

August 16, 2018

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: Summary of proceeding of the 18th Annual General Meeting of Matrimony.com Limited and Voting results

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

In this regard, please find enclosed the brief proceedings of the Annual General Meeting of the Company held on Wednesday, 07th August, 2019, as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I

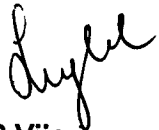
The aforesaid information is also being hosted on the website of the Company viz., www.matrimony.com.

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

Summary of proceedings of the 18th Annual General Meeting of Matrimony.com Limited:

The 18th Annual General Meeting (AGM) of the Members of Matrimony.com Limited ('the Company') was held on Wednesday, August 7, 2019 at 10.00 A.M (IST) at Narada Gana Sabha, Mini Hall, No 314, TTK Road, Alwarpet, Chennai – 600018. The following were present during the meeting.

Present

Members present in person – 147

Members present by proxy – 1 (Representing 3 shareholders)

Directors

Mr. Murugavel J	Chairman and Managing Director
Mrs. Deepa Murugavel	Non-Executive Director and Chairman of Stakeholders Relationship Committee
Mr. Milind S. Sarwate	Independent Director and Chairman of Audit Committee & Nomination & Remuneration Committee
Mr. George Zacharias	Independent Director & Chairman of Risk & Governance Committee
Mr. C.K Ranganathan	Independent Director
Mrs. Akila Krishnakumar	Additional Director

Key Managerial Personnel

Mr. Sushanth S Pai	Chief Financial Officer
Mr. Vijayanand Sankar	Company Secretary

Other representatives

Mr. Aravind Krishnan – M/s S.R Batliboi Associates & LLP – Statutory Auditors
Mr. V Suresh – Secretarial Auditors/Scrutinizer

The meeting commenced at 10:00 AM (IST) and concluded at around 10:45 AM (IST).

Mr. Murugavel J occupied the Chair and called the meeting to order after ascertaining the quorum. He introduced the Directors and Key Managerial Personnel on the Dias. The Chairman also informed presence of representatives of Statutory Auditors M/s S R Batliboi & Associates, LLP, Chartered Accountants and Secretarial Auditor Mr. V. Suresh.

With the permission of the members, notice of the meeting was taken as read.

The Chairman informed the shareholders that the Auditors' Report on the accounts for the year ended 31st March 2019, being an unqualified one (clean report), was not required to be read out at the Annual General Meeting as per the provisions of Section 145 of the Companies Act, 2013. With the permission of the members, Auditors report was taken as read.

He informed the members that a certificate had been obtained from the statutory auditors regarding compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. He further informed that the certificate and the Registers are available for inspection.

For Matrimony.Com Limited

matrimony.com ltd.

(CIN: L63090TN2001PLC047432)

The Chairman then delivered his speech. After the speech, he requested the members to seek clarifications if any on the audited accounts and on all other subjects, as well as set out in the notice. He further informed the members that he is interested on the ITEM NO.4 of the notice of meeting and hence Mr. Milind S. Sarwate, Chairman of the Audit Committee and Nomination and Remuneration Committee will provide clarifications if any on the above items.

The Chairman then requested the members to seek clarifications if any only on the matters set out in the notice and to take a maximum of 5 minutes each to provide equal opportunity to participate in the discussion. He further requested the members to avoid raising the same question raised by other members and informed them that he will respond to the queries collectively at the end.

The following items of business, as per the Notice of AGM dated May 9, 2019, were transacted at the meeting.

1. Adoption of Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. Adoption of consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon
3. Declaration of Dividend.
4. Appointment of Mr. Murugavel J as a director liable to retire by rotation
5. Re-appointment of appointment M/s S.R.Batliloi & Associates LLP, Chartered Accountants as Statutory auditors of the Company
6. Appointment of Mrs Akila Krishnakumar as Independent Director of the Company
7. Payment of commission to Non-Executive Directors of the Company
8. To charge the fees for delivery of any document through a particular mode of delivery to a member
9. To consider and approve increasing the Foreign Institutional Investors("FII")/Foreign Portfolio Investor ("FPI")/Non Resident Indian ("NRI") shareholding limit in the paid up capital of the Company.
10. To extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014 (the "ESOS 2014") to the employees of the Holding/Subsidiary Companies of the Company

Clarifications were provided by Chairman & Chief Financial Officer to the queries raised by the members.

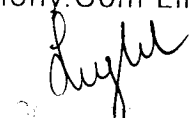
The Chairman informed the members that the Company has provided remote E-voting facility for the resolutions to be considered at the Annual General Meeting. For Members who are present here and have not availed the remote E-voting facility, physical Ballot Papers are being provided. Such persons are requested exercise their voting on the resolutions, through the Ballot Papers.

He further informed that the representatives will distribute the ballot papers now and the poll will be open for 15 minutes for voting. Mr. V Suresh, the scrutiniser appointed for this purpose will consolidate the results of the remote e-voting and the physical ballot and the results for each of the resolutions will be announced within 48 hours and be published in the Company's website.

With a vote of thanks, the Chairman declared the meeting as closed.

