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bharat matrimony

MATRIMONY.COM LIMITED

CIN: L63090TN2001PLC047432

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF MATRIMONY.COM LIMITED

THIS POST BUYBACK PUBLIC ANNOUNCEMENT ("POST BUYBACK PUBLIC ANNOUNCEMENT") IS BEING MADE IN COMPLIANCE WITH REGULATION 24(vi) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME ("SEBI BUYBACK REGULATIONS"). THIS POST BUYBACK PUBLIC ANNOUNCEMENT SHOULD BE READ IN CONJUNCTION WITH THE PUBLIC ANNOUNCEMENT DATED JUNE 22, 2022 PUBLISHED ON JUNE 23, 2022 ("PUBLIC ANNOUNCEMENT") AND THE LETTER OF OFFER DATED JULY 14, 2022 ("LETTER OF OFFER") AND THE OFFER OPENING ADVERTISEMENT DATED JULY 21, 2022 PUBLISHED ON JULY 22, 2022. ALL CAPITALIZED TERMS, UNLESS DEFINED HEREIN, SHALL HAVE THE MEANING ASCRIBED TO THEM IN THE PUBLIC ANNOUNCEMENT AND THE LETTER OF OFFER.

1. THE BUYBACK

Matrimony.com Limited **("Company")** had announced the Buyback of upto 6,52,173 (Six Lakh Fifty Two Thousand One Hundred And Seventy Three Only) fully paid-up equity shares of face value of ₹5 (Rupees Five Only) each **(the "Equity Shares")**, representing 2.85 % of the total number of the Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2022, from all the Equity Shareholders/Beneficial Owners of the fully paid up equity shares of the Company as on the Record Date (i.e. July 4, 2022), on a proportionate basis, through the **"Tender Offer"** route, using the stock exchange mechanism, at a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty only) per Equity Share **("Buyback Price")** payable in cash, for an aggregate amount of upto ₹ 750 million (Rupees Seven Hundred and Fifty Million Only, excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. **("Transaction Costs")** (such amount hereinafter referred to as the **"Buyback Size"**) as prescribed under the SEBI Buyback Regulations and the Companies Act **("Buyback")**. The Buyback Size represents 24.24% and 24.36% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company as at March 31, 2022, respectively.

1.1. The Company adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented using the **"Mechanism for acquisition of shares through Stock Exchange"** as specified by Securities and Exchange Board of India circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force. For the purpose of the Buyback, BSE Limited was the designated stock exchange.

1.2. The tendering period for the Buyback opened on Tuesday, July 26, 2022 and closed on Monday, August 08, 2022.

2. DETAILS OF THE BUYBACK

2.1. 6,52,173 Equity Shares were bought back under the Buyback, at a price of ₹ 1,150/- (Rupees One Thousand One Hundred and Fifty Only) per Equity Share.

2.2. The total amount utilized in the Buyback is ₹ 750 million (Rupees Seven Hundred and Fifty Million Only) excluding Transaction Costs.

2.3 The Registrar to the Buyback, i.e., KFin Technologies Limited (formerly known as KFin Technologies Private Limited) **("Registrar")**, considered a total of **38,537** valid bids for **4,947,748** Equity Shares in response to the Buyback resulting in the subscription of approximately 7.59 times the number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar are as under:

Particulars	Number of Equity Shares Available for Buyback	Total No. of bids received in this Category	Total Equity Shares bid for in this Category	Total valid Bids received in this Category	Total valid Equity Shares received in this Category**	% of Total valid Shares to the Buyback Size
General Shareholders	554,347	658	4,646,725	658	4,625,289	834.37
Not in Master*	0	183	4260	0	0	0.00
Small Shareholders	97,826	37,879	324,020	37,879	322,459	329.63
Total	**652,173**	**38,720**	**4,975,005**	**38,537**	**4,947,748**	**758.66**

** 183 bids for 4,260 Equity Shares were not considered since they were not shareholders as on record date.*

** **Excludes 107 shareholders who have tendered 1,561 Equity Shares in Small Shareholder category more than their shareholding as on record date. These Equity Shares have not been considered for acceptance.*

2.4. All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection was dispatched by the Registrar, via email, to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company or the Depositories) on August 22, 2022. In cases where email IDs were not registered with the Company or Depositories, physical letters of acceptance / rejection were dispatched to the Eligible Shareholders by the Registrar and the same was completed on August 23, 2022. Further where the emails bounced back, the dispatch for the same was completed by the Registrar on August 23, 2022.

