matrimony.com

November 16, 2019

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 Jeejheebhoy Towers Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

Sub: Intimation of updates on Postal Ballot under regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find below the details of the proposed postal ballot

1.	Business to be transacted through postal ballot which includes voting by electronic means	1. Approval for re-appointment of Mr. Milind S Sarwate (DIN: 00109854) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025 2. Approval for re-appointment of Mr. George Zacharias (DIN: 00162570) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025 3. Approval for re-appointment of Mr. Chinni Krishnan Ranganathan (DIN: 00550501) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025
2	Date of Completion of despatch of postal ballot	On 16th November, 2019 to the members whose email addresses are registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and for those members whose email ids are not registered, physical copies of the Notice of postal ballot were sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3	Date of commencement of voting	20th November, 2019
4	Date of end of voting	19th December, 2019

For Matrimony.Com Limited

Company Secretary

matrimony.com ltd.
(CIN: L63090TN2001PLC047432)
Corporate & Registered office: No:94, TVH Beliciaa Towers,10th Floor, Tower 2, MRC Nagar, Mandaveli, Chennai - 600 028. Tamilnadu, India. Phone: 044-24631500

Copy of the postal ballot notice is enclosed for your information. It 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

matrimony.com

bharat matrimony

MATRIMONY.COM LIMITED
CIN: L63090TN2001PLC047432
Registered Office: No.94, TVH Beliciaa Towers, Tower II, 10th Floor, MRC Nagar, Mandaveli, Chennai - 600028 India
Tel: +91 44 24631500; **Fax:**+91 44 24631777
E-mail: investors@matrimony.com; **Website**: www.matrimony.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) to the members of Matrimony.com Limited (hereinafter referred to as the "**Company**") to seek their approval by way of postal ballot / electronic voting (e-voting) for the proposal contained in the draft resolutions as given below:

1.**Approval for re-appointment of Mr. Milind S Sarwate (DIN:00109854)as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025**

2. **Approval for re-appointment of Mr. George Zacharias (DIN:00162570) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025**

3. **Approval for re-appointment of Mr. Chinni Krishnan Ranganathan (DIN:00550501)as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposals are annexed hereto along with the Postal Ballot Form for your consideration.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matters set out in the postal ballot by electronic means i.e. through e-voting services provided by Karvy Fintech Private Limited as an alternate to voting through postal ballot. The e-voting period commences on 10.00 a.m. on Wednesday, November 20, 2019 and ends on 5.00 p.m. on Thursday, December 19, 2019. Please read carefully and follow the instructions as printed in this Notice.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith. Here it is pertinent to note that the shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and *vice versa*. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently.

The Remote e-voting facility is available at the link https://evoting.karvy.com

Members are requested to carefully read the instructions printed on the postal ballot form and (i) return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer not later than close of business hours at 5.00 p.m. on December 19, 2019; or (ii) cast their vote electronically from 10.00 a.m. on Wednesday, November 20, 2019 to 5.00 p.m. on Thursday, December 19, 2019 by following the procedure as explained in the postal ballot form. Please note that any postal ballot form(s) received after the said date will be treated as if reply from the member has not been received. Members who have not received postal ballot forms may apply to the Company and obtain a duplicate thereof.

The Board of Directors of the Company at their meeting held on November 8, 2019 had appointed Mr. V Suresh, Practicing Company Secretary as Scrutinizer for conducting the postal ballot (physical and e-voting) process in accordance with law in a fair and transparent manner.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (including e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before December 21, 2019 at 5.00 p.m. at the corporate office of the company. The results of the Postal Ballot, along with the scrutinizer's report, will on such announcement date, be posted on the notice board at the registered office and corporate office of the company. It shall also be posted at the Company's website: www.matrimony.com and e-voting website i.e.https://evoting.karvy.com besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the postal ballot by the Company shall be deemed to be the date of passing of the said resolution.

