

MATRIMONY.COM LIMITED

(CIN: L63090TN2001PLC047432)

Registered office: No.94, TVH Belicia Towers, Tower II, 10th Floor, MRC Nagar, Chennai-600028

Ph. 044-24631500, Fax: 044-24631777

Website: www.matrimony.com, Email id: investors@matrimony.com

Form No.MGT-11**Proxy form**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____
 Registered Address : _____
 No of shares held : _____
 Folio No./ DP ID& Client ID : _____
 Email ID : _____

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint:

- (1) Name _____ Address _____
 Email Id: _____ Signature _____ or failing him/her;
- (2) Name _____ Address _____
 Email Id: _____ Signature _____ or failing him/her;
- (3) Name _____ Address _____
 Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the company, to be held at 10.00 A.M. on Wednesday, the 7th day of August 2019 at "Narada Gana Sabha, Mini Hall," No. 314, TTK Road, Alwarpet, Chennai - 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	Resolutions	Vote	
		For	Against
1.	To adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Directors and Auditors thereon		
2.	To adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.		
3.	To declare a final dividend on equity shares.		
4.	To re-appoint Shri. Murugavel Janakiraman as Director of the Company who retires by rotation being eligible for offer himself for reappointment.		
5	To re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
6.	To appoint Mrs Akila Krishnakumar as Independant Director of the Company		
7.	To approve the payment of commission to Non-executive Directors		
8.	To charge the fees for delivery of any document through a particular mode of delivery to a member		
9.	To 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		
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.		

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxyholder: _____

Affix ₹ 1/- Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
- It is optional to indicate your preference by putting a 'X' in the appropriate column against the resolutions indicated in the Box above. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details before submission.
- A Proxy need not be a member of the Company. Members may note that a person shall not act as a Proxy for more than 50 members and holding in aggregate not more than Ten Percent of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a member holding more than Ten Percent of the total share capital of the Company carrying voting rights, provided such person shall not act as a proxy for any other person.