

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the SEVENTEENTH ANNUAL GENERAL MEETING of the Members of Matrimony.com Limited will be held on **Friday, the 10<sup>th</sup> August, 2018 at 9.30 A.M.** at "Kasturi Srinivasan Hall" The Music Academy, 168 (Old no. 306), T T K Road, Chennai - 600 014 to transact the following business:

### ORDINARY BUSINESS

1. 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 31<sup>st</sup> March, 2018, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.
2. 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 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon, be and are hereby received and adopted.
3. 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 31<sup>st</sup> March, 2018, a Dividend at the rate of Rs. 1.50 (Rupees One Rupee 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 2017-18 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 3<sup>rd</sup> August, 2018 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. 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, Smt. Deepa Murugavel (holding DIN 00725522), who retires by rotation, be and is hereby re-appointed as a Director of the Company.
5. 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), the Company hereby ratifies the appointment of M/s. S R Batliboi & 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 (17<sup>th</sup>) Annual General Meeting until the conclusion of the next (18<sup>th</sup>) Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors.

### SPECIAL BUSINESS

6. 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the shareholders be and is hereby accorded to appoint Shri. Murugavel J (holding DIN 00605009) as Managing Director of the Company for a period of three years with effect from July 1, 2018 to June 30, 2021.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed in the Companies Act, 2013, approval be and is hereby accorded for the following terms of remuneration to Shri. Murugavel J with effect from April 1, 2018 upto March 31, 2021

a. Salary	Salary of Rs.1.5 Crore per annum in the grade of Rs. 1.5 Crore to Rs. 2.5 Crore per annum with authority to the Board or Nomination and Remuneration Committee thereof, to fix the remuneration within the said maximum amount from time to time. The annual increments which will be effective 1st April each year will be decided by the Board or a committee thereof and will be merit based and take into account the company's performance.
b. Variable Performance pay	Upto 100 % of the fixed salary per annum in addition to the fixed salary subject to the performance criteria laid down the Board and/or Nomination & Remuneration Committee.
c. Structure Reset	The Board/Nomination and Remuneration Committee may reset the ratio between fixed and variable CTC at yearly intervals, based on both data and qualitative inputs.

d. Personal Accident Insurance	As per Company policy
e. Retirement benefits	Contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per rules of the Company in force from time to time within overall limit.
f. General	<p>(i) In the event of absence or inadequacy of profits in any financial year, Shri. Murugavel J shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government or the Shareholders as the case may be, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.</p> <p>(iii) The aggregate remuneration (including salary, allowances, perquisites, and incentive / commission and retirement benefits) for any financial year shall be subject to an overall ceiling prescribed under the Companies Act, 2013.</p> <p>(iv) Shri. Murugavel J will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Shri. Murugavel J will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.</p>

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors or nomination and Remuneration Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

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

Chennai  
May 3, 2018

S Vijayanand  
Company Secretary

#### NOTES:

- 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.**
- 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.**
- Explanatory Statement of material facts in respect of the Special Business under Item nos.6 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
- Members are requested to intimate the Registrar and Transfer Agent viz., Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (RTA), not later than 1<sup>st</sup> August, 2018, 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).
- 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.
- 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.
- Electronic (soft) copy of the Notice of the 17<sup>th</sup> 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 2017-18 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 17<sup>th</sup> 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 2017-18 are being sent in the permitted mode.

## ANNEXURE TO THE NOTICE

### Details of the Director seeking re-appointment at the 17<sup>th</sup> Annual General Meeting vide Item no. 4 of the Notice dated May 3<sup>rd</sup>, 2018

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

The resume of Smt. Deepa Murugavel, 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:

#### **Smt. Deepa Murugavel**

Deepa Murugavel, aged 40 years, is a non-executive Director of our Company. She holds a bachelor's degree of science in biochemistry (special) from Gujarat University and a master's degree in business administration from California Coast University. She has also completed a course on training as a laboratory technician from the K.M. School of Post Graduate Medicine and Research, Ahmedabad. She has been associated with our Company since March 26, 2006.

Smt. Deepa Murugavel holds 4007 equity shares of the Company and forms part of promoter group.

There were 9 Board meetings conducted during the year and Smt. Deepa Murugavel has attended 4 Board meetings.

Smt. Deepa Murugavel does not hold Directorship in any other Company and is member of Corporate Social Responsibility committee and Stakeholders Relationship Committee of the Company and Chairman of Stakeholders Relationship Committee.

Smt. Deepa Murugavel is the spouse of Shri. Murugavel J, Promoter and Managing Director of the Company. She is not related to the any other Directors and Key Managerial Personnel of the Company, and their relatives.

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

### **Explanatory Statement in respect of the Special Business under Item nos. 6 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated May 3<sup>rd</sup>, 2018**

#### **Item no.6**

Shri. Murugavel J was appointed as Director & Chief Executive Officer on 5-9-2001. The company was converted into Public limited company with effect from 2-1-2015. He was appointed as Managing Director for a period of 3 years from July 1, 2015. The approval of the shareholders is sought for re-appointment of Shri. Murugavel J as Managing Director of the Company for a period of 3 years from July 1, 2018. At its meeting held on 3<sup>rd</sup> May, 2018, the Board of Directors had reappointed him as Managing Director of the Company, subject to the approval of the shareholders, for a period of three years with effect from July 1, 2018 to June 30, 2021.