Members requiring any clarifications on voting by postal ballot (including e-voting) may contact Mr. Elamugilan E, Deputy Manager- Corporate Secretarial of the Company at investors@matrimony.com or +91 44 24631500

Proposed Resolution

ITEM NO.1:

Approval for re-appointment of Mr. Milind S Sarwate (DIN:00109854)as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Milind S Sarwate (DIN: 00109854), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from January 27, 2020 till January 26, 2025".

ITEM NO.2:

Approval for re-appointment of Mr. George Zacharias (DIN: 00162570) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. George Zacharias (DIN: 00162570), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from January 27, 2020 till January 26, 2025".

ITEM NO.3:

Approval for re-appointment of Mr. Chinni Krishnan Ranganathan (DIN: 00550501) as Independent Director for a period of 5 years from January 27, 2020 till January 26, 2025

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. C K Ranganathan (DIN: 00550501), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from January 27, 2020 till January 26, 2025".

Regd. Office : No.94, TVH Beliciaa Towers,
Tower II, 10th Floor, MRC Nagar,
Chennai - 600028

By Order of the Board of Directors of Matrimony.com Limited

Sd/-
Vijayanand S
Company Secretary & Compliance Officer

Date: November 8, 2019
Place : Chennai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the postal ballot form setting out material facts is appended herein below.

2. The Notice of postal ballot has been sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on November 8, 2019 (Cut-off date). A person who is not a Member as on the relevant date should treat this notice for information purposes only. The Notice of postal ballot is being sent to members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Notice of postal ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.

3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot.

4. The postal ballot notice has been placed on www.matrimony.com and will remain on such website until the last date for receipt of the postal ballot from members.

5. Voting period will commence from 10.00 a.m. on Wednesday, November 20, 2019 and ends on 5.00 p.m. on Thursday, December 19, 2019 (inclusive of both the days).

6. A resolution which is assented to by the requisite majority of the members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the members convened in that regard.

7. The date of dispatch will be announced through an advertisement in the newspapers.

8. The voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on November 08, 2019.

9. The postage will be borne and paid by the Company, however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

10. The date of declaration of result of the postal ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution(s).

11. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed, business reply envelope.

12. Mr. V Suresh, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the postal ballot process including e-voting in a fair and transparent manner.

13. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of postal ballot along with physical form through post/courier. Members who have received Notice of postal ballot by e-mail and who wish to vote through physical Form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the 'Investor Relations' section on the Company's website www.matrimony.com

Voting through electronic means

I. The Company has entered into an arrangement with M/s. Karvy Fintech Private Limited for facilitating remote e-voting for Postal Ballot. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from M/s. Karvy Fintech Private Limited:

(i) Launch an internet browser and open https://evoting.karvy.com

(ii) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. close of business hours of Friday, November 8, 2019 may cast their vote electronically.

(iii) Enter the login credentials i.e. User ID and password, provided in the email received from M/s. KarvyFintech Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iv) After entering the above details click on - LOGIN.

(v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event.

(vii) Select 'EVENT' of Matrimony.com Limited – POSTAL BALLOT and click on – Submit.

(viii) Now you are ready for e-voting as 'Ballot Form' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xii) The Portal will remain open for voting from: **10.00 A.M. on Wednesday, November 20, 2019 to 5 P.M. on Thursday, December 19, 2019.**

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at vsureshpcs@gmail.com.They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

(b) In case of Members receiving Postal ballot Form by post and opting for voting through

Electronic means: (i)Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of M/s. Karvy Fintech Private Limited https://evoting.karvy.com.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on November 8, 2019, being the cutoff date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. The results declared along with the report of the scrutinizer shall be placed on the notice board at the registered office and corporate office of the company and also on the website of the Company i.e. www.matrimony.com immediately after the declaration of result by the Chairman or any person authorised by him and at the website of e-voting agency viz. M/s. Karvy Fintech Private Limited at https://evoting.karvy.com and shall also be immediately forwarded to the BSE Limited and National Stock Exchange Limited.

V. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on https://evoting.karvy.com or contact M/s. Karvy Fintech Private Limited at toll free no. 1800-345-4001 or email at evoting.karvy.com In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Kishore B V, Deputy Manager – Corporate Registry of M/s. Karvy Fintech Private Limited, at telephone no +91 40 6716 1500.

VI. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

VII. Members may utilize the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit http://karisma.karvy.com and click on Members option for query registration through free identity registration process.

14. Relevant documents referred in the Notice are open for inspection by the members at the registered office of the Company on all working days between 10.00 AM to 5.00 PM up to the last date of receipt of postal ballot forms, i.e. December 19, 2019.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1, 2 & 3

Mr. Milind S Sarwate, Mr. George Zacharias and Mr.Chinnikrishnan Ranganathan are Non-Executive Independent Directors of the Company, were appointed for a term of five years from January 27, 2015 to January 26, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 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 their skills, 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, the above mentioned Non-Executive Independent Directors, are eligible for re-appointment as an Independent Directors and offering themselves for re-appointment, are proposed to be re-appointed as an Independent Directors for another term of five consecutive years from 27th January, 2020 upto January 26, 2025.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mr. Milind S Sarwate, Mr. George Zacharias and Mr.Chinnikrishnan Ranganathan 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 sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board and based on the performance evaluation, above Directors fulfil 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 their re-appointment as an Independent Non-Executive Director of the Company and are independent of the management. Copy of the draft letter for appointment of above Directors as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday& Sunday till December 19, 2019. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of above Directors as Independent Directors. Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of above mentioned Directors as Independent Directors for another term of five consecutive years with effect from 27th January, 2020 upto January 26, 2025, for the approval by the shareholders of the Company.

Except Mr Milind S Sarwate, Mr. George Zacharias and Mr. Chinni Krishnan Ranganathan with respect to their 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. 1, 2 & 3 of the accompanying postal ballot Notice. The above directors are not related to any Director of the Company.

Regd. Office : No. 94, TVH Beliciaa Towers,
Tower II, 10th Floor, MRC Nagar,
Mandaveli, Chennai – 600028

By Order of the Board of Directors of
Matrimony.com Limited

Sd/-
Vijayanand S
Company Secretary & Compliance Officer

Date: November 8, 2019
Place: Chennai

ANNEXURETO 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 the Directors seeking appointment/re appointment, 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:

Milind S Sarwate

Milind S Sarwate (DIN No. 00109854) aged 60 years is a Non-executive Independent Director of our Company. He is a Chartered Accountant, Cost Accountant and Company Secretary, and holds a bachelor's degree in commerce from the University of Bombay. He is a CII-Fulbright Fellow (Carnegie Mellon University, U S A).

He was awarded the ICAI Award in the CFO - FMCG category in 2011 and the Best Performing CFO Award - FMCG & Retail in 2012 by CNBC TV-18. In 2013, he was inducted into the CFO India Hall of Fame by the CFO India Magazine.

He is the Founder & CEO of Increate Value Advisors LLP, the firm he set up in 2015 after a long corporate executive career in finance, HR, strategic planning, business development and product supply, across various sectors including long stints in groups, such as Marico & Godrej.

In his second career as an entrepreneur, he helps organizations & individuals discover, develop & deliver business & social value. For this, he contributes as required- as Advisor, Mentor, Board Member or Investor, leveraging his 36 years of experience.

He currently serves as independent Non-Executive Director on several Boards, such as Mahindra & Mahindra Financial Services Ltd, Mindtree Limited, Glenmark Pharmaceuticals Ltd, Metropolis Healthcare Ltd.

