. Akila Krishnakumar (DIN: 06629992), who was appointed by the Board of Directors as an Additional Director of the Company effective August 10, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs Akila Krishnakumar, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 10, 2018 through August 9, 2023."

7. Payment of commission to Non-Executive Directors of the Company

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Listing Regulations and the Articles of Association of the Company, as amended from time to time, a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, may be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five (5) years, commencing April 1, 2019 up to March 31, 2024."

8. To charge the fees for delivery of any document through a particular mode of delivery to a member

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

9. To consider and approve increasing the Foreign Institutional Investors ("FII") / Foreign Portfolio Investor ("FPI") / Non Resident Indian ("NRI") shareholding limit in the paid up share capital of the Company

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT in supersession of all earlier resolutions passed by the shareholders and pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to permit the eligible foreign investors including Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") to purchase or acquire, on their own account and / or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), Equity Shares, whether existing or proposed, of the Company, on the recognized stock exchange or in any other manner upto 49% (per cent) of the paid up equity share capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company of FPI shall not exceed 10% (ten per cent) or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for acquiring the Equity Shares, whether existing or proposed, of the Company by eligible foreign investors including Non Resident Indians ("NRIs") by purchase or acquisition on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% (twenty four per cent) of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds and things that may be necessary in this regard."

10. To extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014” (the “ESOS 2014”)to the employees of the Holding/Subsidiary Companies of the Company.

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014” (the “ESOS 2014”), also to such persons who are in permanent employment including the Managing and/or Whole-time Director(s), whether present and future, of the Company’s holding/subsidiary companies and if permitted by law, to the employees of the associate companies of the Company, whether working in India or outside India, under the ESOS - 2014 in the manner as may be decided by the Board in accordance with the Companies Act, 2013 or rules made thereunder and other applicable provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in relation to the above

By Order of the Board of Matrimony.com Ltd
Sd/-

S Vijayanand
Company Secretary

Chennai
May 9, 2019

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.
2. A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement of material facts in respect of the Special Business and appointment of Auditors (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. Members holding shares in physical form are requested to intimate the Registrar and Transfer Agent viz., Karvy Fintech Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (RTA), not later than 25th July, 2019, of any change in their address/details about their Bank account number, name of the Bank, Bank’s branch name and address to enable the Company to remit the dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member’s Depository Participant(s).
5. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members on request, by the RTA.
6. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
7. Electronic (soft) copy of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2018-19 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 18th Annual General Meeting of the Company inter alia including the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2018-19 are being sent in the permitted mode.

ANNEXURE TO THE NOTICE

Details of the Director seeking appointment and re-appointment at the 18th Annual General Meeting

*[Pursuant to Regulation 36 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

The resume of the Directors seeking appointment/re-appointment, in brief and other details required to be provided pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting are provided below for the consideration of the Members:

Mr. Murugavel J (DIN NO: 00605009)

Murugavel Janakiraman, aged 48 years, is a Promoter, Chairman and Managing Director of our Company. He has been associated with the Company since September 5, 2001. He holds a bachelor's degree in science and a master's degree in computer applications from the University of Madras. He started his career at Chennai-based Nucleus Software and moved to Singapore for a brief stint. He worked as a consultant in the US for leading companies on software projects and acquired valuable insights on Internet technologies.

Mr. Murugavel J holds 1,14,28,766* equity shares of the Company.

There were 7 Board meetings conducted during the year and Mr. Murugavel has attended all 7 Board meetings.

Mr. Murugavel J holds Directorship in Sys India Pvt Ltd, Consim Info USA Inc, Matrimony DMCC, Dubai, and Infonauts Inc, USA and is member & Chairman of Share Allotment Committee and Corporate Social Responsibility committee and member in Stakeholders Relationship Committee of the Company. He does not hold directorship in any other listed entity.

Mr Murugavel J, Promoter and Managing Director of the Company is spouse of Mrs. Deepa Murugavel, Non Executive Director. He is not related to the any other Directors and Key Managerial Personnel of the Company, and their relatives.

Except Mr. Murugavel J and Mrs. Deepa Murugavel, none of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment.