#### **Information about appointee**

1. Brief resume	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.
2. Past remuneration	Fixed Compensation - Rs. 1.16 Crore & Performance based compensation- Upto 150% of fixed compensation
3. Remuneration proposed	As mentioned in the text of resolution
4. Shareholding in the Company	Shri. Murugavel J holds 11428116 equity shares of the Company which includes 12 shares held on behalf of shareholders holding fractional shares pursuant to consolidation of shares from Rs. 3/- to Rs.5/- on August 5, 2015
5. Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Smt. Deepa Murugavel, Non-Executive Woman Director. No other relationship with any other Directors or Key Managerial Personnel of the Company and their relatives
6. The number of Meetings of the Board attended during the year	There were 9 Board meetings conducted during the year and Shri. Murugavel J has attended all 9 Board meetings.

7. Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorships in other Companies*	Membership in Committees	Chairmanship in Committees
	1. Community Matrimony Private Limited	1. Corporate Social Responsibility Committee	1. Corporate Social Responsibility Committee
	2. Sys India Private Limited	2. Share Allotment Committee	2. Share Allotment Committee
	3. Propfinder India Private Limited	3. Stakeholders Relationship Committee	
	4. Matchify Services Private Limited		
	5. Tambulya Online Marketplace Private Limited		
	6. India Property Online Private Limited		
	7. Consim Info USA Inc		
	8. Infonauts Inc, USA		

\* Shri. Murugavel J is not a Director in any other listed companies.

Approval of the shareholders is sought for the re-appointment of and the remuneration payable to Shri. Murugavel J as Managing Director and for the other terms and conditions as detailed in the Ordinary Resolution set out in Item No.6 of the Notice. The Board recommends the Resolution for approval by the Members of the Company.

Except Shri. Murugavel J, being the appointee and Smt. Deepa Murugavel, Director, 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.

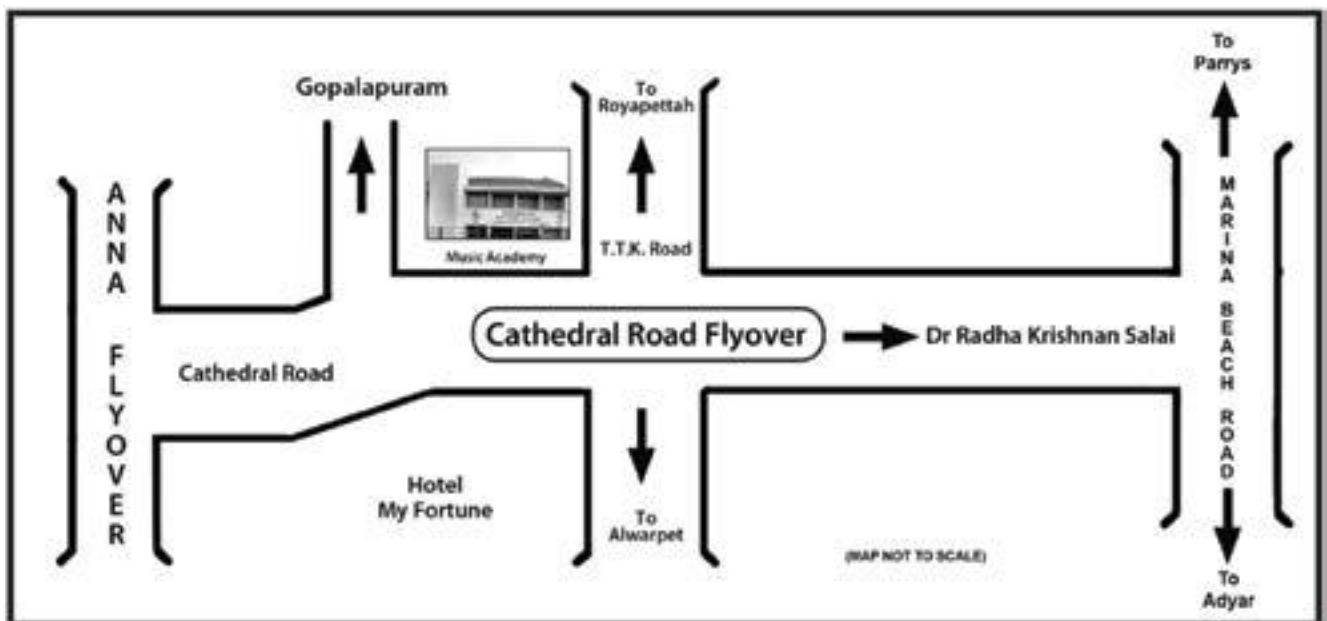
By Order of the Board of Matrimony.com Limited

Place: Chennai  
Date: May 3, 2018

S. Vijayanand  
Company Secretary

*Please see overleaf for instructions on electronic voting [e-voting]*

### Route Map for AGM Venue



## 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 17<sup>th</sup> 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 Computershare Private Limited ("Karvy").
- II. Shri. 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 6, 2018 (9 A.M. Indian Standard Time) and ends on August 9, 2018 (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 August 3, 2018 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.
    - (ix) 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.
    - (x) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
    - (xi) 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.
    - (xii) You may then cast your vote by selecting an appropriate option and click on "Submit".
    - (xiii) 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).
    - (xiv) 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](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Matrimony – 17<sup>th</sup> 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., August 3, 2018. 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 August 3, 2018, may obtain the login ID and password by sending a request at [einward.ris@karvy.com](mailto: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](http://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.