

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

This is an abridged prospectus containing salient features of the red herring prospectus dated August 29, 2017 ("Red Herring Prospectus" / "RHP"). You are encouraged to read greater details available in the RHP.

THIS DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF THE ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, the Abridged Prospectus and the General Information Document ("GID") for investing in public issues undertaken through the Book Building Process before applying in the Offer (as defined below). You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchange(s), as applicable, members of the Syndicate, Registered Brokers, Collecting Depository Participants ("CDPs"), Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Underwriters, Bankers to the Offer, Stock Brokers, Investor's association and Self Certified Syndicate Banks ("SCSBs"). You may also download the RHP from the websites of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, the Book Running Lead Managers ("BRLMs" or "Managers") at www.axiscapital.co.in, and www.icicisecurities.com, National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com respectively. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP. Bidders are advised to retain a copy of the RHP/Abridged Prospectus for their future reference.

matrimony.com



MATRIMONY.COM LIMITED

Registered and Corporate Office: TVH Belicia Towers, Tower II, 10th Floor, No. 94, MRC Nagar, Mandaveli, Chennai - 600028

Telephone: +91 44 2463 1500; Facsimile: +91 44 2463 1777; Company Secretary & Compliance Officer: S.Vijayanand,

Email: compliance@matrimony.com; Website: www.matrimony.com; Corporate Identity Number: U63090TN2001PLC047432

PROMOTER OF OUR COMPANY: MURUGAVEL JANAKIRAMAN

OFFER DETAILS, LISTING AND PROCEDURE

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5.00 EACH ("EQUITY SHARES") OF MATRIMONY.COM LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE, AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 1,300 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,767,254 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (COMPRISING OFFER FOR SALE OF UP TO 1,461,006 EQUITY SHARES BY BESSEMER INDIA CAPITAL HOLDINGS II LTD. AGGREGATING UP TO ₹ [●] MILLION, OFFER FOR SALE OF UP TO 155,760 EQUITY SHARES BY MAYFIELD XII, MAURITIUS AGGREGATING UP TO ₹ [●] MILLION, OFFER FOR SALE OF UP TO 1,683,207 EQUITY SHARES BY CMDB II AGGREGATING UP TO ₹ [●] MILLION, OFFER FOR SALE OF UP TO 384,447 EQUITY SHARES BY MURUGAVEL JANAKIRAMAN ("PROMOTER SELLING SHAREHOLDER") AGGREGATING UP TO ₹ [●] MILLION AND OFFER FOR SALE OF UP TO 82,834 EQUITY SHARES BY INDRANI JANAKIRAMAN (A MEMBER OF OUR PROMOTER GROUP) AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY, THE "SELLING SHAREHOLDERS") (COLLECTIVELY THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 5 MILLION FOR ELIGIBLE EMPLOYEES (DEFINED IN THE RHP) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH.

THE PRICE BAND, THE EMPLOYEE DISCOUNT AND THE RETAIL DISCOUNT, AS APPLICABLE, WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLMS AND ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, ALL EDITIONS OF JANSATTA AND THE CHENNAI EDITION OF MAKAL KURAL (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND TAMIL NEWSPAPERS RESPECTIVELY, TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU, WHERE OUR REGISTERED OFFICE IS SITUATED), AT LEAST FIVE WORKING DAYS PRIOR TO THE BID OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE*.

* A discount of ₹ [●] to the Offer Price may be offered to Retail Individual Bidders ("Retail Discount") and Eligible Employees Bidding in the Employee Reservation Portion ("Employee Discount"). Details about the Basis for Offer Price will be available on the website(s) of the Stock Exchange(s), as applicable.

In case of any revision in the Price Band, the Bidding Period shall be extended for at least three Working Days after such revision of the Price Band, subject to the total Bidding Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bidding Period, if applicable, shall be widely disseminated by notification to the BSE and NSE, by issuing a press release and also by indicating the change on the websites of the members of the Syndicate.

PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of GID from the Managers or download it from the websites of the NSE at www.nseindia.com, BSE at www.bseindia.com and the websites of the BRLMs at www.axiscapital.co.in and www.icicisecurities.com

ELIGIBILITY FOR THE OFFER – REGULATION 26(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED (THE "SEBI ICDR REGULATIONS")

Whether the Company is compulsorily required to allot at least 75% of the Net Offer to Qualified Institutional Buyers – Yes

INDICATIVE TIMELINE

Bid Opening Date*	September 11, 2017	Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account	on or before September 20, 2017
Bid Closing Date	September 13, 2017	Credit of Equity Shares to demat accounts of Allottees	on or before September 20, 2017
Finalization of Basis of Allotment with BSE	on or before September 19, 2017	Commencement of trading of the Equity Shares on the Stock Exchanges	on or before September 21, 2017

* The Company and the Selling Shareholders in consultation with the Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid Opening Date i.e. September 8, 2017.

GENERAL RISKS

Investment in equity and equity-related securities involves a degree of risk and Investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" on page 17 of the RHP and "Internal Risk Factors" on page 7 of this abridged prospectus.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMs

Issue Name	Name of Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark)- 30th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark)- 90th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark)- 180th calendar days from listing
Security and Intelligence Services (India) Limited	Axis, I-Sec	-	-	-
Central Depository Services (India) Limited	Axis	+127.92%, [+5.84%]	-	-
Eris Lifesciences Limited	Axis	+0.87%, [+5.37%]	-	-
Tejas Networks Limited	Axis	+28.04%, [+5.35%]	-	-
S Chand And Company Limited	Axis	-17.37%, [+3.59%]	-8.89%, [+4.07%]	-
Avenue Supermarts Limited	Axis, I-Sec	+145.08%, [-0.20%]	+166.35%, [+5.88%]	-
BSE Limited	Axis,	+17.52%, [+2.55%]	+24.41%, [+6.53%]	+34.43%, [+15.72%]
Varun Beverages Limited	Axis	-7.72%, [-5.17%]	-9.36%, [+3.01%]	+10.60%, [+9.02%]
Endurance Technologies Limited	Axis	+16.06%, [-6.69%]	+ 23.78%, [-2.84%]	+73.98%, [+5.55%]
RBL Bank Limited	Axis, I-Sec	+27.07%, [-2.22%]	+56.98%, [-7.50%]	+107.91%, [+1.26%]
AU Small Finance Bank Limited	I-Sec	+58.76%, [+2.12%]	-	-
Housing and Urban Development Corporation Limited	I-Sec	+13.17%, [+2.44%]	+34.67%, [+4.98%]	-
Music Broadcast Limited	I-Sec	+4.58%, [-0.23%]	+4.19%, [+5.00%]	-
Sheela Foam Limited	I-Sec	+30.23%, [-0.31%]	+48.39%, [+8.02%]	+86.65%, [+16.65%]
HPL Electric & Power Limited	I-Sec	-14.75%, [-2.91%]	-51.19%, [-6.72%]	-37.77%, [+5.34%]
ICICI Prudential Life Insurance Company Limited	I-Sec	-7.60%, [+0.54%]	-11.54%, [-6.50%]	+12.31%, [+5.28%]

Source: www.nseindia.com; www.bseindia.com

Notes:

- Disclosure subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years by each Merchant Banker with common issues disclosed once.
- Based on date of listing.
- % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.
- Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
- The Nifty 50 index is considered as the Benchmark Index unless otherwise specified.
- The designated exchange for the issue has been considered for the price, benchmark index and other details.
- Not Applicable – Period not completed.

Names and contact details of BRLMs

Axis Capital Limited Telephone: +91 (22) 4325 2183, Email: matrimony@axiscap.in Investor grievance id: complaints@axiscap.in	ICICI Securities Limited Telephone: +91 22 2288 2460 Email: matrimony.ipo@icicisecurities.com Investor grievance id: customercare@icicisecurities.com
---	--

Names of Syndicate Members	Not Applicable
Registrar to the Offer	Karvy Computershare Private Limited Telephone: +91 (40) 6716222 Email: einward.ris@karvy.com , Investor grievance id: matrimony.ipo@karvy.com
Statutory Auditors to the Company	S. R. Batliboi & Associates LLP
Self Certified Syndicate Banks	The list of banks is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , and updated from time to time or at such other website as maybe prescribed by the SEBI from time to time.
Non Syndicate Registered Brokers	You can submit Bid cum Application Forms to Registered Brokers registered with Stock Exchange(s), as applicable, at Registered Broker Centres, CDPs at the Designated CDP Locations, RTAs at the Designated RTA Locations. For further details, please refer “Offer Procedure” on page 407 of the RHP.
Details regarding website address(es)/ link(s) from which the investor can obtain list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, the list of the CDPs eligible, as applicable, to accept ASBA Forms at the Designated CDP Locations and Registered Brokers including details such as name and contact details, are provided on the websites of Stock Exchange(s), as applicable, at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm as updated from time to time. For further details, see section titled “Offer Procedure” beginning on page 407 of the RHP.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

