

Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

**Scrip Code: 543320, Scrip Symbol: ZOMATO
ISIN: INE758T01015**

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

In furtherance to our intimation dated February 06, 2025, and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the postal ballot notice ("**Notice**") dated February 07, 2025, for seeking shareholders' approval by way of special resolution through postal ballot via remote e-voting on the following item:

- To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

Further, the Notice is also available at the website of the Company i.e. www.zomato.com and the website of the Registrar and Share Transfer Agent ("**RTA**"), MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) ("**MIPL**") i.e. www.linkintime.co.in

In accordance with applicable laws and circulars issued by MCA and SEBI, the said Notice is being sent electronically on Friday, February 07, 2025 to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Tuesday, February 04, 2025 ("**Cut-off date**") and whose email IDs are registered with the Company/ MIPL/ depositories/ depository participants. The communication of assent/ dissent of the members on the special resolution proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed MIPL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Saturday, February 08, 2025, at 9:00 a.m. (IST) and shall end on Sunday, March 09, 2025, at 5:00 p.m. (IST) (both days inclusive).

The results of the postal ballot shall be announced on or before Tuesday, March 11, 2025. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. www.zomato.com and MIPL i.e. www.linkintime.co.in and shall also be communicated to and uploaded on the websites of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com.

By order of the Board
For Zomato Limited

Sandhya Sethia
Company Secretary & Compliance Officer
Date: February 07, 2025
Place: Gurugram

ZOMATO LIMITED

Registered Address: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, India
CIN: L93030DL2010PLC198141, **Telephone Number:** 011 - 40592373

zomato

Postal Ballot Notice

zomato

Zomato Limited

CIN: L93030DL2010PLC198141

Regd. Office: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi – 110019, India

Website: www.zomato.com; **E-mail:** companysecretary@zomato.com

Phone No: +91 11 40592373

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolutions set out below is proposed to be passed by the shareholders of Zomato Limited (the "**Company**") by means of Postal Ballot only through remote e-voting by electronic means ("**remote e-voting**") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("**Notice**") only by email to its members who have registered their email address as on Tuesday, February 04, 2025 ("**Cut-Off Date**") with the Company/registrar and share transfer agent or depository(ies)/ depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ankit Singhi as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote e-voting period commences from Saturday, February 8, 2025, at 9:00 a.m. (IST) and shall end on Sunday, March 9, 2025, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer's report would be intimated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website i.e. www.zomato.com and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent ("**MUFG Intime/MIPL/RTA**") of the Company i.e. <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

ITEM NO. 1

To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and subject to the approval of Central Government (power delegated to Registrar of Companies ("**ROC**")) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from "ZOMATO LIMITED" to "ETERNAL LIMITED.

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

- I. The name of the Company is "ETERNAL LIMITED".

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name "Zomato Limited" wherever appearing in any of the documents/records of the Company be substituted by the new name "Eternal Limited" in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT managing director and chief executive officer, chief financial officer and company secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

Notes:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on Cut-Off Date and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("**DPs**") in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a

member on the Cut-Off Date should treat this Notice for information purposes only. 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. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice in Note No. 11.

4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed MIPL for facilitating remote e-voting, to enable the members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
5. Notice is also placed on the website of the Company i.e. www.zomato.com and the website of MIPL i.e. www.linkintime.co.in and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com). Any member seeking a copy of this Notice may also write to us at companysecretary@zomato.com.
6. Remote e-voting period shall commence from Saturday, February 08, 2025 at 9:00 a.m. (IST) and shall end on Sunday, March 09, 2025 at 5:00 p.m. (IST). The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in Note No. 11 of this Notice. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
7. The Board on Thursday, February 06, 2025 approved appointment of Mr. Ankit Singhi (CP no.: 16274), in his absence, Mr. Nitesh Latwal (CP no.: 16276) as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by him, after completion of the scrutiny of the remote e-voting, on or before Tuesday, March 11, 2025. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.zomato.com and also on the MIPL's website i.e. www.linkintime.co.in and shall be simultaneously communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office as well as the corporate office of the Company.
9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Sunday, March 09, 2025.
10. Registration of email addresses:
 - **Registration for shareholders holding physical shares:** The members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with MIPL, by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and email ID and also upload the image of PAN, Aadhaar card, share certificate & Form ISR-1, ISR-2 in pdf or jpeg format (up to 1 MB). On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - **For temporary registration for demat shareholders:** The members of the Company holding Equity Shares of the Company in demat form and who have not registered their e-mail address may

temporarily get their e-mail address registered with MIPL by clicking on the link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as name, DPID, client ID/ PAN, mobile number and e-mail id. On submission of the shareholder details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- It is clarified that for permanent registration of e-mail address, the members are requested to register their email address, in respect of demat holdings with the respective depository participant by following the procedure prescribed by the depository participant.
- In case of any queries, shareholders may write to rnt.helpdesk@linkintime.co.in, under help section or call on Tel no.: 022-49186000.
- Shareholders may download the prescribed forms from the Company's website at <https://www.zomato.com/investor-relations/resources>.

11. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-Voting facility.

I. Login method for Individual shareholders holding securities in demat mode is given below:

i) Individual Shareholders holding securities in demat mode with NSDL:

A. If registered with NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, you will be able to see e-Voting services under Value added services click on "Access to e-voting" under e-voting services.
- c) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

In case user has not registered for NSDL IDeAS facility, please follow the below steps:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with a Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services click on "Access to e-voting" under e-voting service.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see e-Voting services under Value added services. Click on "Access to e-voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

ii) Individual Shareholders holding securities in demat mode with CDSL:

A. If registered/ opted for with CDSL Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see the e-voting menu. The menu will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

In case users has not registered for CDSL Easi/Easiest facility, please follow the below steps:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with a Login ID and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. By directly visiting the e-voting website of CDSL:

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in demat account.
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

iii. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After successful login, the user shall navigate through "e-voting" tab.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Step 1: Registration Process for e-Voting facility of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) is given as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on **"Sign Up"** under **'SHAREHOLDER'** tab and register with your following details: -

Field	Details
A. User ID	Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
B. PAN	Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable)
C. DOB / DOI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
D. Bank account number	Enter your Bank Account Number (last four digits), as recorded with your DP / Company

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.*

**Shareholders holding shares in NSDL form, shall provide 'D' above.*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code.
- Click **"Submit"** (You have now registered on InstaVote).

Step 2: Shareholders who have registered for INSTAVOTE facility:

a) Click on **"Login"** under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

Step 3: Process to cast your vote electronically upon registration

- a) After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
- b) E-voting page will appear.
- c) Refer to the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- d) After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

III. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1: Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund".
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the primary contact person's email ID (which is filled at the time of sign up at Sr. No. b above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to

insta.vote@linkintime.co.in. Body corporate shareholders can also send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at info@piassociates.co.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at companysecretary@zomato.com.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2: Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials. Click on "Investor Mapping" tab under the Menu Section.
- b) Map the Investor with the following details:
 1. 'Investor ID' -
 - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 2. 'Investor's Name' - Enter full name of the entity as updated with DP.
 3. 'Investor PAN' - Enter your 10-digit PAN issued by the Income Tax Department.
 4. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- c) Click on Submit button and investor will be mapped now.
- d) The same can be viewed under the "Report Section".

STEP 3: Voting through remote e-voting

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1 - Votes entry

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on '**Votes Entry**' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote under "**On-going Events**".
- d) Enter '**16-digit Demat Account No.**' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on '**Submit**'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Method 2- Votes upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' tab.

- e) Cast your vote by selecting your desired option '**Favour / Against**' in the sample vote file and upload the same under '**Upload Vote File**' option.
- f) Click on '**Submit**'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

A. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

B. Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

A. Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode who have forgotten their password:

If an Individual shareholder holding securities in physical form / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website at <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case a shareholder is having a valid email address, Password will be sent to his / her registered email address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

B. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website at: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**Corporate Body / Custodian / Mutual Fund**' tab and further Click '**forgot password?**'

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
In case a shareholder is having a valid email address, Password will be sent to his / her registered email address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI,. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

C. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password or both are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

12. Mr. Rajiv Ranjan, Assistant Vice President - e-voting, MUFG Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, Contact no.: +91 22 49186000, email id: enotices@in.mpms.mufg.com, is responsible for addressing the grievances connected with facility for voting by electronic means.

13. The vote in this postal ballot can't be exercised through proxy.

14. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to companysecretary@zomato.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID.

**By order of the board of directors
For Zomato Limited**

Sd/-

Sandhya Sethia

(Company Secretary & Compliance Officer)

Membership No. A29579

Date: February 07, 2025

Place: Gurugram

EXPLANATORY STATEMENT FOR ITEM NO. 1 PURSUANT TO THE ACT AND OTHER APPLICABLE LAWS

Item No. 1

A letter from Deepinder Goyal, Managing Director & CEO regarding the proposed change is attached as **Annexure A**.

The Company has received a name availability letter dated February 03, 2025 from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act.

Accordingly, your Board on February 06, 2025 approved the change in name of the Company from 'ZOMATO LIMITED' to 'ETERNAL LIMITED' and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practising Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure B**.

Your Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting for the resolution as set out under item no. 1 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 1 as set out in this Notice except to the extent of their shareholding, if any.

