

matrimony.com



MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

Registered Office: No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalai Puram, Chennai - 600028 India

Tel: +91 44 49001919;

E-mail: investors@matrimony.com; **Website:** www.matrimony.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with General Circular No.03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) in continuation to the Circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards-2 on General Meeting issued by the Institute of company Secretaries of India and, applicable provisions, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders"), is sought via Postal Ballot through remote e-voting only (voting through electronic means) in respect of the following items :-

- 1. Approval for Buyback of Equity Shares of the Company**
- 2. Re-appointment of Shri. Sivaramakrishnan Meenakshi Sundaram (DIN 02137377) as an Independent Director of the Company for a period of 5 years**
- 3. Approval for payment of remuneration to Shri Murugavel Janakiraman (DIN 00605009) for the financial year 2025-26.**
- 4. Re-appointment of Shri. Murugavel Janakiraman (DIN 00605009) as Managing Director for a period from April 01, 2026 to March 31, 2029 and fixing his remuneration**

For avoidance of any doubt due to the general understanding of the meaning of 'Postal Ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' /-e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of voting on the resolution is restricted to voting only through remote e-voting. In compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, the December 12, 2025 ("Cut-off Date"). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e- voting. A hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for the present Postal Ballot. Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

Please note that those shareholders, who may not have received this Notice due to non- registration of their e-mail addresses with the Company/Depositories, are also entitled to e- vote in relation to the resolution as set out in this Notice.

An Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act and other applicable provisions, read with the respective Rules and the MCA Circulars, pertaining to the aforesaid resolutions setting out the material facts concerning the item of business and the reasons is annexed hereto for your consideration. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.matrimony.com, the relevant section of the website of the Stock Exchanges viz. BSE and NSE whenever uploaded by them and on the website of KFin Technologies Limited ("KFin") at www.kfintech.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri G Karthikeyan (Membership No. ACS 19411, CP No. 21869) Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot (remote e-voting) process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited ('KFin') for the purpose of providing remote e-voting facility to all its Members. Remote e-voting shall commence on **Saturday, December 20, 2025, at 09.00 A.M. (IST)** and shall end on **Sunday, January 18, 2026, at 5.00 P.M. (IST)**.

Since as per the aforesaid MCA Circulars members can vote through remote e-voting process, members are requested to read the remote e-voting and other instructions as set out in this notice. Remote e-voting shall not be allowed beyond **Sunday, January 18, 2026, at 5.00 P.M. (IST)**.

The last date of remote e-voting, i.e. **Sunday, January 18, 2026, at 5.00 P.M. (IST)**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of the conclusion of the remote e-voting i.e., on or before **January 20, 2026 (Tuesday)**, a 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 the Chairman or a person authorised by him in writing shall declare the result of the remote e-voting forthwith. The Company will also display the results of remote e-voting at the Registered Office of the Company.

SPECIAL BUSINESS

1. Approval for Buyback of Equity Shares of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the Article 16 of the Articles of Association of Matrimony.Com Limited ("the Company") and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the "**Companies Act**"), read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014, (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Management Rules**"), the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Chennai (the "RoC"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the Board of Directors of the Company ("**Board**"), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders is hereby accorded for the buyback by the Company of its **8,93,129** fully paid up equity shares of the face value of ₹ 5/- (Rupees Five Only) each (hereinafter referred to as the "**Equity Shares**" or "**Shares**"), representing **4.14%** of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2025, at a buyback price of ₹ **655/-** (Rupees **Six Hundred and Fifty Five** only) per fully paid-up Equity Share payable in cash ("**Buyback Price**") for an amount not exceeding ₹ 5,850/- Lakhs (Rupees

Five Thousand Eight Hundred and Fifty Lakhs only) ("**Buyback Size**"), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on Buyback, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges, etc. ("**Transaction Costs**") which represent **24.68%** and **24.81%** of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated financial statements of the Company for the financial year end as on March 31, 2025, respectively, as per the provisions of the Companies Act and SEBI Buyback Regulations) from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("**Record Date**"), on a proportionate basis through "**Tender Offer**" route as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**").

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall Buyback of Equity Shares from the existing shareholders/beneficial owners of Equity Shares of the Company as on Record Date ("**Eligible Shareholders**"), shall be on a proportionate basis through Tender Offer, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force ("**SEBI Circulars**") or such other circulars or notifications, as may be applicable and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company shall earmark adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder from the concerned authorities including the Reserve Bank of India ("RBI"), and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any committee(s) / director(s) / officer(s) / authorized representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to making all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the public announcement, draft letter of offer/letter of offer with the Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;

obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow arrangements as required in terms of the SEBI Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the SEBI Buyback Regulations; extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required in connection with the Buyback with SEBI, the Stock Exchanges, Registrar of Companies, Tamil Nadu at Chennai, depositories and/or other Appropriate Authorities as may be required from time to time;

RESOLVED FURTHER THAT no information or material that is likely to have a bearing on the decision of investors to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld or amount to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Act and the SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any Member to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law;

RESOLVED FURTHER THAT the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution."