PROMOTER OF OUR COMPANY

Murugavel Janakiraman, aged 47 years, is on our Board and is also the managing director of our Company. For a complete profile of Murugavel Janakiraman i.e. his residential address, educational qualification, professional experience, positions/posts held in the past and other directorships and special achievements, see section titled “Our Management” beginning on page 175 of the RHP.

Our Company has 2 group companies namely - India Property Online Private Limited and Infonauts Inc.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Our business currently comprises two segments – (i) matchmaking services and (ii) marriage services and related sale of products. In fiscal 2017 and the three months ended June 30, 2017, matchmaking services and marriage services accounted for all of our revenue and there was no revenue from the related sale of products.

According to the com Score Report, we are the leading provider of online matchmaking services in India in terms of the average number of website pages viewed by unique visitors in June 2017 (Matrimony.com data does not include data from all sites under Matrimony.com). We deliver matchmaking services to our users in India and the Indian diaspora through our websites, mobile sites and mobile apps complemented by our on-the-ground network in India. Our brand, BharatMatrimony.com, has been ranked as India’s most trusted online matrimony brand by The Brand Trust Report India Study 2014 and we believe that our other matchmaking brands such as CommunityMatrimony.com and EliteMatrimony.com are well-established in India.

As one of the first companies to provide online matchmaking services in India, we believe that we have an early mover advantage among consumers seeking online matchmaking services. As of June 30, 2017, we had a large database of profiles comprising 3.08 million active profiles (being profiles that have been published or logged in at least once during the prior 180-day period), which we believe creates a network effect that attracts more users to register or subscribe through our websites, mobile sites and mobile apps and also results in higher customer engagement, which in turn drives monetization of our user base and enables us to maintain a leading position in the online matchmaking market in India.

We differentiate ourselves from other players in India by following a micro-market strategy whereby we offer a range of targeted and customized products and services that are tailored to meet the requirements of customers based on their linguistic, religious, caste and community preferences as well as personalized matchmaking services through EliteMatrimony and our Assisted Service package. We leverage technology and analytics across all stages of the matchmaking process to drive acquisition of profiles, assist members in completing their profiles, validate profiles based on rules designed to remove inappropriate content in near real-time, identify appropriate channels of service for members and assist members in choosing the right packages, thereby helping in value creation and monetization. We believe that such technology and analytics are secure, scalable and analyze large volumes of data.

We intend to continue to invest in our mobile platform in view of the increasing mobile usage among users in India. To increase our footprint on the mobile platform, we have developed a range of mobile apps across mobile platforms including iOS, Android and Windows and intend to continue to expand our mobile offerings. We are expanding into the growing marriage services market to complement and leverage off our online matchmaking services. We believe that the provision of ancillary marriage services is an extension of our online matchmaking business and we will benefit from having a common customer base that has been acquired over the years through our online matchmaking business.

Our Strengths: *Large Database of Profiles and Consequential Network Effect; Micro-Market Strategy and Customized or Personalized Services; Strong Consumer Brand; Wide On-the-Ground Network for Customer Acquisition and Support; Robust Technology and Analytics and Efficient Business Model*

Our Strategies: *Expand Our User Base; Continue Investments in Mobile Platform; Drive Monetization; Further Strengthen Our Brands; Continue to Expand into Marriage Services*

