

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: Outcome of the Board meeting

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“**SEBI Circular**”), we wish to inform you that the board of directors of Zomato Limited (“**the Board**” and “**the Company**”, respectively) at its meeting held today i.e., August 21, 2024 inter-alia, has considered and approved the following:

1. Approval to enter into a Share Purchase and Subscription Agreement (“**SPSA**”) with One 97 Communications Limited (“**OCL**”), Wasteland Entertainment Private Limited (“**WEPL**”), and Orngen Technologies Private Limited (“**OTPL**”) to inter-alia acquire the entertainment ticketing business of OCL, OTPL and WEPL (as detailed under the SPSA and the transaction documents). The transaction will be effectuated in the following manner:
 - a) OCL to transfer its (1) movies ticketing business and (2) sports and events ticketing business to its wholly owned subsidiaries OTPL and WEPL respectively through a slump sale;
 - b) The Company will do a primary infusion into OTPL and WEPL by way of a preferential allotment for an amount equal to the slump sale consideration, which will be used to discharge the consideration payable to OCL for the slump sale above.
 - c) Simultaneously with (b) above, the Company will acquire the entire stake owned by OCL in OTPL and WEPL through a share purchase transaction, resulting in OTPL and WEPL becoming wholly owned subsidiaries of the Company.

Pursuant to the approval of the Board, the Company has finalized and executed the SPSA and the other transaction documents for the proposed transaction. The proposed transaction is subject to fulfilment of certain customary conditions precedent and other terms and conditions agreed under the SPSA and other transaction documents. The details as required under Listing Regulations read with SEBI Circular in relation to the proposed transaction are enclosed as **Annexure – A**.

The Board meeting commenced at 8:02 P.M. and concluded at 8:15 P.M.

For Zomato Limited

Sandhya Sethia
Company Secretary & Compliance Officer
Place: Gurugram
Date: August 21, 2024

ZOMATO LIMITED

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

Annexure A

S. No	Particulars	Orbgen Technologies Private Limited (“OTPL”)	Wasteland Entertainment Private Limited (“WEPL”)
1.	Name of the target entity, details in brief such as size, turnover etc.	Orbgen Technologies Private Limited (“OTPL”) Authorized Share Capital: INR 25.00 crore Paid-up Share Capital: INR 97.49 lakh Turnover as at March 31, 2024 (Audited): INR 13.14 crore	Wasteland Entertainment Private Limited (“WEPL”) Authorized Share Capital: INR 12.50 lakh Paid-up Share Capital: INR 5.17 lakh Turnover as at March 31, 2024 (Audited): INR 236.03 crore
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	No. The subscription and purchase of the equity shares of OTPL pursuant to the SPSA is a consolidated transaction with an unrelated party and does not fall under related party transactions with Company/group companies. We are a professionally managed Company with no promoter/promoter group.	No. The subscription and purchase of the equity shares of WEPL pursuant to the SPSA is a consolidated transaction with an unrelated party and does not fall under related party transactions with Company/group companies. We are a professionally managed Company with no promoter/promoter group.
3.	Industry to which the entity being acquired belongs	Movies Ticketing	Events Ticketing
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This acquisition is in line with our strategy of investing in our Going-out business	This acquisition is in line with our strategy of investing in our Going-out business
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable	Not Applicable
6.	Indicative time period for completion of the acquisition.	Within 90 days from the execution date of the SPSA	Within 90 days from the execution date of the SPSA
7.	Consideration - whether cash consideration or share swap or any other	Cash consideration –payment through electronic mode.	Cash consideration –payment through electronic mode.

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S.No	Particulars	Orbgen Technologies Private Limited (“OTPL”)	Wasteland Entertainment Private Limited (“WEPL”)												
	forms and details of the same.														
8.	Cost of acquisition and/or the price at which the shares are acquired;	Cost of Acquisition: INR 1,264.6 crore/- subject to the adjustments as agreed under the transaction documents.	Cost of Acquisition: INR 783.8 crore/- subject to the adjustments as agreed under the transaction documents.												
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Percentage of Shareholding/control: 100% of the share capital and control upon closing.	Percentage of Shareholding/control: 100% of the share capital and control upon closing.												
10.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>OTPL was incorporated on November 23, 2007 in India. OTPL is in the business of listing and sale of movie tickets and other services.</p> <p><u>Audited turnover of the last three years (in INR (in lakh)):</u></p> <table border="1"> <tbody> <tr> <td>March 31, 2024</td> <td>1,314/-</td> </tr> <tr> <td>March 31, 2023</td> <td>1,536/-</td> </tr> <tr> <td>March 31, 2022</td> <td>1,390/-</td> </tr> </tbody> </table>	March 31, 2024	1,314/-	March 31, 2023	1,536/-	March 31, 2022	1,390/-	<p>WEPL was incorporated on December 21, 2015 in India. WEPL is in the business of listing and sale of event tickets and other services.</p> <p><u>Audited turnover of the last three years (in INR (in lakh)):</u></p> <table border="1"> <tbody> <tr> <td>March 31, 2024</td> <td>23,603/-</td> </tr> <tr> <td>March 31, 2023</td> <td>19,122/-</td> </tr> <tr> <td>March 31, 2022</td> <td>4,655/-</td> </tr> </tbody> </table>	March 31, 2024	23,603/-	March 31, 2023	19,122/-	March 31, 2022	4,655/-
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