2. Re-appointment of Shri. Sivaramakrishnan Meenakshi Sundaram (DIN 02137377) as an Independent Director of the Company

To consider and if deemed fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder read with Schedule IV to the Act and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) as amended from time to time and pursuant to the Articles of Association of the Company, Shri. Sivaramakrishnan Meenakshi Sundaram (DIN 02137377), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from March 11, 2026 to March 10, 2031."

3. Approval for payment of remuneration to Shri Murugavel Janakiraman (DIN 00605009), Managing Director, for the financial year 2025-26.

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 197 and such other applicable provisions, if any, of the Companies Act 2013 ('the Act') and rules made thereunder read with Schedule V of the Act, and subject to such other approvals as may be required, the members of the Company do hereby approve, ratify and confirm the payment of such remuneration to Shri Murugavel Janakiraman (DIN: 00605009),

Managing Director (current tenure is upto 31st March 2026) ,on the same terms as approved and sanctioned by the members of the Company on April 26, 2024, material terms of which is annexed to the statement pursuant to Section 102 of the Act forming part of Notice of Postal Ballot as Minimum Remuneration, in case of no profits/inadequacy of profits for the Financial Year 2025-26.

RESOLVED FURTHER THAT the Board of Directors, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

4. Re-appointment of Shri. Murugavel Janakiraman (DIN 00605009) as Managing Director for a period from April 1, 2026 to March 31, 2029 and fixing his remuneration

To consider and, if thought fit, to pass 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, read with Schedule V to the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) and Articles of Association of the Company, approval of the shareholders be and is hereby accorded to appoint Shri. Murugavel Janakiraman (holding DIN 00605009) as Managing Director of the Company for a period with effect from April 1, 2026 to March 31, 2029.

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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) (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 Janakiraman with effect from April 1, 2026 up to March 31, 2029.

a.	Salary	Salary of Rs.2.75 Crore per annum in the grade of Rs. 2.75 Crore to Rs. 3.5 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.	Allowances	Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance as may be determined by the Nomination & Remuneration Committee from time to time.
c.	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.
d.	Perquisites	Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.
e.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.

f.	General	(i) In the event of absence or inadequacy of profits in any financial year, Shri. Murugavel Janakiraman shall be entitled to such minimum remuneration as per Part II of Section II of Schedule V or may be determined by the Board, which shall not without special resolution, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (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 the telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to an overall ceiling prescribed under the Companies Act, 2013. (iv) Shri. Murugavel Janakiraman will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Shri. Murugavel Janakiraman 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.
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By Order of the Board of Directors,

For Matrimony.com Ltd

Sd/-

Vijayanand Sankar
Company Secretary &
Compliance Officer
ACS:18951

Place: Chennai

Date: December 15, 2025

CIN: L63090TN2001PLC047432

Registered Office: No.94, TVH Beliciaa Towers,
Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram, Chennai - 600028

E-mail: investors@matrimony.com

Website: www.matrimony.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 to 4, is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, December 12, 2025 ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant ("**DPs**").
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting system only.
4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, December 12, 2025.

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company's website at www.matrimony.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>.
7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 form with the company or the registrar and transfer agent. However, for the shares held in demat form, members are requested to write to their respective DPs.
8. The Company has engaged the services of KFin Technologies Limited ("KFin") as the agency to provide remote e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot remote e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Saturday, December 20, 2025
End of e-voting	Upto 5:00 p.m. (IST) on Sunday, January 18, 2026

10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the remote e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution if approved, shall be deemed to have been passed on the last date of remote e-voting i.e., Sunday, January 18, 2026 subject to receipt of the requisite number of votes in favour of the resolution.
13. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to company's email id compliance@matrimony.com
14. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at karthik.v.ganapathy@gmail.com with a copy marked to evoting@kfintech.com.
15. **The procedure for e-voting is as under:**

- i) [Method of login / access to Depositories \(NSDL / CDSL\) e-voting system in case of individual members holding shares in demat mode](#)

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	B. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users: Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. A new page will open. Enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e., ‘Matrimony.com Limited’, or e-voting service provider, i.e., KFin. Members will be re-directed to KFin’s website for casting their vote during the e-voting period. C. Instructions for those Members who are not registered under IDeAS: Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name, i.e., ‘Matrimony.com Limited’, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period. D. NSDL Mobile App Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual members holding securities in demat mode with CDSL	A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility: - Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. - Click on New System MyEasi. - Login to MyEasi option under quick login. - Enter the registered user ID and password for accessing Easi / Easiest. - Members will be able to view the e-voting Menu. - The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. B. Instructions for users who have not registered for Easi / Easiest - Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. A above to cast your vote.