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience including current/ past position held in other firms.
1	Chinni Krishnan Ranganathan	Non-executive Chairman and independent Director	He holds a bachelor’s degree of science from Annamalai University. He is the founder of CavinKare Private Limited.
2.	Murugavel Janakiraman	Managing Director	He holds a bachelor’s degree of science in statistics and a master's degree in computer applications from the University of Madras. He was previously employed with Sharper Logics Inc., Supra Data Systems and Real Soft.
3.	DeepaMurugavel	Non-executive Director	She holds a bachelor’s degree of science in biochemistry (special) from Gujarat University and a master’s degree in business administration from California Coast University.
4.	Nikhil NirvanKhattau	Non-executive Nominee Director	He has served on our Company’s Board since July 21, 2009. He holds a bachelor’s degree in commerce from the University of Mumbai. He is a director of Jo Guru, Inc., Kaya Limited, Marico Limited, Mayfield entities, and Securens Systems Private Limited. He was the founding CEO of SUN F&C Asset Management (I) Private Limited.
5.	Vishal Vijay Gupta	Nominee Non-executive Director	He holds a bachelor’s degree in commerce from Nagpur University and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He is currently a director of BVP India Investors Private Limited.
6.	Avneet Singh Kochar	Nominee Non-executive Director	He is currently the regional adviser to JP Morgan Asset Management Private Equity Group. He has previously worked at AT&T Corp. and AT&T Investment Management Corporation.
7.	George Zacharias	Non-executive independent Director	He was associated with our Company as a nominee Director of Yahoo! Netherland B.V (formerly Overture Services Europe B.V) from April, 2006 to October, 2007. He was a co-founder and chief executive officer of Sevenstrata IT Services Private Limited and the senior vice president at Mindtree Limited
8.	Milind Shripad Sarwate	Non-executive independent Director	He holds a bachelor’s degree in commerce from the University of Bombay and is an associate of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Costs and Works Accountants of India.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years.

The Company has not made any public or rights issues in the last ten years.

Monitoring Agency: Axis Bank Limited

Terms of Issuance of Convertible Security: N.A.

OBJECTS OF THE OFFER

Particulars	Total Amount to be deployed from the Net Proceeds (in Fiscal 2018) (₹. Million)
Advertising and business promotion activities	200
Purchase of land for construction of office premise in Chennai	425.79
Repayment of our overdraft facilities	433.43
General Corporate Purposes [#]	[●]
Total	[●]

[#] The amount utilised for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.

Shareholding Pattern:

Sr. No.	Particulars	Number of shareholders	Pre-Offer number of Equity Shares	Pre-Offer (%)
1	Promoter & Promoter Group*	4	11,900,055	55.97
2	Public	47	9,359,746	44.03
2	Non Promoter – Non Public	-	-	-
3	Shares – Underlying DRs	-	-	-
4	Shares held by employee trust	-	-	-
	Total	51	21,259,801	100

* The total equity shareholding of Murugavel Janakiraman includes 12 Equity Shares held by him on behalf of the equity shareholders entitled to fractional Equity Shares pursuant to consolidation of equity shares of face value ₹ 3.00 each to equity shares of face value ₹ 5.00 each on August 5, 2015.

Number of Equity Shares proposed to be sold by Selling Shareholders.

Sr. No.	Name of the Selling Shareholder	Number of Equity Shares offered Up to
1.	Bessemer India Capital Holdings II Ltd.	1,461,006
2	MAYFIELD XII, MAURITIUS	155,760
3	CMDB II	1,683,207
4	Indrani Janakiraman	82,834
5	Murugavel Janakiraman	384,447

RESTATED AUDITED FINANCIALS

Restated Unconsolidated Financial Information

₹ million except per share data

	For the three months ended -June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Total revenue	770.03	2,676.83	2,537.26	2,406.33	2,060.18	1,886.44
Restated Profit / (Loss) before exceptional items, tax and minority interest	111.87	269.18	42.11	163.19	106.59	126.24
Profit / (Loss) for the year	84.56	225.31	(231.03)	(44.65)	(82.38)	94.59
Equity Share capital	106.30	106.21	91.93	91.93	59.38	59.38
Reserves and surplus	(31.14)	(118.03)	(337.06)	(106.03)	(70.81)	11.57
Net worth	75.6	(11.82)	(245.13)	(14.10)	(11.43)	70.95
Basic earnings per share (EPS) (Rs.)	4.46	11.90	(15.63)	(3.07)	(5.76)	6.62
Diluted earnings per share (Rs.)	4.41	10.50	(15.63)	(3.07)	(5.76)	4.49
Return on Net Worth (%)	112.52%	,906.03%	(94.25) %	(316.49)%	(721.00)%	133.30%
Net asset value per equity share (Rs.)	3.97	(0.56)	(11.58)	(0.67)	(0.54)	3.38

