

August 11, 2018

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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 Sir/Madam,

**Sub: Intimation of Voting Results and Scrutinizer Report under Regulation 44 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations 2015**

Ref: BSE Scrip code: 540704 / NSE Symbol: MATRIMONY

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Please find enclosed the voting results of the annual general meeting held on August 10, 2018 and Report of the Scrutinizer dated August 10, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

The aforesaid information is also being hosted on the website of the Company viz., www.matrimony.com.

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 Beliciaa Towers, Tower II, 10th Floor, MRC Nagar, Chennai – 600028

Resolution (1)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Adoption of Standalone Financial Statements for the year ended 31st March 2018.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		11428766	99.9649	11428766	0	100.0000	0.0000	
	Poll	11432774	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	11432774	11428766	99.9649	11428766	0	100.0000	0.0000	
Public- Institutions	E-Voting		7233792	69.9095	7233792	0	100.0000	0.0000	
	Poll	10347364	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	10347364	7233792	69.9095	7233792	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000	
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000	
Total		22723641	18939802	83.3484	18939802	0	100.0000	0.0000	
						Whether resolution is Pass or Not.		Yes	

For Matrimony.Com Limited

Amyla
Company Secretary

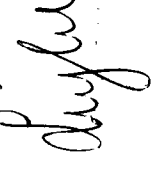
Resolution (2)									
Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Adoption of Consolidated Financial Statements for the year ended 31st March 2018.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		11428766	99.9649	11428766	0	100.0000	0.0000	
	Poll	11432774	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	11432774	11428766	99.9649	11428766	0	100.0000	0.0000	
Public- Institutions	E-Voting		7233792	69.9095	7233792	0	100.0000	0.0000	
	Poll	10347364	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10347364	7233792	69.9095	7233792	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000	
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000	
Total		22723641	18939802	83.3484	18939802	0	100.0000	0.0000	
						Whether resolution is Pass or Not.		Yes	

For Matrimony.Com Limited

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Resolution (3)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Approval of Dividend				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		11428766	99.9649	11428766	0	100.0000	0.0000	
	Poll	11432774	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	11432774	11428766	99.9649	11428766	0	100.0000	0.0000	
Public- Institutions	E-Voting		7233792	69.9095	7233792	0	100.0000	0.0000	
	Poll	10347364	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10347364	7233792	69.9095	7233792	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000	
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000	
Total		22723641	18939802	83.3484	18939802	0	100.0000	0.0000	
Whether resolution is Pass or Not.						Yes			

For Matrimony.Com Limited



Resolution (4)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					Yes				
Description of resolution considered					Re-appointment of Director who is retiring by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	11432774	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	11432774	0	0.0000	0	0	0.0000	0.0000	
Public-Institutions	E-Voting		7157037	69.1677	6201469	955568	86.6486	13.3514	
	Poll	10347364	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10347364	7157037	69.1677	6201469	955568	86.6486	13.3514	
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000	
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000	
Total		22723641	7434281	32.7161	6478713	955568	87.1465	12.8535	
						Whether resolution is Pass or Not.			
						Yes			

For Matrimony.Com Limited

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Resolution (5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of appointment of Statutory Auditors.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11428766	99.9649	11428766	0	100.0000	0.0000
	Poll	11432774	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	11432774	11428766	99.9649	11428766	0	100.0000	0.0000
Public- Institutions	E-Voting		7233792	69.9095	7157037	76755	98.9389	1.0611
	Poll	10347364	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10347364	7233792	69.9095	7157037	76755	98.9389	1.0611
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000
Total		22723641	18939802	83.3484	18863047	76755	99.5947	0.4053
Whether resolution is Pass or Not.						Yes		

For Matrimony.Com Limited

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Resolution (6)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					Yes				
Description of resolution considered					Re-appointment of Managing Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0	0
	Poll	11432774	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	11432774	0	0.0000	0	0	0.0000	0.0000	0.0000
Public-Institutions	E-Voting		7233792	69.9095	7233792	0	100.0000	0.0000	0.0000
	Poll	10347364	0	0.0000	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	10347364	7233792	69.9095	7233792	0	100.0000	0.0000	0.0000
Public- Non Institutions	E-Voting		250179	26.5160	250179	0	100.0000	0.0000	0.0000
	Poll	943503	27065	2.8686	27065	0	100.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	0
	Total	943503	277244	29.3845	277244	0	100.0000	0.0000	0.0000
Total		22723641	7511036	33.0538	7511036	0	100.0000	0.0000	0.0000
						Whether resolution is Pass or Not.			
						Yes			

For Matrimony.Com Limited

Angela
Company Secretary



#28, 1st Floor, Ganapathy Colony, 11th Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 10th August 2018

To
The Chairman
M/s. MATRIMONY.COM LIMITED
TVH BELICIAA TOWERS, TOWER II 10TH FLOOR,
No.94, MRC NAGAR,
MANDAVELI, CHENNAI - 600 028.

