

March 26, 2024

**Corporate Relationship Department**  
BSE Ltd.,  
Phiroze Jeejeebhoy 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**

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	Reappointment of Shri.Murugavel Janakiraman as Managing Director for a period from 01-Apr-2024 to 31-Mar-2026 and fixing his remuneration.
2.	Date of Completion of despatch of postal ballot	On 26 <sup>th</sup> March, 2024 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).
3.	Date of commencement of e-voting	28 <sup>th</sup> March, 2024
4.	Date of end of e-voting	26 <sup>th</sup> April, 2024

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](http://www.matrimony.com).

Submitted for your information and records.

Thanking you

Yours faithfully,

For **Matrimony.com Limited**

**Vijayanand Sankar**  
**Company Secretary & Compliance Officer**  
**ACS: 18951**  
**No.94, TVH Beliciaa Towers, Tower II, 5<sup>th</sup> Floor, MRC Nagar,**  
**Raja Annamalaipuram**  
**Chennai – 600028**

**Matrimony.com Limited**

(CIN: L63090TN2001PLC047432)

Registered & Corporate Office No.94, TVH Beliciaa Towers, Tower II, 5<sup>th</sup> Floor, MRC Nagar, Raja Annamalaipuram, Chennai – 600028. Phone No. 044-4900 1919

# matrimony.com



## **MATRIMONY.COM LIMITED**

**CIN:** L63090TN2001PLC047432

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

**Tel:** +91 44 49001919;

**E-mail:** [investors@matrimony.com](mailto:investors@matrimony.com); **Website:** [www.matrimony.com](http://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, 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.09/2023 dated 25<sup>th</sup> September, 2023 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 LODR") 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") by way of Ordinary Resolution, is sought via Postal Ballot through e-voting only (voting through electronic means) in respect of the following item :-

### **Re-appointment of Shri. Murugavel Janakiraman as Managing Director for a period from April 1, 2024 to March 31, 2026 and fixing his remuneration**

For avoidance of any doubt due to the general understanding of meaning of 'Postal Ballot' as voting by post (which is not contemplated in this Notice), the term 'remote 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 22<sup>nd</sup> March, 2024 ("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 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 and 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](http://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](http://www.kfintech.com).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri V Suresh (Membership No. FCS 2969, CP No 6032) Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot 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 from **Thursday, March 28, 2024, at 09.00 A.M. (IST)** and shall end on **Friday, April 26, 2024, at 5.00 P.M. (IST)**.

Since as per aforesaid MCA Circulars members can vote through remote e-voting process, members are requested to read the e-voting and other instructions as set out in this notice. Remote e-voting shall not be allowed beyond **Friday, April 26, 2024, at 5.00 P.M. (IST)**.

The last date of e-voting, i.e. **Friday, April 26, 2024, 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 e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting i.e., on or before April 30, 2024 (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 voting forthwith. The Company will also display the results of e-voting at the Registered Office of the Company.

## **SPECIAL BUSINESS**

### **Re-appointment of Shri. Murugavel Janakiraman as Managing Director for a period from April 1, 2024 to March 31, 2026 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, 2024 to March 31, 2026.

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, 2024 up to March 31, 2026.

a.	Salary	Salary of Rs.2.5 Crore per annum in the grade of Rs. 2.5 Crore to Rs. 3 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.

By Order of the Board of Directors,

**For Matrimony.com Ltd**

Sd/-

**Vijayanand Sankar**  
Company Secretary

**Place: Chennai**

**Date: March 19, 2024**

**CIN: L63090TN2001PLC047432**

**Registered Office: No.94, TVH Beliciaa Towers,**

**Tower II, 5<sup>th</sup> Floor, MRC Nagar,**

**Raja Annamalaipuram**

**E-mail: [investors@matrimony.com](mailto:investors@matrimony.com)**

**Website: [www.matrimony.com](http://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 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, March 22, 2024 (“**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 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, March 22, 2024.
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](http://www.matrimony.com), website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 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 e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Thursday, March 28, 2024
<b>End of e-voting</b>	Upto 5:00 p.m. (IST) on Friday, April 26, 2024

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 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 e-voting i.e., Friday, April 26, 2024 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](mailto: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 [vsassociates16@gmail.com](mailto:vsassociates16@gmail.com) with a copy marked to [evoting@kfintech.com](https://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
<a href="#">Individual members holding securities in demat mode with NSDL</a>	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>iv. 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.</li> <li>v. Click on company name, i.e., ‘<b>Matrimony.com Limited</b>’, or e-voting service provider, i.e., KFin.</li> <li>vi. Members will be re-directed to KFin’s website for casting their vote during the e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>iv. 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.</li> <li>v. 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.</li> <li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. 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.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <ol style="list-style-type: none"> <li>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<a href="#">Individual members holding securities in demat mode with CDSL</a>	<p><b>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System MyEasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Enter the registered user ID and password for accessing Easi / Easiest.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. 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.</li> </ol>