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

Restated Consolidated Financial Information

₹ million except per share data

	For the three months ended- 30 June 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Total Revenue	838.85	2,929.30	2,554.29	2,428.41	2,073.14	1,887.83
Profit before exceptional items, tax and minority interest	173.47	481.69	(12.85)	112.84	97.66	122.95
Profit / (Loss) for the year	146.15	437.81	(750.69)	(29.29)	(91.59)	104.10
Equity Share capital	106.30	106.21	91.93	91.93	59.38	59.38
Reserves and surplus	(267.95)	(417.53)	(852.84)	(101.23)	(81.28)	10.31
Net worth	(161.65)	(311.32)	(760.91)	(9.30)	(21.90)	69.69
Basic earnings per share (EPS) (Rs.)	7.71	23.13	(50.80)	(2.01)	(6.41)	7.28
Diluted earnings per share (Rs.)	7.62	20.40	(50.80)	(2.01)	(6.41)	4.94
Return on Net Worth (%)	90.41%	140.63%	(98.66%)	(314.67)%	(417.93)%	149.40%
Net asset value per equity share (Rs.)	(8.53)	(14.67)	(35.95)	(0.44)	(1.04)	3.31

INTERNAL RISK FACTORS

Below are the top five risks as disclosed in the RHP:

1. We rely on telecommunications and information technology systems, networks and infrastructure to operate our business and any interruption or breakdown in such systems, networks or infrastructure or our technical systems could impair our ability to effectively provide our products and services.
2. If third parties, including our current or future competitors, or our employees are able to circumvent our protection measures which are put in place for the protection of our database or systematically copy our online content or misappropriate confidential information, our business and reputation would be adversely affected.
3. We face significant competition in our online matchmaking business from Indian companies, and we may be unsuccessful in competing against current and future competitors, which could have an adverse impact on the pricing of our services as well as increase the costs associated with growing our customer base.
4. We may fail to convert free members to paid members or fail to retain our existing base of paid members.
5. Our Restated Consolidated Summary Statements reflect that we had a negative net worth as of March 31, 2014, 2015, 2016 and 2017 and June 30, 2016 and 2017.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigation against the Company and the amount involved- There are 31 outstanding litigations relating to criminal matters, direct tax matters, indirect tax matters, regulatory or statutory matters and other matters exceeding the materiality threshold, filed against the Company and the approximate amount involved, wherever quantifiable, is ₹275.5 million.
- B. Brief details of top 5 material outstanding litigations against the Company and amount involved.

Sr. No.	Particulars	Litigation filed by	Current Status	Amount Involved (₹ in million)*
1.	C. Ramachandran lodged an FIR before the Sampangira managar police station, Bangalore against our Company and certain employees for allegedly conspiracy in defrauding cheating and causing loss to him to the tune of ₹ 2.43 million. Our Company and employees filed writ petitions before the High Court of Karnataka seeking to quash the aforesaid FIR and grant a stay on the investigation. The High Court granted an interim stay. The matter is currently pending. For further details, please refer to page 371 of the RHP.	C. Ramachandran	Pending	₹ 2.43 million
2.	Sudheendra lodged an FIR before Cyber Crime Police Station, Bengaluru against our Company and Murugavel Janakiraman for allegedly causing loss by illegally using the complainant's email id, URL and domain name. The Additional Chief Metropolitan Magistrate, Bengaluru ("ACMM") ordered that a case be registered against our Company and Murugavel Janakiraman. Our Company filed a petition, before the High Court of Karnataka seeking to quash the order of the ACMM. The High Court granted an interim stay on the proceedings. The matter is currently pending. For further details, please refer to page 371 of the RHP.	Sudheendra	Pending	Not Applicable
3.	Our Company filed a suit through Murugavel Janakiraman our Director and Promoter (the "Plaintiffs") before the Madras High Court against Google India Private Limited ("Google India") and People Interactive Private Limited, Jeevansathi Internet Services Private Limited and Times Business Solutions Limited (the "Other Defendants") seeking damages worth ₹1.01 million for the alleged diversion caused by Google India by showing links to the webpages of the Other Defendants in the sponsored links section of Google India's search services. Through an interim order of the Madras High Court, the Other Defendants were restrained from displaying their names on the website of the Company. This was challenged by Google India and Google Inc before the Supreme Court, which directed the trial court to conclude the case within 6 months. The matter is currently pending. For further details, please refer to page 372 of the RHP.	The Company and Murugavel Janakiraman	Pending	₹1.01 million

