

November 16, 2017

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No: C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Corporate Relationship Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sirs,

Sub: Intimation under Regulation 30 (4) and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code – BSE: 540704; NSE: MATRIMONY

Pursuant to Regulation 30 (4) and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Audit Committee and the Board of Directors of the Company at their meeting held on 16th November 2017, have approved the following,

1. The Un-audited consolidated financial results of the Company and its subsidiaries as per Indian Accounting Standards (Ind AS) for the quarter and half year ending September 30, 2017;
2. The Un-audited standalone financial results of the Company as per Ind AS for the quarter and half year ending September 30, 2017;

In this regard, Please find enclosed the copy of the Unaudited Standalone and Consolidated financial results for the quarter and half year ended 30th September 2017 along with the limited review report given by the statutory auditors of the company.

Submitted for your information and records.

Thanking you,

Yours faithfully
For **Matrimony.com Limited**



S.Vijayanand
Company Secretary & Compliance Officer

ACS: 18951

No.94, TVH Belicia Towers, Tower II, 10th Floor, MRC Nagar, Chennai – 600028

MATRIMONY.COM LIMITED
CIN:U63090TN2001PLC047432

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

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2017

Rs. In millions

Particulars	QUARTER ENDED			HALF YEAR ENDED	
	September 30, 2017 (Unaudited)	June 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)
1. Income					
Income from operations (net)	835.95	838.41	735.75	1,674.36	1,448.99
Other income	0.78	0.09	0.38	0.87	0.84
Total income	836.73	838.50	736.13	1,675.23	1,449.83
2. Expenses:					
Employee benefits expense	328.89	320.99	285.26	649.88	585.66
Advertisement and business promotion expenses	129.03	139.10	132.35	268.13	259.37
Other expenses	172.70	180.99	170.76	353.69	334.56
Total expenses	630.62	641.08	588.37	1,271.70	1,179.59
3. Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA) (1-2)	206.11	197.42	147.76	403.53	270.24
4. Depreciation and amortisation expense	23.30	24.71	26.74	48.01	52.98
5. Finance cost	5.89	8.20	15.50	14.09	30.39
6. Finance income	11.14	10.45	11.50	21.59	21.03
7. Profit before exceptional items and tax (3 - 4 - 5 + 6)	188.06	174.96	117.02	363.02	207.90
8. Exceptional item	-	-	-	-	2.35
9. Profit before tax (7 + 8)	188.06	174.96	117.02	363.02	210.25
10. Tax expenses					
Current tax	28.97	27.32	9.50	56.29	13.90
Deferred tax (net)	(32.54)	(1.16)	(9.40)	(33.70)	(13.78)
Total tax expenses	(3.57)	26.16	0.10	22.59	0.12
11. Net Profit for the period (9 - 10)	191.63	148.80	116.92	340.43	210.13
12. Other comprehensive income (net of taxes)					
Items that will not be reclassified to profit and loss in subsequent periods					
- Remeasurement loss on defined benefit obligation (net)	(3.75)	(4.51)	(0.28)	(8.26)	(3.08)
13. Total comprehensive income for the period (11+12)	187.88	144.29	116.64	332.17	207.05
Net Profit for the period attributable to:					
- Owners of the Company	191.63	148.80	116.92	340.43	210.10
- Non-Controlling interests	-	-	-	-	0.03
Other comprehensive income for the period attributable to:					
- Owners of the Company	(3.75)	(4.51)	(0.28)	(8.26)	(3.08)
- Non-Controlling interests	-	-	-	-	-
Total comprehensive income for the period attributable to:					
- Owners of the Company	187.88	144.29	116.64	332.17	207.02
- Non-Controlling interests	-	-	-	-	0.03
Paid-up Equity Share Capital					
Equity shares of Rs 5 each	112.97	106.30	106.21	112.97	106.21
Earning Per Share (EPS) of Rs.5 each (Rs.)					
	Not Annualised				
Basic (Rs.)	9.00	7.00	7.03	15.98	12.63
Diluted (Rs.)	8.89	6.92	5.47	15.80	9.83