Mr. Milind S Sarwate holds non-executive, independent directorships in the following other listed companies

1. Glenmark Pharmaceuticals Limited
2. Mindtree Limited
3. Mahindra & Mahindra Financial Services Limited
4. Metropolis Healthcare Ltd

The details of all his Directorships & Committee memberships are given below:

Name of the Company, where he is a Director	Details of Committee membership
Glenmark Pharmaceuticals Limited	Audit Committee - Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee - Member
Mahindra & Mahindra Financial Services Ltd	Assets & Liability Committee – Chairman Audit Committee – Member Risk Management Committee – Member Nomination & Remuneration Committee – Member IT Strategy Committee – Member Committee for Strategic Investments - Member
Mindtree Limited	Audit Committee – Chairman
Eternis Fine Chemicals Ltd	Audit Committee – Chairman Nomination & Remuneration Committee – Member CSR Committee - Member
Metropolis Healthcare Ltd	Audit Committee – Chairman Nomination & Remuneration Committee – Member CSR Committee – Member IPO Committee - Member
Wheels EMI Pvt Ltd - Member	Audit Committee – Chairman Nomination & Remuneration Committee – Chairman

Mr. Milind S Sarwate was first appointed on the Board of Matrimony.com Limited on November 26, 2014.

He is currently the Chairman of Audit Committee and of the Nomination and Remuneration Committee and a member of the CSR committee, Share allotment committee and Risk & Governance Committee of the Company.

He holds 5324 shares in the Company.

There were 7 Board meetings conducted during the previous financial year and 4 Board meetings till date in the current financial year. Mr. Milind S Sarwate has attended all 7 Board meetings during the previous financial year and all 4 Board meetings during the current financial year. His remuneration for the last completed financial year, that is 2018-2019, was Rs. 21 lakh.

The following is the structure of remuneration to which Mr. Milind S Sarwate will be eligible along with the other non-executive directors.

Sitting Fees:

Name of meeting	**Fees per meeting (In Rs.)**
Board Meeting, Nomination & Remuneration Committee and Audit Committee	Rs. 1,00,000/-
Meeting of the Independent Directors, Corporate Social Responsibility Committee and Risk & Governance Committee	Rs. 75,000/-

Share Allotment Committee & Stakeholders Relationship Committee	Rs. 25,000/-

Commission:

Commission subject to the limit of 1% of the net profits calculated as per Section 198 of the Companies Act, 2013. The Commission for the year 2019-20 has been proposed as Rs. 5,00,000. The actual Commission payable for FY 2019-20 and for the subsequent years of his tenure, if re-appointed, will depend on the profits for the respective year.

Mr. Milind S Sarwate is not related to any Director or Key managerial Personnel of the Company.

Mr. George Zacharias

George Zacharias (DIN No. 00162570), is a Non-executive Independent Director of our Company. He holds a bachelor's degree of technology in chemical engineering and holds a post graduate diploma in business management from the Xavier Labour Relations Institute, Jamshedpur. He has held management positions in a long career with Madura Coats and was also the President and COO of Sify Ltd. He was Managing Director of Yahoo! India. He was earlier associated with the Company as Nominee Director of Yahoo! Netherlands B.V. He was a co-founder and Chief Executive Officer of Sevenstrata IT Services Pvt Ltd. He was also associated with Mindtree Ltd as Sr. Vice President Strategy. He currently serves as independent Non-Executive Director in Subex Ltd. He is associated with the Company since 2006.

Mr. George Zacharias holds 44676 shares in the Company.

There were 7 Board meetings conducted during the last financial year and 4 Board meetings till date in the current financial year. Mr. George Zacharias has attended all 7 Board meetings in the last financial year and 4 Board meetings in the current financial year.

Mr. George Zacharias holds Directorship in the following listed company

Subex Ltd

Mr. George Zacharias was first appointed on the Board on January 18, 2008. His last drawn remuneration for the fiscal 2019 was Rs.18 lakhs.

He is currently the Chairman of Risk & Governance Committee and member of Audit Committee, Nomination and Remuneration Committee and a member of the Share Allotment committee.

The following is the structure of remuneration to which Mr. George Zacharias will be eligible along with the other non-executive directors.