2.5. The settlement of all valid bids was completed by the Clearing Corporation on August 22, 2022. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instructions were rejected by RBI or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned Seller Member for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.

2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's demat account on August 22,2022. The unaccepted demat Equity Shares have been returned to respective Eligible Shareholders/ lien removed by the Clearing Corporation on August 22, 2022. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. There were no Physical Shares tendered in the Buyback.

2.7. The extinguishment of 6,52,173 Equity Shares (all in dematerialized form) accepted under the Buyback is currently under process and shall be completed on or before August 26 2022.

2.8. Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as under:

Sr. No.	Name of the Eligible Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total Post Buyback Equity Shares capital of the Company
1	Nalanda India Equity Fund Limited	1,37,430	21.07	0.62
2	Tata Flexi Cap Fund	35,733	5.48	0.16
3	Tata Retirement Savings Fund-Moderate Plan	22,443	3.44	0.10
4	Tata Retirement Savings Fund-Progressive Plan	20,384	3.13	0.09
5	ICICI Prudential Midcap Fund	21,298	3.27	0.10
6	ICICI Prudential Smallcap Fund	28,917	4.43	0.13
7	Hill Fort India Fund LP	51,650	7.92	0.23
8	Marathon Edge India Fund I	49,385	7.57	0.22
9	Baring Private Equity India AIF	27,646	4.24	0.12
10	Tata Investment Corporation Limited	17,163	2.63	0.08
11	India Whizdom Fund II	14,281	2.19	0.06
12	Lobco Limited	13,649	2.09	0.06
13	Ashoka India Equity Investment Trust PLC	9,470	1.45	0.04
14	White Oak India Equity Fund IV	8,787	1.35	0.04
15	White Oak India Equity Fund II	6,777	1.04	0.03

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buyback, is as under:

(Rupees in million)

Particulars	Pre-Buyback	Post Buyback*
Authorised Share Capital		
3,60,00,000 Equity Shares of ₹ 5 each	180.00	180.00
42,00,000 Optionally Convertible Preference Shares/ Compulsorily Convertible Preference Shares of ₹ 5 each	21.00	21.00
Total	**201.00**	**201.00**
Issued, Subscribed and Paid Up Share Capital (Pre Buyback)		
2,29,07,634 Equity Shares of ₹ 5 each^	114.54^	-
Issued, Subscribed and Paid Up Share Capital (Post Buyback)		
2,22,55,461 Equity Shares of ₹ 5 each	-	111.28
Total Paid-up Capital	**114.54^**	**111.28**

^As on Record Date

**Subject to extinguishment of 6,52,173 Equity Shares.*

3.2. The shareholding pattern of the Company, pre and post Buyback, is as under:

Category of shareholder	Pre Buyback(1)		Post Buyback(2)	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the existing Equity Share Capital
Promoters and Promoter Group	1,14,85,024	50.14	1,14,85,024	51.61
Public:				
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Nationals/ Foreign Corporate Bodies	60,13,406	26.25	1,07,70,437	48.39
Financial Institutions/ Banks & Mutual Funds/ Insurance Co.	18,88,601	8.24		
Others (Individuals, Bodies Corporate, Employees, etc.)	35,20,603	15.37		
Total	**2,29,07,634**	**100.00**	**2,22,55,461**	**100.00**

(1) As on Record Date

(2) Subject to extinguishment of 6,52,173 Equity Shares.

4. MANAGER TO THE BUYBACK

MOTILAL OSWAL
Investment Banking

Motilal Oswal Investment Advisors Limited
Address: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi Mumbai- 400 025, Maharashtra, India.
Tel. No.: +91 22 7193 4380
E-mail: matrimony.buyback@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Kirti Kanoria/ Ritu Sharma
SEBI Registration No.: INM000011005
CIN: U67190MH2006PLC160583

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Matrimony.com Limited

Sd/-	Sd/-	Sd/-
Murugavel Janakiraman	**Deepa Murugavel**	**Vijayanand Sankar**
Managing Director	Non-Executive Director	Company Secretary & Compliance Officer
DIN: 00605009	DIN: 00725522	ICSI Membership No.: A18951

Date: August 23, 2022
Place: Chennai