See accompanying notes to the financial results

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Rs. In millions	
September 30, 2017 (Unaudited)	
CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES (UNAUDITED)	
ASSETS	
Non-Current Assets	
Property, Plant and Equipment	179.56
Intangible Assets	52.87
Financial Assets	
(a) Security Deposits	92.84
(b) Other Financial Assets	401.11
Deferred Tax Assets (net)	47.43
Other Non-Current Assets	50.77
	824.58
Current Assets	
Financial Assets	
(a) Investments	50.02
(b) Security Deposits	28.55
(c) Trade receivables	45.95
(d) Cash and Cash Equivalents	1,441.93
(e) Other Current Financial Assets	387.80
Other Current Assets	107.56
	2,886.39
TOTAL ASSETS	2,886.39
EQUITY AND LIABILITIES	
Equity	
Equity Share Capital	112.97
Other Equity	1,136.24
Total Equity	1,249.21
Equity attributable to the owners of the Company	1,249.21
Non-controlling interests	-
Total Equity	1,249.21
Non-Current Liabilities	
Long Term Provisions	23.51
Other Non-Current Liabilities	3.14
	26.65
Current Liabilities	
Financial Liabilities	
(a) Borrowings	536.98
(b) Trade Payables	311.69
(c) Others Current Financial Liabilities	73.06
Other Current Liabilities	624.51
Short Term Provisions	64.29
	1,610.53
TOTAL EQUITY AND LIABILITIES	2,886.39

See accompanying notes to the financial results

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Segment Results for consolidated financial results					
In accordance with Ind AS 108 - "Operating Segment Reporting" and evaluation by the Chief Operating Decision Maker, operating segments of the Group consists of: Matchmaking services, Marriage services and relevant sale of products and Others					
					Rs. In millions
Reporting of Segment wise Revenue, Results, Assets and Liabilities for the quarter and six months ended September 30, 2017					
Particulars	Quarter ended			Half year ended	
	September 30, 2017 (Unaudited)	June 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)
Segment Revenue					
Matchmaking services	790.26	789.57	705.81	1,579.83	1,391.22
Marriage services and related sale of products	45.69	48.84	29.94	94.53	57.77
Others	-	-	-	-	-
Total Revenue	835.95	838.41	735.75	1,674.36	1,448.99
Segment Results					
Matchmaking services	250.67	243.74	180.01	494.41	343.52
Marriage services and related sale of products	(39.70)	(37.54)	(23.84)	(77.24)	(60.59)
Others	0.00	(0.01)	(0.50)	(0.01)	(1.90)
Total Segment Results	210.97	206.19	155.67	417.16	281.03
Less: Interest expenses	(5.89)	(8.20)	(15.50)	(14.09)	(30.39)
Less: Other un-allocable expenditure	(28.94)	(33.57)	(35.04)	(62.51)	(64.61)
Add: Other un-allocable income	11.92	10.54	11.89	22.46	24.22
Profit before tax	188.06	174.96	117.02	363.02	210.25
Segment Assets					
Matchmaking services	321.81	341.80	339.09	321.81	339.09
Marriage services and related sale of products	51.88	49.47	17.56	51.88	17.56
Others	0.56	0.06	0.83	0.56	0.83
Un-allocable corporate assets	2,512.14	901.14	890.71	2,512.14	890.71
Total Segment Assets	2,886.39	1,292.47	1,248.19	2,886.39	1,248.19
Segment Liabilities					
Matchmaking services	863.80	891.86	1,017.57	863.80	1,017.57
Marriage services and related sale of products	57.65	56.95	50.49	57.65	50.49
Others	-	-	0.09	-	0.09
Un-allocable corporate liabilities	715.73	506.10	720.67	715.73	720.67
Total Segment Liabilities	1,637.18	1,454.91	1,788.82	1,637.18	1,788.82

Segment revenue and expenses:

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

Segment assets and liabilities:

Segment assets and liabilities include all relevant amounts pertaining to a segment, which are directly attributable to individual segments or are attributable to individual segments on a reasonable basis.