Sitting Fees:

Name of meeting	**Fees per meeting (In Rs.)**
Board Meeting, Nomination & Remuneration Committee and Audit Committee	Rs. 1,00,000/-
Meeting of the Independent Directors, Corporate Social Responsibility Committee and Risk & Governance Committee	Rs. 75,000/-
Share Allotment Committee & Stakeholders Relationship Committee	Rs. 25,000/-

Commission:

Commission subject to the limit of 1% of the net profits calculated as per Section 198 of the Companies Act, 2013. The Commission for the year 2019-20 has been proposed as Rs. 5,00,000. The actual Commission payable for FY 2019-20 and for the subsequent years of his tenure, if re-appointed, will depend on the profits for the respective year.

Mr. **George Zacharias** is not related to any Director or Key managerial Personnel of the Company.

Mr.Chinni Krishnan Ranganathan

Chinni Krishnan Ranganathan (DIN No. 00550501), is a Non-executive Independent Director, of the Company. He holds a bachelor's degree in Chemistry. He is the founder of Cavinkare Private Limited, a company engaged in the business of personal care, food, beverages, dairy and snacks. He was conferred the prestigious, Entrepreneur of the Year Award by the Economic Times in 2004. He was the Chairman of Confederation of Indian Industry (CII), Tamil Nadu State Council for the year 2009-10 and former president of the Madras Management Association. He currently serves as independent Non-Executive Director on several Boards, such as EID Parry, TVS Supply Chain Solutions amongst others. He is associated with the Company since 2014.

Mr. Chinni Krishnan Ranganathan **does not** hold any share in the Company.

There were 7 Board meetings conducted during the last financial year and 4 Board meetings during the current financial year till date. Mr. Chinni Krishnan Ranganathan has attended 4 Board meetings in the last financial year and 2 meetings in the current financial year.

Mr. Chinni Krishnan Ranganathan was first appointed on the Board on October 17, 2014. His last drawn remuneration for the fiscal 2019 was Rs. 8 lakhs.

Mr. Chinni Krishnan Ranganathan holds Directorship in the following listed companies

E.I.D Parry (India) Limited

Chairmanship and membership in other Companies

Chairman of the Board in the following companies:-

Cavinkare Private Limited
Cavin International Private Limited (formerly Cavin Estates Private Limited)
Cavin Solai Private Limited
Integra Software Services Private Limited

Member of the Board in the following company:-

TVS Supply Chain Solutions Limited

Mr. Chinni Krishnan Ranganathan holds Committee membership in the following Companies.

Name of the Company, where he is a Director	Details of Committee membership
Cavinkare Private Limited	Chairman CSR committee
TVS Supply Chain Solutions Limited	Chairman – CSR Committee Chairman – Nomination & Remuneration Committee
EID Parry India Limited	Chairman – Nomination &Remuneration Committee

The following is the structure of remuneration to which Mr. Chinni Krishnan Ranganathan will be eligible along with the other non-executive directors.

Sitting Fees:

Name of meeting	Fees per meeting (In Rs.)
Board Meeting, Nomination & Remuneration Committee and Audit Committee	Rs. 1,00,000/-
Meeting of the Independent Directors, Corporate Social Responsibility Committee and Risk & Governance Committee	Rs. 75,000/-
Share Allotment Committee & Stakeholders Relationship Committee	Rs. 25,000/-

Commission:

Commission subject to the limit of 1% of the net profits calculated as per Section 198 of the Companies Act, 2013. The Commission for the year 2019-20 has been proposed as Rs. 5,00,000. The actual Commission payable for FY 2019-20 and for the subsequent years of his tenure, if re-appointed, will depend on the profits for the respective year.

Mr. Chinni Krishnan Ranganathan **is** not related to any Director or Key managerial Personnel of the Company.

Regd. Office : No. 94, TVH Beliciaa Towers,
Tower II, 10th Floor, MRC Nagar,
Mandaveli, Chennai – 600028

By Order of the Board of Directors of
Matrimony.com Limited

Sd/-
Vijayanand S
Company Secretary & Compliance Officer

Date: November 8, 2019
Place: Chennai