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RHP

Sr. No.	Particulars	Litigation filed by	Current Status	Amount Involved (₹ in million)*
4.	Our Company filed a complaint against Google Inc. and Google India Private Limited ("Google") before the Competition Commission of India ("CCI") alleging abuse of dominance by manipulating search results to benefit its vertical partners. CCI directed the Directorate General CCI to investigate the matter. The CCI imposed a fine of ₹ 10 million on the Google. The matter is currently pending. For further details, please refer to page 373-374 of the RHP.	The Company	Pending	₹ 10 million
5.	Our Company and Murugavel Janakiraman our Director and Promoter (the "Plaintiffs") filed a plaint before the Madras High Court against Perspi Interactive Private Limited and others (the "Defendants") for violating the terms of the share purchase and shareholders agreement. Our Company has demanded ₹5.5 million as damages from the Defendants as well as a permanent injunction to prevent the Defendants from making any reference to the Plaintiff on the websites of Perspi. The Madras High Court passed an interim injunction restraining the Defendants from linking our brands to their websites. The matter is currently pending. For further details, please refer to page 374 of the RHP.	The Company and Murugavel Janakiraman	Pending	₹5.5 million

* Amount involved is to the extent ascertainable and quantifiable. The amount involved includes amounts claimed jointly and severally with other parties and does not include claims towards interest or costs of proceedings

C. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoter/Group Companies in last 5 financial years including outstanding action, if any- Nil.

D. Brief details of outstanding criminal proceedings against Promoter:

Sudheendra (the "Complainant"), the owner of Madhwammatrimony.com lodged an FIR (no. 26/2011) dated September 9, 2011 before Cyber Crime Police Station, Bengaluru against our Company and Murugavel Janakiraman, our Director and Promoter for causing loss by allegedly sending multiple emails to the members of the Complainant's website by illegally using the Complainant's email id, URL and domain name. It was further alleged that our Company had misrepresented itself to consumers as being the Complainant and caused damage to the Complainant's reputation. Pursuant to an investigation, the investigating officer submitted a final report dated July 3, 2012, before the court of Additional Chief Metropolitan Magistrate, Bengaluru (the "ACMM") stating that there was lack of evidence. Against this, a complaint (c.c. 11519/2013) under section 200 of the Code Criminal Procedure, 1973 was filed by Sudheendra before the ACMM upon which the ACMM ordered that a case be registered against our Company and Murugavel Janakiraman through an order dated July 19, 2013. Our Company filed a petition (no. 1855/2015) dated 24 March, 2015, before the High Court of Karnataka seeking to quash the order of the ACMM and all consequential proceedings. The High Court of Karnataka vide its order dated March 27, 2015, granted an interim stay on the proceedings. The matter is currently pending.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs / ISSUER COMPANY - Not Applicable

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 and the rules/guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

We, Bessemer India Capital Holdings II Ltd. certify that all statements made by us in the Red Herring Prospectus in relation to ourselves or in connection with the Equity Shares offered by us in the Offer for Sale in the Red Herring Prospectus, are true and correct and we assume no responsibility for any other statements in the Red Herring Prospectus made by or in relation to the Company or other Selling Shareholders.

We, Mayfield XII, Mauritius certify that all statements made by us in the Red Herring Prospectus in relation to ourselves or in connection with the Equity Shares offered by us in the Offer for Sale in the Red Herring Prospectus, are true and correct and we assume no responsibility for any other statements in the Red Herring Prospectus made by or in relation to the Company or other Selling Shareholders.

We, CMDDB II certify that all statements made by us in the Red Herring Prospectus in relation to ourselves or in connection with the Equity Shares offered by us in the Offer for Sale in the Red Herring Prospectus, are true and correct and we assume no responsibility for any other statements in the Red Herring Prospectus made by or in relation to the Company or other Selling Shareholders.

I, Murugavel Janakiraman, certify that all statements made by me in the Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in the Red Herring Prospectus, are true and correct and I assume no responsibility for any other statements in the Red Herring Prospectus made by or in relation to the Company or other Selling Shareholders.

I, Indrani Janakiraman, certify that all statements made by me in the Red Herring Prospectus in relation to myself or in connection with the Equity Shares offered by me in the Offer for Sale in the Red Herring Prospectus, are true and correct and I assume no responsibility for any other statements in the Red Herring Prospectus made by or in relation to the Company or other Selling Shareholders.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.