For Matrimony.Com Limited

J. K.

Managing Director

MATRIMONY.COM LIMITED

CIN:U63090TN2001PLC047432

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

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2017

Rs. In millions

Particulars	QUARTER ENDED			HALF YEAR ENDED	
	September 30, 2017 (Unaudited)	June 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)
1. Income					
Income from operations (net)	766.09	769.36	672.24	1,535.45	1,329.32
Other income	1.19	0.32	0.51	1.51	1.21
Total income	767.28	769.68	672.75	1,536.96	1,330.53
2. Expenses:					
Employee benefits expense	328.54	320.63	284.62	649.17	583.26
Advertisement and business promotion expenses	128.78	138.34	131.74	267.12	255.16
Other expenses	166.97	175.10	162.99	342.07	317.58
Total expenses	624.29	634.07	579.35	1,258.36	1,156.00
3. Earnings before exceptional items, interest, tax, depreciation and amortisation (EBITDA) (1-2)	142.99	135.61	93.40	278.60	174.53
4. Depreciation and amortisation expense	23.29	24.71	26.63	48.00	52.78
5. Finance cost	4.94	6.73	12.32	11.67	23.35
6. Finance income	11.26	10.65	11.97	21.91	22.05
7. Profit before exceptional items and tax (3 - 4 - 5 + 6)	126.02	114.82	66.42	240.84	120.45
8. Exceptional item	-	-	-	-	2.20
9. Profit before tax (7 + 8)	126.02	114.82	66.42	240.84	122.65
10. Tax expenses					
Current tax	28.96	27.31	9.40	56.27	13.78
Deferred tax (net)	(32.54)	(1.16)	(9.40)	(33.70)	(13.78)
Total tax expenses	(3.58)	26.15	-	22.57	-
11. Net Profit for the period (9 - 10)	129.60	88.67	66.42	218.27	122.65
12. Other comprehensive income (net of taxes)					
Items that will not be reclassified to profit and loss in subsequent periods					
- Remeasurement loss on defined benefit obligation (net)	(3.75)	(4.51)	(0.28)	(8.26)	(3.08)
13. Total comprehensive income for the period (11+12)	125.85	84.16	66.14	210.01	119.57
Paid-up Equity Share Capital					
Equity shares of Rs 5 each	112.97	106.30	106.21	112.97	106.21
Earning Per Share (EPS) of Rs.5 each (Rs.)					
Basic	6.08	4.17	3.99	10.25	7.37
Diluted	6.02	4.13	3.11	10.13	5.74

See accompanying notes to the financial results

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Rs. In millions	
September 30, 2017 (Unaudited)	
STANDALONE STATEMENT OF ASSETS AND LIABILITIES (UNAUDITED)	
ASSETS	
Non-Current Assets	
Property, Plant and Equipment	179.52
Intangible Assets	52.87
Investment in Subsidiaries	0.25
Financial Assets	
(a) Security Deposits	92.80
(b) Other Financial Assets	401.12
Deferred Tax Assets (Net)	47.43
Other Non-Current Assets	47.04
	821.03
Current Assets	
Financial Assets	
(a) Investments	50.02
(b) Security Deposits	14.77
(c) Trade receivables	123.10
(d) Cash and Cash Equivalents	1,406.70
(e) Other Current Financial Assets	382.88
Other Current Assets	114.39
	2,912.89
TOTAL ASSETS	
EQUITY AND LIABILITIES	
Equity	
Equity Share Capital	112.97
Other Equity	1,311.23
Total Equity	1,424.20
Non-Current Liabilities	
Long Term Provisions	23.51
Other Non-Current Liabilities	2.68
	26.19
Current Liabilities	
Financial Liabilities	
(a) Borrowings	536.98
(b) Trade Payables	308.13
(c) Others Current Financial Liabilities	8.15
Other Current Liabilities	544.95
Short Term Provisions	64.29
	1,462.50
	2,912.89
TOTAL Equity and Liabilities	

See accompanying notes to the financial results

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Segment Results for standalone financial results

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

Rs. In millions

Reporting of Segment wise Revenue, Results, Assets and Liabilities for the quarter and six months ended September 30, 2017

Particulars	Quarter ended			Half year ended	
	September 30, 2017 (Unaudited)	June 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)	September 30, 2017 (Unaudited)	September 30, 2016 (Unaudited)
Segment Revenue					
Matchmaking services	720.40	720.52	642.30	1,440.92	1,272.23
Marriage services and related sale of products	45.69	48.84	29.94	94.53	57.09
Total Revenue	766.09	769.36	672.24	1,535.45	1,329.32
Segment Results - Profit before Interest					
Matchmaking services	187.30	181.78	115.79	369.08	240.25
Marriage services and related sale of products	(39.69)	(37.55)	(11.05)	(77.24)	(56.17)
Total Segment Results	147.61	144.23	104.74	291.84	184.08
Less: Interest expenses	(4.94)	(6.73)	(12.31)	(11.67)	(23.34)
Less: Other un-allocable expenditure	(29.10)	(33.65)	(38.49)	(62.75)	(63.55)
Add: Other un-allocable income	12.45	10.97	12.48	23.42	25.46
Profit before tax	126.02	114.82	66.42	240.84	122.65
Segment Assets					
Matchmaking services	349.44	366.82	355.27	349.44	355.27
Marriage services and related sale of products	51.04	48.07	16.64	51.04	16.64
Un-allocable corporate assets	2,512.41	901.36	893.66	2,512.41	893.66
Total Segment Assets	2,912.89	1,316.25	1,265.57	2,912.89	1,265.57
Segment Liabilities					
Matchmaking services	710.24	678.88	607.16	710.24	607.16
Marriage services and related sale of products	57.65	56.95	50.63	57.65	50.63
Un-allocable corporate liabilities	720.80	506.25	724.14	720.80	724.14
Total Segment Liabilities	1,488.69	1,242.08	1,381.93	1,488.69	1,381.93