	C. Alternatively, instructions for directly accessing the e-voting website of CDSL - Visit www.cdslindia.com. - Provide Demat Account Number and PAN. - System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. - After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Matrimony.com Limited' or select KFin. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	A. Instructions for login through Demat Account / website of Depository Participant - Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. - Once logged-in, members will be able to view e-voting option. - Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. - Click on options available against Matrimony.com Limited or KFin. - Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

- ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s) Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: - Launch internet browser by typing the URL: https://evoting.kfintech.com/. - Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. - After entering these details appropriately, click on "LOGIN". - Members will now reach password change Menu wherein they are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. - Members would need to login again with the new credentials. - On successful login, the system will prompt the member to select the "EVEN", viz., 'Matrimony.com Limited and click on "Submit".

Type of member	Login Method
	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, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member 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. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their 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 members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution. xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to karthik.v.ganapathy@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.
Members whose e-mail IDs are not registered with the Company / Depository Participant(s)	Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in: - Electronic mode can register their email ID by contacting their respective Depository Participant(s) (“DP”). - Physical mode can register their email ID with the Company or KFin. Requests can be emailed to einward.ris@kfintech.com or by registering with the first holder PAN at https://kprism.kfintech.com/signup. Existing users can login through KPRISM (https://kprism.kfintech.com/). All updations to be done through ISR Forms only. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), sets out material facts relating to the business mentioned in the accompanying Notice dated December 15, 2025.

Item No. 1

Approval for Buyback of Equity Shares of the Company

With an objective of improving return on equity through distribution of surplus funds which are over and above the Company's capital requirements and current investment plans, the Board at its meeting held on December 15, 2025, has approved the proposal of recommending Buyback of Equity Shares of the Company as contained in the Resolution in the Notice.

As per the relevant provisions of the Act and other applicable provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares.

Requisite details relating to the Buyback are given below:

1. **Details of the Buyback, including the date of the Board meeting at which the proposal for Buyback was approved by the Board of Directors of the Company**

The Board at its meeting held on December 15, 2025 has ("**Board Meeting**"), subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 5/- (Rupees Five only) each ("**Equity Shares**"), for an amount not exceeding ₹ 5,850/- lakhs (Rupees Five Thousand Eight Hundred and Fifty Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any) that may be applicable on the Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges, etc. ("**Transaction Costs**") (such amount hereinafter referred to as the "**Buyback Size**"), being **24.68%** and **24.81%** of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025, at a buyback price of ₹ **655/-** (Rupees **Six Hundred and Fifty Five** only) per Equity Share ("**Buyback Price**"), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("**Record Date**"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations ("**Buyback**"), subject to 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buyback Regulations through the "**Tender Offer**" route as prescribed under the SEBI Buyback Regulations and circulars issued thereunder, including the "**Mechanism for acquisition of shares through Stock Exchange**" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buyback through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buyback Regulations, as amended from time to time.

At the Buyback Price i.e. ₹ **655/-** (Rupees **Six Hundred and Fifty Five** Only) per Equity Share and for Maximum Buyback Size i.e. ₹ **5,850/- lakhs** (Rupees **Five Thousand Eight Hundred and Fifty Lakhs** only), indicative maximum number of Equity Shares proposed to bought back would be **8,93,129** Equity Shares ("**Indicative Maximum Buyback Shares**"). However, the actual Equity Shares bought back under the Buyback shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

The Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the shareholders of the Company, for the Buyback, by way of a Special Resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution No. 1 provided in this Notice.

2. Necessity for the Buyback

The Company has been generating significant amounts of cash on an ongoing basis and is a debt free entity. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders"
- iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long-term increase in shareholders' value; and
- iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

3. Maximum amount required under the Buyback, its percentage of the total paid-up Equity Share capital and Free Reserves and the sources of funds from which the Buyback would be financed

The maximum amount required for Buyback will not exceed **₹ 5,850/- Lakhs** (Rupees **Five Thousand Eight Hundred and Fifty Lakhs** only) (excluding Transaction Costs). The maximum amount mentioned aforesaid is **24.68%** and **24.81%** of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2025 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its Free Reserves or securities premium account and/or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The payments shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

4. **Maximum Buyback Price and the basis of arriving at the Maximum Buyback Price**

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 655/- (Rupees **Six Hundred and Fifty Five** Only) per equity share. The Maximum Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share. However, the Board/Buyback Committee is authorized to determine the specific price, the number of equity shares and other related particulars at which the Buyback will be made at the time of the Public Announcement for Buyback to the eligible shareholders.