* Includes 12 shares held on behalf of shareholders holding fractional shares on consolidation of shares from Rs. 3/- to Rs. 5/- on 5th August 2015

Mrs. Akila Krishnakumar (DIN NO: 06629992)

Mrs. Akila Krishnakumar aged 57 years has over 30 years of experience in software product development for financial services and education markets world-wide. She was President – Global Technology and Country Head for SunGard in India – then a Fortune 500 company and global leader in financial services software till the year 2013. In 2013, she stepped out of her executive position to pursue broader interests in the corporate and development sector. Since 2013, as the founding partner and board member of Social Venture Partners (India), a network of engaged citizens, she works to provide livelihood opportunities for disadvantaged women and youth. She is an alumna of the Birla Institute of Technology and Sciences (BITS), Pilani

She has held several key industry positions and was formerly the Chairperson for the American Chamber of Commerce Chapter and Chair of Nasscom's Regional Council. She is a regular speaker at several International and National Conferences and leading organizations. She has won several awards and accolades including being among the top 5 women leaders in the Indian technology industry for many years.

Mrs. Akila Krishnakumar does not hold any share in the Company.

Mrs Akila Krishnakumar joined the Board of Directors as Additional Director on August 10, 2018. After her appointment 5 Board meetings were conducted for the year and Mrs. Akila Krishnakumar has attended 4 Board meetings.

Mrs. Akila Krishnakumar holds Directorship in the following other listed companies

1. HEIDELBERGCEMENT India Limited
2. Indusind Bank Limited

Mrs Akila Krishnakumar is not related to any Director or Key managerial Personnel of the Company.

None of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment.

Explanatory Statement in respect of the Special Business (pursuant to Section 102 of the Companies Act, 2013 & Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) of the Notice dated May 9 , 2019

Item no. 5

M/s S.R. Batliboi and Associates LLP, Chartered Accountants, has been appointed as Statutory Auditors of the Company for a period of 5 years from 2014. Further to the above, M/s S.R. Batliboi and Associates LLP, Chartered Accountants has been serving as Statutory Auditors since the year 2012-13. As per the provisions of Section 139(2) of the Companies Act, 2013, the Company cannot appoint an audit firm as Statutory Auditor for more than two terms of five consecutive years. Currently, the total term completed as statutory auditors of the Company come to 7 years and they may be re-appointed for a maximum period of three years. Since the existing term of appointment of Statutory Auditors is expiring this year, the appointment need to be renewed by the Shareholders in the ensuing Annual General Meeting. The remuneration paid for the last year is Rs. 37 lakhs which includes Statutory Audit fees, Limited review fees, Tax audit fees and other Statutory certification fees. There is no proposal to increase the remuneration for the year 2019-20 and hence the remuneration proposed is Rs. 37 lakhs. However, the remuneration may be increased during the balance tenure based on market standards and level of engagement including additional statutory certifications.

The Audit Committee and the Board of Directors in their meeting held on May 9, 2019 had decided to recommend M/s S R Batliboi & Associates LLP, Chartered Accountants for reappointment based on the requisite experience in handling audits of internet sector companies including your Company for a period of 7 years.

Approval of the members is sought for re-appointment of Statutory Auditors for a period of three years from the conclusion of this Eighteenth Annual General Meeting to the conclusion of Twenty First Annual General Meeting.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6

The Board of Directors ("**Board**"), upon recommendation of the Nomination and Remuneration Committee, appointed Mrs. Akila Krishnakumar as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective August 10, 2018. Pursuant to the provisions of Section 161 of the Act, Mrs. Akila Krishnakumar will hold office up to the date of the ensuing Annual General Meeting ("**AGM**") and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Mrs. Akila Krishnakumar for the office of Director.

The Company has received from Mrs. Akila Krishnakumar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mrs. Akila Krishnakumar as an Independent Director of the Company for a period commencing August 10, 2018 through August 9, 2023. Mrs. Akila Krishnakumar, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mrs. Akila Krishnakumar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company. A copy of the letter of appointment of Mrs. Akila Krishnakumar as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The profile and specific areas of expertise of Mrs. Akila Krishnakumar are provided in page no. 24 to this Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Akila Krishnakumar, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed.

Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on May 9, 2019 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item No. 8

The Company presently has 5 (Five) Non-Executive Directors on its Board, drawn from diverse fields. They spend substantial time and energy for the Company and contribute through their professional and management. The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director) may be paid, for each of the five consecutive financial years commencing April 1, 2019, remuneration not exceeding one per cent per annum of the net profits of the Company computed in accordance with section 198 of the Act. This remuneration will be distributed amongst the Directors in accordance with the directions given by the Board.