Segment revenue and expenses:

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

Segment assets and liabilities:

Segment assets and liabilities include all relevant amounts pertaining to a segment, which are directly attributable to individual segments or are attributable to individual segments on a reasonable basis.

NOTES :

a) The Company has completed the Initial Public Offer (IPO) of 5,102,151 equity shares of Rs. 5 each at an issue price of Rs. 985 per share consisting of fresh issue of 1,334,897 equity shares and an offer for sale of 3,767,254 equity shares by selling shareholders. The equity shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from September 21, 2017. Accordingly, the unaudited consolidated and standalone financial results for the quarter and six months ended September 30, 2017 is being prepared for the first time in accordance with the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

b) The above unaudited consolidated and standalone financial results as reviewed by the Audit Committee have been approved by Board of Directors at its meeting held on November 16, 2017. A limited review of the financial results for the quarter and half year ended September 30, 2017 have been carried out by our statutory auditors. The consolidated and standalone financial results and other financial information for the quarter ended June 30, 2017 and the quarter and half year ended September 30, 2016 have not been audited or reviewed by our statutory auditors. However, the management has exercised necessary due diligence to ensure that the unaudited consolidated and standalone financial results for these periods provide a true and fair view of the Company's affairs.

c) The consolidated financial results of the Company comprising its subsidiaries (together 'the Group') includes the results of the following entities:

Company	Relationship under IND AS
Community Matrimony Private Limited	Subsidiary
Sys India Private Limited	Subsidiary
Consim Info USA Inc	Subsidiary
Matchify Services Private Limited	Subsidiary
Tambulya Online Marketplace Private Limited	Subsidiary

d) The Group has adopted Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder. The date of transition in to Ind AS is April 1, 2016 and accordingly, these consolidated and standalone financial results have been prepared in accordance with the recognition and measurement principles in Ind AS 34 - "Interim Financial Reporting" and other accounting principles generally accepted in India. The impact of transition has been accounted for in the opening reserves and the comparative period figures have been restated accordingly. There is a possibility that these quarterly and year-to-date financial results may require adjustment before constituting the final Ind AS financial statements as of and for the year ending March 31, 2018 due to changes in financial reporting requirements arising from new or revised standards or interpretations issued by MCA or changes in the use of one or more optional exemptions from full retrospective application as committed under Ind AS 101.

e) The Company has re-assessed the previously unrecognised deferred tax assets on certain temporary differences and recognised deferred tax assets of Rs. 32.54 million in the statement of profit and loss account and 1.26 million in the statement of other comprehensive income for the quarter ended September 30, 2017. Accordingly the deferred tax credit relating to quarter and half year ended September 30, 2017 is not comparable to other periods presented.



f) A reconciliation of the consolidated and standalone financial results to those reported under previously applicable Generally Accepted Accounting Principles (Previous GAAP) are summarised as follows:

Particulars	Rs. In million			
	Quarter ended September 30, 2016		Half year ended September 30, 2016	
	Consolidated	Standalone	Consolidated	Standalone
Profit after tax as reported under previous GAAP	120.54	66.88	215.90	121.51
Impact of fair valuation of employee stock options plans	(0.80)	(0.80)	(2.06)	(2.06)
Impact of fair valuation of liabilities with deferred credit terms	(3.16)	-	(6.94)	-
Actuarial loss on defined benefit obligations recognised in Other Comprehensive Income	0.28	0.28	3.08	3.08
Others	0.06	0.06	0.15	0.12
Profit after tax as reported under Ind AS	116.92	66.42	210.13	122.65
Other Comprehensive Income (net of taxes)	(0.28)	(0.28)	(3.08)	(3.08)
Total Comprehensive Income as reported under Ind AS	116.64	66.14	207.05	119.57

g) The details of utilization of IPO proceeds - Rs. 1,215.66 million (net of expected share of IPO expenses of the Company) are as follows:

Particulars	As per prospectus	Rs. In million	
		Utilized up to September 30, 2017	Unutilized amount as at September 30, 2017
Advertising and business promotion activities	200.00	Nil	200.00
Purchase of land for construction of office premises in Chennai	425.79	Nil	425.79
Repayment of our overdraft facilities	433.43	Nil	433.43
General corporate purposes	156.44	Nil	156.44
Total	1,215.66	Nil	1,215.66

The unutilised amount of the IPO proceeds as at September 30, 2017 have been temporarily invested in fixed deposits with Bank.

h) The Company has estimated Rs. 292.81 million (exclusive of taxes) as IPO related expenses. Of such IPO related expenses, certain expenses aggregating to Rs. 0.50 million and Rs. 3.83 million are directly attributable to the Company and selling shareholders respectively. Remaining IPO related expenses aggregating to Rs. 288.48 million have been allocated between the Company (Rs. 75.48 million) and the selling shareholders (Rs. 213.00 million) in proportion to the equity shares allotted to the public as fresh issue by the Company and under the offer for sale by selling shareholders. Till September 30, 2017 an amount of Rs. 225.75 million has been paid against IPO related expenses and the remaining amount of Rs. 67.06 million will be paid in due course. As at September 30, 2017, the total attributable amount to the Company (amount already incurred) has been adjusted against securities premium.

i) The above consolidated and standalone financial results are also available on the stock exchange websites www.bseindia.com and www.nseindia.com and on our website www.matrimony.com.

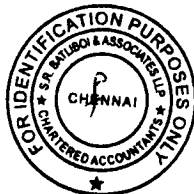
j) As permitted by Guidance note on Division II – Ind AS Schedule III of the Companies Act, 2013 issued by Institute of Chartered Accountants of India, the Group has elected to present earnings before exceptional items, interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss in the financial statements. The same classification is also followed while presenting the Statement pursuant to the requirement of the Listing Regulations. The Group has included other income and excluded exceptional items, depreciation and amortisation expense, finance income, finance costs and tax expense for the EBITDA presentation.

k) Figures of the previous period, wherever necessary, have been regrouped / reclassified to conform to the current periods presentation.

Place : Chennai
Date : November 16, 2017

For Matrimony.Com Limited


Murugavel Janakiraman
Managing Director



Limited Review Report**Review Report to
The Board of Directors
Matrimony.Com Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Matrimony Group comprising Matrimony.Com Limited (the 'Company') and its subsidiaries (together referred to as 'the Group'), for the quarter and half year ended September 30, 2017 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above and based on the consideration of the reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of subsidiaries, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the financial results and other financial information, in respect of 5 subsidiaries whose Ind AS financial results include total assets of Rs. 68.04 million and net liabilities of Rs 174.74 million as at September 30, 2017, and total revenues of Rs. 108.80 million and Rs. 216.27 million and total profit after tax (including other comprehensive income) of Rs. 62.03 million and Rs. 122.16 million respectively for the quarter and the half year ended September 30, 2017. These Ind AS financial results and other financial information have been reviewed by other auditors, which financial results, other financial information and limited review reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries is based solely on the report of other auditors. Our opinion is not modified in respect of this matter.



S.R. BATLIBOI & ASSOCIATES LLP

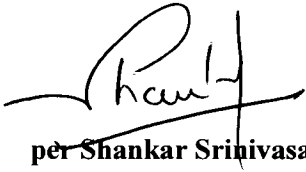
Chartered Accountants

6. We have neither reviewed nor audited the accompanying consolidated financial results and other financial information for the quarter ended June 30, 2017 and the quarter and half year ended September 30, 2016, which have been presented solely based on the information compiled by the management.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per Shankar Srinivasan

Partner

Membership No.: 213271

Chennai

November 16, 2017



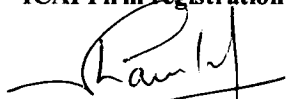
Limited Review Report**Review Report to
The Board of Directors
Matrimony.Com Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Matrimony.Com Limited (the 'Company') for the quarter and half year ended September 30, 2017 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We have neither reviewed nor audited the accompanying standalone financial results and other financial information for the quarter ended June 30, 2017 and the quarter and half year ended September 30, 2016, which have been presented solely based on the information compiled by the management.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per Shankar Srinivasan

Partner

Membership No.: 213271

Chennai

November 16, 2017