The Maximum Buyback Price represents:

- i) premium of **29.09%** and **28.86%** to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 3 (three) months period preceding December 8, 2025, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("**Intimation Date**") ; and
- ii) premium of **34.77%** and **34.29%** to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date; and
- iii) premium of **24.86%** and **24.68%** over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
- iv) premium of **26.31%** and **26.34%** over the closing price of the Equity Shares on the BSE and the NSE, respectively, as on December 15, 2025, being the Board Meeting Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 524.60/- and ₹ 525.35/- and as on the Board Meeting Date was ₹ 518.55/- and ₹ 518.45/- on the BSE and the NSE, respectively.

It may be noted however that in terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and accordingly proportionately reduce the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size.

5. **Maximum number of securities that the Company proposes to buy back**

At Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be **8,93,129** fully paid-up Equity Shares, representing **4.14%** of the fully paid-up Equity Shares of the Company as on 31st March 2025. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

6. **Method to be adopted for the Buyback**

The Buyback shall be on a proportionate basis from all the shareholders holding Equity Shares of the Company through the "**Tender Offer**" route, as prescribed under the SEBI Buyback Regulations as per the Mechanism for acquisition of shares through Stock Exchange as prescribed by SEBI from time to time. The Buyback will be implemented in accordance with the Act and rules thereunder to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the SEBI Buyback Regulations, the Board/Buyback Committee will announce the Record Date for determining the Eligible Shareholders. In due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender/Offer.

Form indicating the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- a. Reserved category for Small Shareholders; and
- b. General category for all other shareholders

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on recognized

stock exchange in which highest trading volume in respect of such Equity Shares is recorded, as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the respective category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholder, if any.

The maximum Equity Shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the Equity Shares tendered under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021, and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 or such other circulars or notifications, as may be applicable. The Company shall buy-back the Equity Shares tendered in physical form by Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident Eligible Shareholders.

7. Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of special resolution detailed in this Postal Ballot Notice.

8. Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up Equity Share capital and Free Reserves based on Standalone and Consolidated Financial Results as on March 31, 2025 is ₹ 23,705/- Lakhs and ₹ 23,582/- Lakhs respectively. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up Equity Share capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company as at March 31, 2025 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 5,850/- Lakhs

(Rupees **Five Thousand Eight Hundred and Fifty Lakhs** only) and is therefore within the above-mentioned limit.

Further, in terms of the Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company in that financial year.

9. The aggregate shareholding of the Promoters and members of the Promoter Group, Director, Key Managerial Personnel and of persons who are in control of the Company as on the date of this Notice

The aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the Board Meeting Date and the date of this Postal Ballot Notice, i.e., December 15, 2025, are as follows:

Shareholding of Promoter and Promoter Group :

Sr. No.	Name of the shareholder	Nos. of Equity Shares held	% of Shareholding
1	Mr. J Murugavel	1,17,70,718	54.59%
2	Mrs. Deepa M	4,007	0.02%
3	Mr. J Ravi	1	Negligible

Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the shareholder	Nos. of Equity Shares held	% of Shareholding
1	Mr. S Vijayanand	1	Negligible

Except as stated above, none of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company.

10. Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoters and members of Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company for a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e. , December 15, 2025 (date of this notice)

Except as provided below, no Equity Shares of the Company have been purchased/sold by Promoters/any members of the Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was approved:

Sr. No.	Name of the shareholder	Aggregate number of Equity Shares purchased / sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
1.	Mr. Murugavel Janakiraman	2,89,702	Market Purchase	497.25	21/11/2025	549.6964	30/09/2025

11. Intention of Promoter and Promoter Group to participate in Buyback

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group shareholders have expressed their intention not to participate in the Buyback vide their letters dated December 15, 2025.

12. The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant

to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

13. The Company hereby confirms that there are no defaults (either in the past or subsisting) subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company.

14. Confirmations from the Board of Directors of the Company

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

- i) That immediately following the Board Meeting held on December 15, 2025 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
- ii) That as regards the Company's prospects for the year immediately following the Board Meeting held on December 15, 2025 and the date on which the results of the postal ballot including e-voting for the proposed Buyback will be announced, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- iii) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016, as amended.

15. Confirmation from the Company as per the provisions of the SEBI Buyback Regulations and the Act:

The Board confirms that:

- (a) All the Equity Shares for Buyback are fully paid up;
- (b) The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (c) The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (d) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date.
- (e) The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (f) The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (g) The Company has been in compliance with sections 92, 123, 127 and 129 of the Act;

- (h) The Maximum Buyback Size i.e., **₹ 5,850/- Lakhs** (Rupees **Five Thousand Eight Hundred and Fifty Lakhs** only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2025;
- (i) The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;
- (j) The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (k) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- (l) The buyback shall be completed within a period of one (1) year from the date of passing of this special resolution approving the buyback through postal ballot;
- (m) As required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback;
- (n) There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- (o) In case any such default has ceased to subsist, a period of more than three years has lapsed.
- (p) The Company shall not directly or indirectly facilitate the Buyback:
 - (i) through any subsidiary company including its own subsidiary company; or
 - (ii) through any investment company or group of investment companies.
- (q) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
- (r) The consideration for the Buyback shall be paid only by way of cash;
- (s) That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as on date of the Board meeting dated December 15, 2025;
- (t) The Company shall not allow Buyback of its shares unless the consequent reduction of its share capital is affected;
- (u) The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;
- (v) The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of Buyback Regulation;
- (w) As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Resolution passed on December 15, 2025 till the closing of the Buyback offer;
- (x) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information.