Except the Managing Director and Key Managerial Personnel of the Company and their respective relatives, all Directors and their respective relatives are concerned or interested in the Resolution set out at Item No. 8 of the Notice to the extent of the remuneration that may be received by each of them pursuant to this Resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

Item No. 9

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, FIs registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or FPI together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share capital of an Indian Company and by NRIs up to 10% (ten percent) of the paid up Equity Share capital of the Company. The said Regulations further

provide that (i) for FII / FPI, the limit of 24% (twenty four per cent) of the paid up Equity Share capital of the Company can be further increased up to the sectoral cap / statutory ceiling as applicable, and (ii) for NRIs, the limit of 10% (ten per cent) of the paid up Equity Share capital of the Company can be further increased upto 24% (twenty four per cent) of paid up Equity share capital of the Company, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI").

To make more space for FIIs and FPIs to invest in the equity, both existing as well as proposed to be issued, of the Company, it is proposed to obtain an enabling approval of the Shareholders and of the relevant Government authorities, as may be applicable, to increase the present limit of FII/FPI shareholding in the Company from 24% (Twenty Four Per cent) to 49% (One Hundred per cent) of paid up equity share capital of the Company. Though at present shareholding of NRI in the Company is not significant, it is also proposed to obtain requisite enabling approvals from shareholders to increase their shareholding upto 24% (twenty four per cent) of the paid up equity share capital of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested in the resolution set out at Item No. 9 of the accompanying Notice

Hence the Directors recommend the Special Resolution set out at Item No. 10 of the accompanying notice, for the approval of the members of the Company.

Item 10

The shareholders of the Company at the extraordinary general meeting of the Company held on April 11, 2014 had accorded its consent to adopt and implement the Employee Stock Option Scheme 2014 ("ESOS 2014") for the benefit of the permanent employees and directors (except promoter directors and independent directors) of the Company comprising 17,85,186 options which were convertible into equivalent number of equity shares of Rs. 3 each. However, pursuant to adjustment on account of bonus issues made on December 31, 2014 and January 27, 2015 and the consolidation of shares from face value of Rs. 3/- to Rs. 5/-, the total number of options available including the outstanding options that are not exercised as on the date of this notice is 9,55,804.

As per the Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 ("Regulations"), no company can make any fresh grant of options subsequent to an IPO under a pre-IPO employee stock option scheme unless the pre-IPO employee stock option scheme is in conformity with the Regulations and the pre-IPO employee stock option scheme is ratified by the members subsequent to the IPO. Accordingly shareholders ratified the pre-ipo scheme vide resolution dated January 2, 2018 passed through postal ballot. However, in order to extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014", the "ESOS 2014" to the employees of the Holding/ Subsidiary Companies of the Company, approval of shareholders by way of separate resolution is needed as per the regulation 6(3)(c) of SEBI (Share Based Employee Benefits) Regulations, 2014

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested in the resolution set out at Item No. 10 of the accompanying Notice

Hence the Directors recommend the Special Resolution set out at Item No. 10 of the accompanying notice, for the approval of the members of the Company.

Place: Chennai
Date: May 9, 2019

By Order of the Board of Matrimony.com Limited
S.Vijayanand
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system from a place other than the venue of the AGM ("remote e-voting") is being provided by M/s. Karvy Fintech Private Limited ("Karvy").
- II. Mr. V. Suresh, Company Secretary will be act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on August 3, 2019 (9 A.M. Indian Standard Time) and ends on August 6, 2019 (5 P.M. Indian Standard Time). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 31, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- IV. The process and manner for remote e-voting are as under:
 - A. **In case of Members receiving e-mail from Karvy (for Members whose e-mail IDs are registered with the Company/Depository Participant(s)):**
 - (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>

- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password.
The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the e-voting event. (vii) Select the EVENT of Matrimony.com Limited and click on "SUBMIT". (viii) Now you are ready for e-voting as "Cast Vote" page opens.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- (xii) Corporate/institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail:vsureshpcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Matrimony - 18th AGM".

B. In case of Members receiving physical copies of the Notice of AGM (for Members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy):

- i. E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

C. Voting at AGM:

The Members who have not cast their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

Other instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-67162222 & Toll-free No.1-800-3454-001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., July 31, 2019. However, a person who is not a Member as on the cut off date should treat this Notice for information purpose only. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently or cast the vote again.
- iv. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice to the shareholders and holding shares as on the cut-off date of July 31, 2019, may obtain the login ID and password by sending a request at einward.ris@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.karvy.com>
- v. Since the Company is required to provide the Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.

- vi. Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
 - vii. Voting facility will be provided to the Members through electronic voting system or through ballot/polling paper at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
 - viii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting for all those members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.
 - ix. The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company who shall make, within forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - x. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.matrimony.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).
- V. All documents referred in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.

Route Map for AGM Venue