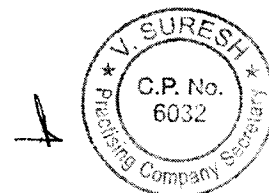
Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and voting through Ballot Papers at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 17th Annual General Meeting of M/s. Matrimony.Com Limited held on Friday, August 10, 2018 at 09:30 A.M at "Kasturi Srinivasan Hall" The Music Academy, 168 (Old no.306) T T K Road, Chennai 600 014.

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Matrimony.Com Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting/ voting through Ballot Papers at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 17th Annual General Meeting (AGM) of the members of the Company, held on Friday, August 10, 2018 at 9.30 A.M. at Kasturi Srinivasan Hall" The Music Academy, 168 (Old no.306) T T K Road, Chennai 600014.

The Notice dated 03rd May 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" all editions and in a vernacular newspaper "Maalai Chudar edition on 31st July 2018.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 17th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited ("KARVY"), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided for voting through Ballot Papers at the AGM venue at the 17th Annual General Meeting, to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. August 03, 2018 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 17th AGM of the Company.)

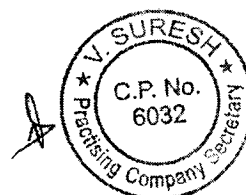
Further to the above, I submit my report as under:-

Remote E-voting:

- i. The e-voting period remained open from Monday, August 06, 2018 (9.00 a.m. IST) to Thursday, August 09, 2018 (5.00 p.m. IST) (both days inclusive).
- ii. The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.
- iii. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

Voting through Ballot Papers at the AGM venue:

- i. The Company had provided the facility for voting through Ballot Papers at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.
- ii. The polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.



- iii. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

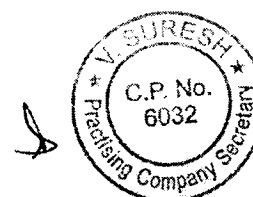
Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Karvy Computershare Private Limited ("KARVY"), (i.e.) [https:// evoting.karvy.com](https://evoting.karvy.com) and voting through Ballot Papers at the AGM venue, was prepared.

The consolidated results are as follows:

Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2018 and the reports of the Directors and Auditors thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	1,89,12,737	24	1,89,12,737	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	1,89,39,802	42	1,89,39,802	100	-	-	-	-	-



Resolution No 2: Ordinary Resolution

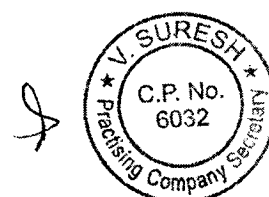
Ordinary Business: Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	1,89,12,737	24	1,89,12,737	100	-	-	-	-	-
Voting through Ballot at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	1,89,39,802	42	1,89,39,802	100	-	-	-	-	-

Resolution No 3: Ordinary Resolution

Ordinary Business: Declaration of final dividend on equity shares

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	1,89,12,737	24	1,89,12,737	100	-	-	-	-	-
Voting through Ballot Papers at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	1,89,39,802	42	1,89,39,802	100	-	-	-	-	-



Resolution No 4: Ordinary Resolution

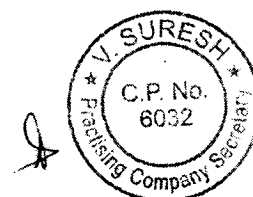
Ordinary Business: Appointment of Director in place of Smt. Deepa Murugavel, who retires by rotation and being eligible, offers herself for re-appointment

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	74,07,216	21	64,51,648	87.10	1	9,55,568	12.90	-	11,50,55,21
Voting through Ballot Papers at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	74,34,281	39	64,78,713	87.15	1	9,55,568	12.85	-	11,50,55,21

Resolution No 5: Ordinary Resolution

Ordinary Business: Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	1,89,12,737	23	1,88,35,982	99.59	1	76,755	0.41	-	-
Voting through Ballot Papers at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	1,89,39,802	41	1,88,63,047	99.59	1	76,755	0.41	-	-



Resolution No 6: Ordinary Resolution

Special Business: Re-appointment of Shri. Murugavel Janakiraman as Managing Director of the Company for a period of three years commencing from 1st July 2018 and to fix his remuneration.

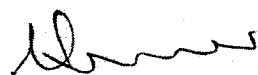
Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	74,83,971	23	74,83,971	100	-	-	-	-	1,14,28,766
Voting through Ballot Papers at the AGM Venue	27,065	18	27,065	100	-	-	-	-	-
Total	75,11,036	41	75,11,036	100	-	-	-	-	1,14,28,766

All the resolutions have been passed with requisite majority.

The Ballot Papers collected at the AGM Venue are in the safe custody of the undersigned, and it will be handed over to the Company.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032