	<p><b>B. Instructions for users who have not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. A above to cast your vote.</li> </ol> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account.</li> <li>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.</li> <li>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option. <ol style="list-style-type: none"> <li>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.</li> <li>Click on options available against Matrimony.com Limited or KFin.</li> <li>Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</li> </ol> </li> </ol>
<b>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.</b>	
<b>Helpdesk for individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

i) 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)	<p><b>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</b></p> <p>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:</p> <ol style="list-style-type: none"> <li>Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>.</li> <li>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.</li> <li>After entering these details appropriately, click on "LOGIN".</li> <li>Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall</li> </ol>

Type of member	Login Method
	<p>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.</p> <ul style="list-style-type: none"> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Matrimony.com Limited and click on "Submit".</li> <li>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.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>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.</li> <li>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>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.</li> <li>xii. Corporate/ Institutional members (corporate / FIs / FIIIs / 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 <a href="mailto:vsassociates16@gmail.com">vsassociates16@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</li> </ul>
<p>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ul style="list-style-type: none"> <li>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</li> <li>b) Through hard copies which are self-attested, which can be shared on the address below; or</li> </ul>



Type of member	Login Method
	<p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>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.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678 Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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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>.

In case of any queries / concern / grievances, you may contact Shri. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

**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 March 19, 2024.

**Item No. 1- Re-appointment of Shri. Murugavel Janakiraman as Managing Director for a period from April 1, 2024 to March 31, 2026 and fixing his remuneration**

Shri. Murugavel Janakiraman is currently the Promoter, Chairman and Managing Director of our Company who was first 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 of 3 years each from July 1, 2015 and July 1, 2018. He was again reappointed from July 1, 2021 upto March 31, 2024. Shri Murugavel Janakiraman is responsible for business operations of the Company. He is key management personnel and the Company’s performance and growth are dependent on his performance.

The approval of the shareholders is sought for re-appointment of Shri. Murugavel Janakiraman as Managing Director of the Company for a period of two years from April 1, 2024 to March 31, 2026. At its meeting held on March 19, 2024, the Board of Directors reappointed him as Managing Director of the Company, subject to the approval of the shareholders, for a period of two years from April 1, 2024 to March 31, 2026.

Information about the appointee: The details are available in Page No. 9 & 10.

Approval of the shareholders is sought for the re-appointment of Shri Murugavel Janakiraman as Managing Director of the Company and the remuneration payable to him including the other terms and conditions as detailed in the Ordinary Resolution set out in Item No.1 of the Notice. The higher end of the salary range has not been changed from the previous approval. The Board of Directors, therefore, recommend the ordinary resolution as set out in the accompanying Notice for approval by the shareholders.

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/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

**Annexure**

**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

**Item No.1**

<b>Shri Murugavel Janakiraman (DIN 00605009)</b>	
Age	53 years
Profile, qualification and experience	He holds a bachelor’s degree in science and a master’s degree in computer applications from the University of Madras. 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.
Nature of expertise in specific functional areas	
Inter-se relationships with directors and key managerial personnel	He is the spouse of Smt. Deepa Murugavel (DIN: 00725522) Non-Executive Woman Director. He is not related with any other Directors/Key Managerial Personnel.
Key terms and conditions of appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Companies Act, 2013
Date of first appointment on Board	05-09-2001

Details of remuneration last drawn	His fixed salary is Rs. 2.29 Crores and he is eligible for a variable performance pay of upto 100% of fixed remuneration subject to fulfilling the performance criteria laid down by the Nomination and Remuneration Criteria.
No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)	5 (100% attendance)
Remuneration proposed to be paid	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Companies Act, 2013
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	1,14,81,016 shares & 51.58%
Directorships in other Companies	Listed Company - NIL  Other Companies : Sys India Private Limited Matrimony DMCC Consim Info USA Inc
Membership / Chairmanship of Committees in other Companies	Listed Company - NIL  Other Companies - NIL
Listed entities from which the Director has resigned in the past three years	NIL

By Order of the Board of Directors,

**For Matrimony.com Ltd**

**Sd/-  
Vijayanand Sankar  
Company Secretary**

**Place: Chennai**

**Date: March 19, 2024**

**CIN: L63090TN2001PLC047432**

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

E-mail: [investors@matrimony.com](mailto:investors@matrimony.com); Website: [www.matrimony.com](http://www.matrimony.com)