The details of the voting results (remote e-voting and Ballot voting) on all the resolutions as set out in the Notice of AGM is available in Annexure

For Matrimony.Com Limited



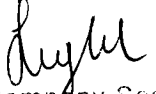
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(CIN: L63090TN2001PLC047432)

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt the Audited Standalone Financial Statements of the Company for the Financial year ended 31st March 2019 and the reports of the Directors and Auditors thereon				
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public- Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9629146	0	100.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59502	0	100.0000
Total	Total	22734306	21171422	93.1254	21171422	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

For Matrimony Com Limited


 Company Secretary

Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019				
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9629146	0	100.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59502	0	100.0000
Total	Total	22734306	21171422	93.1254	21171422	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

For Matrimony.Com Limited

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Company Secretary

Resolution (3)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?


No

Description of resolution considered

To declare a final dividend on equity shares

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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	11482774	11482774	100.0000	11482774	0	100.0000	0.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1008099	59502	5.9024	59502	0	100.0000	0.0000
Total	Total	22734306	21171422	93.1254	21171422	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

For Matrimony.Com Limited


 Company Secretary

Resolution (4)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

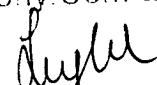
Yes

Description of resolution considered

To re-appoint Shri. Murugavel Janakiraman as Director of the Company who retires by rotation being eligible for offer himself for reappointment

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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	11482774	11482774	100.0000	11482774	0	100.0000	0.0000
Public- Institutions	E-Voting	10243433	9629146	94.0031	9626087	3059	99.9682	0.0318
	Poll							
	Postal Ballot (if applicable)							
	Total	10243433	9629146	94.0031	9626087	3059	99.9682	0.0318
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1008099	59502	5.9024	59502	0	100.0000	0.0000
Total	Total	22734306	21171422	93.1254	21168363	3059	99.9856	0.0144
Whether resolution is Pass or Not.							Yes	

The Matrimony.Com Limited


 Company Secretary

Resolution (5)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration					
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000	
	Poll		4008	0.0349	4008	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		11482774	11482774	100.0000	11482774	0	100.0000	0.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000	
	Poll								
	Postal Ballot (if applicable)								
	Total		10243433	9629146	94.0031	9629146	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000	
	Poll		59346	5.8869	59346	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		1008099	59502	5.9024	59502	0	100.0000	0.0000
Total	Total	22734306	21171422	93.1254	21171422	0	100.0000	0.0000	
Whether resolution is Pass or Not.							Yes		

Resolution (5)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?


No

Description of resolution considered

To appoint Mrs Akila Krishnakumar as Independant Director of the Company

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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9629146	0	100.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	116	40	74.3590	25.6410
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59462	40	99.9328
Total	Total	22734306	21171422	93.1254	21171382	40	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

For Matrimony.Com Limited


 Company Secretary

Resolution (7)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To approve the payment of commission to Non-executive Directors

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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9626087	3059	99.9682	0.0318
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9626087	3059	99.9682
Public- Non Institutions	E-Voting	1008099	156	0.0155	116	40	74.3590	25.6410
	Poll		59346	5.8869	59312	34	99.9427	0.0573
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59428	74	99.8756
Total	Total	22734306	21171422	93.1254	21168289	3133	99.9852	0.0148
Whether resolution is Pass or Not.							Yes	

Signature

Resolution (8)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To charge the fees for delivery of any document through a particular mode of delivery to a member				
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9629146	0	100.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	131	25	83.9744	16.0256
	Poll		59346	5.8869	59312	34	99.9427	0.0573
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59443	59	99.9008
Total	Total	22734306	21171422	93.1254	21171363	59	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	

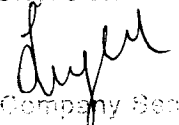
Resolution (9)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve increasing the Foreign Institutional Investors ("FII") / Foreign Portfolio Investor ("FPI") / Non Resident Indian ("NRI") shareholding limit in the paid up share capital of the Company				
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11482774	11482774	100.0000	11482774	0	100.0000
Public-Institutions	E-Voting	10243433	9629146	94.0031	9629146	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		10243433	9629146	94.0031	9629146	0	100.0000
Public- Non Institutions	E-Voting	1008099	156	0.0155	156	0	100.0000	0.0000
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		1008099	59502	5.9024	59502	0	100.0000
Total	Total	22734306	21171422	93.1254	21171422	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (10)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014" (the "ESOS 2014") to the employees of the Holding/Subsidiary Companies of the Company				
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	11482774	11478766	99.9651	11478766	0	100.0000	0.0000
	Poll		4008	0.0349	4008	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	11482774	11482774	100.0000	11482774	0	100.0000	0.0000
Public- Institutions	E-Voting	10243433	9629146	94.0031	8591904	1037242	89.2281	10.7719
	Poll							
	Postal Ballot (if applicable)							
	Total	10243433	9629146	94.0031	8591904	1037242	89.2281	10.7719
Public- Non Institutions	E-Voting	1008099	156	0.0155	131	25	83.9744	16.0256
	Poll		59346	5.8869	59346	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1008099	59502	5.9024	59477	25	99.9580	0.0420
Total	Total	22734306	21171422	93.1254	20134155	1037267	95.1006	4.8994
Whether resolution is Pass or Not.							Yes	

Matrimony.Com Limited


 Company Secretary