By order of the board of directors

For Zomato Limited

Sd/-

Sandhya Sethia

(Company Secretary & Compliance Officer)

Membership No. A29579

Date: February 07, 2025

Place: Gurugram

Annexure A



Dear fellow shareholders,

A few weeks ago, on December 23rd, we entered the BSE Sensex. Coincidentally, that was exactly the day I started writing the first line of code for Zomato – then Foodiebay – seventeen years ago, in 2007. Becoming the first tech startup in India to make it to the Sensex is a moment of pride and also a moment of reflection, bringing with it a heightened sense of responsibility – responsibility towards the people we serve, the people who build with us, and the country we live in.

In many ways, we feel like we've broken some ice. In a world where success often seems reserved for the privileged, we have shown that people from ordinary backgrounds, armed with nothing but conviction and hard work, can come together, defy the odds, create large-scale impact, and, in under two decades, build one of the top thirty listed companies in India. This journey has created tremendous wealth – not just for me, but for our employees, institutional investors, and retail shareholders. But I did not start Zomato to make money. I started it because I wanted to do something worthwhile with my life. One weekend, I went around town, collected takeaway menus, and uploaded them onto a website – purely in the spirit of service. I never thought it could be a business. I wasn't looking for revenue. I was simply trying to be helpful.

Zomato is an accidental company. It was born out of a simple desire to serve, and over time, it became a business. And the journey has been nothing short of extraordinary. Our work has created millions of direct and indirect jobs. It endears my heart when our delivery partners, restaurant partners, and store partners tell me how we empower them, to make more money, to have more freedom, and to better provide for their families. A lot of them tell me that they are now able to send their kids to better schools, and are able to keep them in those schools, which was sometimes not possible earlier. They tell me that their life is more full of hope than what it used to be.

I am a student of system design thinking, and one of the goals for me at Zomato has been to design an organisation that lasts beyond its current set of leaders – an organisation where culture drives outcomes, more than strategy; something that is an institution in itself, and not just a company.

We shape our institutions, and then they shape us. But institutions are not just legal entities, groups of people, or physical structures; they are also the mental models and paradigms within which we operate. One such paradigm, often overlooked in shaping a company's future, is its name.

When we acquired Blinkit, we started using "Eternal" (instead of Zomato) internally to distinguish between the company and the brand/app. We also thought that we would publicly rename the company to Eternal, the day something beyond Zomato became a significant driver of our future. Today, with Blinkit, I feel we are there. We would like to rename Zomato Ltd., the company (*not the brand/app*), to Eternal Ltd.

Eternal is a powerful name, and to be honest, it scares me to my core. It is a tall order to live up to. Because 'Eternal' carries both a promise and a paradox. True permanence isn't built on bold claims of invincibility or the swagger of success. It is forged in the quiet understanding that our immortality stems from our mortality – because the day we think we will last forever simply because we declare it, we begin our end.

To work at Eternal will be to wake up every day knowing that our forever is earned in moments of self-doubt, in acknowledging our limitations, in our constant hunger to be better than we were yesterday.

This isn't just a name change; it is a mission statement. A reminder etched into our identity that we will endure – not because we are here, but because we need to get there.

Our Board has approved this change today and I request our shareholders to also support this change. If and when it is approved, our corporate website will transition from *zomato.com* to *eternal.com*. We will also change our stock ticker from ZOMATO to ETERNAL. Eternal will comprise four major businesses (as of now) – Zomato, Blinkit, District, and Hyperpure.

A company has multiple founding moments, and I hope this change is another one in our journey into the future.

Deepinder



eternal

Annexure B

To,
Board of Directors,
Zomato Limited
Ground Floor, 12A, 94 Meghdoot
Nehru Place, New Delhi
Delhi – 110019

Practicing Chartered Accountant’s Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015

1. This report is issued in accordance with the terms of our engagement.
2. We have been requested by the management of the Zomato Limited (**‘the Company’** or **‘Zomato’**), to issue a certificate certifying the compliance of with conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (**‘Regulation’**) for change of the name of the Company from “Zomato Limited” to ”Eternal Limited”

Management responsibility

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner’s responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed as outlined above and the representation provided to us, and on the basis of information and explanations provided to us by the management, we confirm that:



B.B. & Associates

Chartered Accountants

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name since at least last one year period.
45(1)(b)	At least fifty percent, of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.	The Company has not changed its main activity in the preceding one year period.
45(1)(c)	The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity.	The Company has not changed its main activity nor invested in new activity/project.

Restrictions on use

9. The certificate is addressed to and provided to the management of the Company and they can include it in explanatory statement of the Notice of the General Meeting and any intimation to the Stock Exchange and should not be used by any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B.B. & Associates

Chartered Accountants

Firm Registration No: 023670N



Balwan Bansal

Partner

Membership Number: 511341



Place: New Delhi

Date: February 06, 2025

UDIN: 25511341BMITZZ9647