The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;

- (y) The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

16. Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency

The text of the Report dated December 15, 2025 of B.S.R. & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

The Board of Directors
Matrimony.Com Limited
No. 94, TVH Beliciaa Towers,
Tower II, 5th Floor, MRC Nagar,
Raja Annamalaipuram,
Chennai – 600028

Dear Sir/ Madam,

Statutory Auditors' Report in respect of the proposed buy-back of equity shares by Matrimony.Com Limited (the "Company") as per Companies Act, 2013 in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

1. This report is issued in accordance with our engagement letter dated December 8, 2025.
2. The Board of Directors of Matrimony.Com Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on December 15, 2025 ("Board Meeting"), subject to the approval of shareholders' by special resolution, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").
3. We have been requested by the Company to provide a report on the accompanying Statement of permissible capital payment (hereinafter referred to as the "Statement" / "Annexure A") in connection with the proposed buy-back by the Company of its equity shares in pursuance of the provisions of Act and SEBI Buy-back Regulations.
4. The Statement is prepared by the Management of the Company, which we have initialled for identification purpose only.

Management's and Board of Director's Responsibility for the Statement

5. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its liabilities and will not be rendered insolvent within a period of one year from the date of the Board Meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

7. Pursuant to the requirement of the SEBI Buy-back Regulations, it is our responsibility to obtain reasonable assurance whether :
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2025 (the "Audited Financial Statements");
 - ii. the amount of the permissible capital payment as stated in Annexure A for the proposed buy-back of equity shares is properly determined considering the audited financial statements in accordance with Section 68(2) of the Act and SEBI Buy-back Regulations, as applicable; and
 - iii. the Board of Directors of the Company in their meeting dated December 15, 2025, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Examined authorisation for buy-back from the Articles of Association of the Company;
 - ii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within the permissible limit computed in accordance with the provisions of Section 68(2) of the Act and Regulation 4(i) of the SEBI Buy-back Regulations;
 - iii. Examined that all the shares for buy-back are fully paid-up;
 - iv. Inquired into the state of affairs of the Company with reference to the Audited financial statements of the Company. ;
 - v. Obtained declaration of solvency as approved by the board of directors on December 15, 2025 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-back Regulations;
 - vi. Obtained appropriate representations from the Management of the Company.
9. We conducted our examination in accordance with the 'Guidance Note on Reports and Certificates for Special Purposes, issued by Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
10. The Audited financial statements referred to in paragraph 7 above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 16, 2025. Our audits of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

13. Based on inquiries conducted and our examination as above, we report that:

- i. We have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements as at and for the year ended March 31, 2025.
- ii. The Board has proposed to Buy-back the Company's equity shares up to an aggregate amount not exceeding Rs. 5,850 lakhs ("Buy-back Size"). The same is within the amount of permissible capital payment of Rs. 5,895 lakhs as computed in Annexure A, which has been properly determined in accordance with Section 68(2) of the Act and SEBI Buy-back regulations; and
- iii. The Board of Directors in their meeting held on December 15, 2025 has formed the opinion, as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of aforesaid Board Meeting.

14. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restrictions on Use

15. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Buy-back Regulations solely to enable the Board of Directors of the Company in relation to the proposed Buy-back in accordance with the provisions of the Act and SEBI Buy-back Regulations (i) to include in Public Announcement, letter of offer and other documents pertaining to buy-back to be made to a) the shareholders of the Company; b) to be filed with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, National Securities Depository Limited and the Central Depository Services (India) Limited, as applicable; and (ii) for providing to the merchant banker to the Buy-back, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come, save where expressly agreed by our prior consent in writing.

for B S R & Co. LLP

Chartered Accountants

Firm Registration Number: **101248W/W-100022**

K Sudhakar

Partner

Membership No.: 214150

UDIN: 25214150BMODIQ4457

Place: Chennai

Date: December 15, 2025

Annexure A

Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buy-back of equity shares of Matrimony. Com Limited in accordance with proviso to Section 68(2) of the Companies Act, 2013 (the "Act") and Regulation 4(i) of the SEBI Buy-back Regulations ('the Statement') based on the audited standalone financial statements and audited consolidated financial statements as at and for the year ended March 31, 2025

Amount in Rs. lakhs

Particulars	Standalone	Consolidated
A. Paid-up equity share capital as at March 31, 2025 (2,15,63,422 equity shares of Rs. 5 /- each fully paid-up) *	1,078	1,078
B. Free reserves# as at March 31, 2025:	22,627	22,504
-Retained Earnings *	22,599	22,476
-Securities Premium account *	28	28
Total paid up equity share capital and free reserves as at March 31, 2025 (A+B)	23,705	23,582
Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buy-back Regulations (25% of the total paid up equity share capital and free reserves)	5,895	
Maximum amount permitted by Board Resolution dated December 15, 2025 approving buy-back, subject to shareholders' approval by special resolution, based on the audited financial statements as at and for the year ended March 31, 2025.	5,850	

*The amount of equity share capital and free reserves (including securities premium) have been extracted from the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2025 and secretarial records of the Company.

#Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013.

For **Matrimony.Com Limited**

For **Matrimony.Com Limited**

Sd/-
Murugavel Janakiraman
Managing Director
DIN: 00605009

Sd/-
Deepa Murugavel
Non-Executive Director
DIN: 00725522

Place: Chennai
Date: December 15, 2025

Unquote:

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Report dated December 15, 2025 and the audited standalone and consolidated financial statements as at March 31, 2025 are available for inspection by the shareholders of the Company at its Registered Office on any working day between 10:00 a.m. and 4:00 p.m. to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for the Buyback is in the interest of the Company and its shareholders holding Equity Shares of the Company. The Directors, therefore, recommend the special

resolution as set out in the accompanying Notice for approval by the shareholders.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company, as applicable.

17. Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s).

Not applicable to the Company

Item No. 2

Re-appointment of Shri. Sivaramakrishnan Meenakshi Sundaram (DIN 02137377) as an Independent Director of the Company

Shri. Sivaramakrishnan Meenakshi Sundaram ("S.M.Sundaram") is a Non-Executive Independent Director of the Company and was first appointed to the Board on March 11, 2021 for a term of five consecutive years i.e., from March 11, 2021 to March 10, 2026.

As per Section 149(10) of the Companies Act 2013 ("the Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on his skills in the finance domain, experience, knowledge and performance evaluation and on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Shri. S.M.Sundaram, is eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from March 11, 2026 to March 10, 2031.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Shri. S.M.Sundaram for the office of independent director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from the above Directors (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 they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming their eligibility for such reappointment, and (iii) a declaration to the effect that they meet the criteria of independence as provided in subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations .

In the opinion of the Board, based on the performance evaluation and his skills and expertise, it is proposed re-appoint him as an Independent Director for the second term of five years and he fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. S.M.Sundaram as Independent Director. Accordingly, the Board recommends Special Resolution in relation to the eligibility and re-appointment of Shri. S.M.Sundaram as Independent Director for another term of five consecutive years with effect from 11th March, 2026 upto 10th March, 2031, for the approval by the shareholders of the Company.

Except Shri. S.M.Sundaram with respect to his re-appointment, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2, of the Notice. Shri. S.M.Sundaram is not related to any Director of the Company.

The profile and specific areas of expertise of Shri. S.M.Sundaram are provided in page no. 27 to this Notice.

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

Item No.3.**Approval for payment of remuneration to Shri Murugavel Janakiraman (DIN 00605009), Managing Director, for the financial year 2025-26.**

The Members of the Company vide Ordinary resolution dated April 26, 2024, had approved appointment and remuneration of Shri. Murugavel Janakiraman (DIN 00605009), as Managing Director for a period of two (2) years from April 1, 2024 to March 31, 2026 on such terms and conditions as set out in the resolution approving the appointment. Pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Act and based on recommendation of Nomination & Remuneration Committee and as approved by the Board, it is proposed to seek approval of members by way of Special Resolution for payment of such remuneration as set out in the resolution passed by the members on April 26, 2024 which is explained below as minimum remuneration beginning from FY 2025-26 up to completion of his tenure in case of inadequate/no profits.

The terms and conditions pertaining to the appointment of Shri Murugavel Janakiraman, Managing Director as approved through postal ballot on April 26, 2024 is as given below for reference of the members.

a.	Salary	Salary of Rs.2.5 Crore per annum in the grade of Rs. 2.5 Crore to Rs. 3.5 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.	Allowances	Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance as may be determined by the Nomination & Remuneration Committee from time to time.
c.	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.
d.	Perquisites	Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.
e.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.

f.	General	(ii) In the event of absence or inadequacy of profits in any financial year, Shri. Murugavel Janakiraman shall be entitled to such minimum remuneration as per Part II of Section II of Schedule V or may be determined by the Board, which shall not without special resolution, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (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 the telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to an overall ceiling prescribed under the Companies Act, 2013. (iv) Shri. Murugavel Janakiraman will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Shri. Murugavel Janakiraman 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.
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The above terms and conditions pertaining to the appointment of Shri Murugavel Janakiraman, Managing Director as approved through postal ballot on April 26, 2024 shall remain unchanged. Further, the details required to be given under Schedule V of the Act is as given below:

STATEMENT AS PER PART II SECTION II OF SCHEDULE V:

Sl No.	General Information				
1.	Nature of Industry	Online & offline match making & allied services including other online services.			
2.	Date of expected date of commencement of commercial production	The Company was incorporated on July 13, 2001 as a private limited Company and commenced its business immediately			
3.	In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable			
4.	Financial performance based on given indicators	Amount in Rs. Crores			
		Particulars	FY 2024-25	FY 2023-24	FY 2022-23
		Total Income	485.53	503.42	476.68
		Profit/(Loss) after tax	44.93	48.45	47.72
5.	Foreign Investments or Collaborators if any	Not applicable			

Information about appointee

1.	Information about appointee	Shri. Murugavel Janakiraman , aged 55 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 Statistics and a master's degree in computer applications from the University of Madras and has completed the Advanced Management Program (AMP) at Harvard Business School. He started his career as a Programmer 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.
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2.	Past remuneration	Fixed Compensation - Rs. 2.5 Crore & Performance-based compensation of upto 100% of Rs. 2.5 Crore subject to fulfilling the performance criteria approved by the Nomination & Remuneration Committee and the Board of Directors.
3.	Recognition or Awards	1. The Asian Indian Chamber of Commerce honoured Shri. Murugavel Janakiraman has one of the Top 5 Asian Indian Businessmen in the US below the age of 35. 2. Shri. Murugavel Janakiraman was also honoured by the India Today Group as the "Business Icon of the Year." 3. Shri. Murugavel Janakiraman honoured as 'Digital Entrepreneur of the Year' (Gold category) at the WAT Awards in 2010 4. Shri. Murugavel Janakiraman was awarded 'Udyog Rattan Award' and 'The Excellence Award' by the Institute of Economic Studies in 2010 5. Shri. Murugavel Janakiraman, named as one of the '30 Indian Pearls' in the 'The Week' in 2010 6. Shri. Murugavel Janakiraman was named 'Outstanding Young Indians' by Junior Chamber International India in 2010 7. Shri. Murugavel Janakiraman received the 'Confederation of Indian Industry Connect' award in 2011 8. Shri. Murugavel Janakiraman was awarded twice as "Entrepreneur of the year" by the Economic Times, alongside being recognised as a Top Technology Leader and "Disruptor" in tech
4.	Job Profile and his suitability	Shri. Murugavel Janakiraman is responsible for the business operations of the Company. He is the promoter and also the Chairman and Managing Director of the Company. He is a key management personnel and the Company's performance and growth are dependent on his performance. The remuneration is justified considering remuneration paid to the managerial person in the peer companies and the unique growth challenges with the Company.
5.	Remuneration proposed	As mentioned in the explanatory statement
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibility, the appointee who is also the promoter of the Company is carrying. The remunerations do differ from Company to Company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any	Apart from drawing remuneration, there are no other pecuniary relationships and they are not related to any managerial personnel of the company.

OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The operations of the company are generally profitable in nature. The Company has introduced long-term matchmaking packages. Due to the introduction of the long-term packages, the gap between the billings and revenue is getting widened in this financial year because of which the revenue and EBITDA have been lowered compared to last year. This temporary drop in revenue to billing ratio and EBITDA will flow to profit and loss from next year onwards. This might result in lower profitability for the current year.
2.	Steps taken or proposed to be taken for improvement	The company is taking effective steps to improve the turnover and profitability through aggressive marketing and better service.
3.	Expected increase in	The management team is aggressively pursuing various

	productivity and profits in measurable terms	strategic initiatives to improve the financial performance, profitability and liquidity of your Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
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The other details as required relevant provisions of Listing Regulations and other applicable laws forms part of this Notice

Approval of the shareholders is sought for the payment of remuneration to Shri. Murugavel Janakiraman as Managing Director for the financial year 2025-26 and for the other terms and conditions as detailed in the Special Resolution set out in Item No.3 of the Notice.

Except Shri. Murugavel Janakiraman, Managing Director and Smt. Deepa Murugavel, Director, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4

Re-appointment of Shri. Murugavel Janakiraman (DIN 00605009) as Managing Director for a period from April 1, 2026 to March 31, 2029 and fixing his remuneration

Shri. Murugavel Janakiraman was appointed as Director & Chief Executive Officer on September 5, 2001. The company was converted into Public limited company with effect from January 2, 2015. He was appointed as Managing Director for a period from July 1, 2015 and was re-appointed through various approval from shareholders and the current tenure ends on March 31, 2026. The approval of the shareholders is sought for re-appointment of Shri. Murugavel Janakiraman as Managing Director of the Company for a period from April 1, 2026 to March 31, 2029. At its meeting held on December 15, 2025 the Board of Directors had reappointed him as Managing Director of the Company, subject to the approval of the shareholders, for a period with effect from April 1, 2026 to March 31, 2029.

Information about the appointee: The details are available in Page No.24-26 & 28

Approval of the shareholders is sought for the re-appointment of and the remuneration payable to Shri. Murugavel Janakiraman as Managing Director and for the other terms and conditions as detailed in the Ordinary Resolution set out in Item No.4 of the Notice.

Except Shri. Murugavel Janakiraman, 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 are concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

By Order of the Board of Directors,

For Matrimony.com Ltd

Sd/-

**Vijayanand Sankar
Company Secretary &
Compliance Officer**

ACS:18951

Place: Chennai

Date: December 15, 2025

CIN: L63090TN2001PLC047432

Registered & Corporate Office: No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai-600028

E-mail: investors@matrimony.com; Website: www.matrimony.com

**ANNEXURE TO
THE NOTICE**

Details of the Director seeking appointment and re-appointment
*[Pursuant to Regulation 36 of the Securities and Exchange
Board of India
(Listing Obligations and Disclosure Requirements)
Regulations, 2015]*

The resume of Shri S.M Sundaram & Shri. Murugavel Janakiraman, 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:

For Item No.2

Profile of Shri. Sivaramakrishnan Meenakshi Sundaram (“S.M.Sundaram”) (DIN. 02137377)

Shri. S. M. Sundaram aged 60 years, is a Chartered Accountant, a Cost Accountant, a Company Secretary, a Chartered Financial Analyst and a MBA from IIM Ahmedabad, with several all-India ranks. He has about 37 years of professional experience, most of them in senior roles in Finance and Investment Management. He is currently the Chief Investment Officer of an investment management entity focused on listed investments in India. He is also a director of Baring Private Equity Partners India, where he is a member of the Investment Committee and Valuation Committee and an advisor to companies in various businesses such as consumer goods, high-end IT services (such as Product Engineering, R&D, and AI / ML) and analytics.

Till April 2018, he was Partner and Chief Financial Officer of Baring Private Equity Partners India, which manages assets of over \$1 billion across multiple fund entities. He was the CFO of CSS Corp, a San Jose-based IT Services company operating in multiple countries till 2007. Currently, he is part of Corporate Board of Sanmar Group.

Shri. S M Sundaram does not hold any equity share in the Company including shareholding as a beneficial owner. He is currently the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee, Risk Management & ESG Committee and the Stakeholders Relationship Committee of the Company.

There were 4 Board meetings conducted by the Company during the FY 2025-26 prior to December 15, 2025. He has attended all four Board meetings. He received remuneration in the form of sitting fees and commission. The details of remuneration drawn by him by way of sitting fees and commission during the FY 2024-25 is Rs. 27.50 lakhs. The details of remuneration drawn by him during FY 2024-25 are provided in the corporate governance report section of the Annual Report for the FY 2024-25. Further he has received Rs. 13.50 lakhs by way of sitting fees till December 15, 2025.

The key terms and conditions of his reappointment is as per the resolution in Item no. 2 of this Notice read with the explanatory statement thereto

He is entitled to receive sitting fees for attending Board/ Committee meetings and reimbursement of travelling and stay expenses, and a profit related commission based on the performance of the Company

Shri. S.M. Sundaram does not hold any Directorship in any other listed entity. His other Directorships, Membership/ Chairmanship of Committees of unlisted Companies is as given below:

Directorships	
1.	DVS Research and Capital Services Private Limited

Committee Membership	
	NIL

Listed Entities from which Shri. S.M. Sundaram has resigned as Director in past 3 years: Nil

He has about 37 years of professional experience, most of them in senior roles in Finance and Investment Management.

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.

For Item Nos. 3 & 4

Profile of Shri. Murugavel Jankiraman (DIN No: 00605009)

Shri Murugavel Janakiraman, aged 55 years, is a Promoter, Chairman and Managing Director of the Company. He has been associated with the Company since September 5, 2001 (date of first appointment in the Board). He holds a bachelor's degree in science and a master's degree in computer applications from the University of Madras and has completed the Advance Management Program (AMP) at Harvard Business School. 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.

Shri Murugavel Janakiraman holds 1,17,70,718 equity shares of the Company. He currently receives a remuneration of Rs. 2.5 Crore and a performance based incentive of upto 100%. The details of the proposed remuneration and the terms and conditions of his appointment is available the text of the resolution pertaining to ITEM No.4 of this notice.

There were 4 Board meetings conducted during the year prior to December 15, 2025 and Shri. Murugavel Janakiraman has attended all 4 Board meetings.

Shri. Murugavel Janakiraman holds Directorship in Sys India Pvt Ltd, Consim Info USA Inc, Matrimony DMCC, Dubai, Infomax Interactive Private Limited. He is a 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. He does not hold Committee membership in any other company in which he is a director

Listed Entities from which Shri.Murugavel Janakiraman has resigned as Director in past 3 years: Nil
