

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

To
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**

Re: Intimation of the Scrutinizer report pursuant to Regulation 30 & 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Ma'am,

In furtherance to our letter dated May 13, 2024 and May 30, 2024 regarding notice of postal ballot (“**Notice**”) seeking approval of the shareholders of Zomato Limited (“**the Company**”), please find enclosed the scrutinizer report dated July 1, 2024.

We further wish to inform that the shareholders of the Company have duly passed the special resolutions on the items as set out in the Notice approving the following:

- Approval for formulation, adoption and implementation of Zomato Employee Stock Option Plan 2024 for grant of employee stock options to the employees of the Company under this plan; and
- Approval for formulation, adoption and implementation of Zomato Employee Stock Option Plan 2024 for grant of employee stock options to the employees of subsidiaries of the Company under this plan.

Further, details of the voting results of the postal ballot concluded on Saturday, June 29, 2024 pursuant to Regulation 44 of the SEBI Listing Regulations is also attached.

The above information will also be available on the website of the Company www.zomato.com.

For Zomato Limited

Sandhya Sethia
(Company Secretary & Compliance Officer)
Date: July 1, 2024
Place: Gurugram

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)**

**FOR
ZOMATO LIMITED**

To,
The Chairman
Zomato Limited
(CIN: L93030DL2010PLC198141)
Ground Floor 12A, 94 Meghdoot, Nehru Place,
New Delhi – 110019, India

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **Zomato Limited** (“the Company”) on May 13, 2024 for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated May 13, 2024 (“**Notice**”) issued under the provisions of Section 110 of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“**Rules**”) and in accordance with the terms of 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 and General Circular No. 9/2023 dated September 25, 2023 (collectively referred to as the “**MCA Circulars**”), and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-

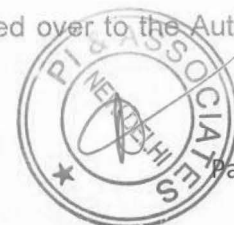
S. No.	Type of Resolution	Particulars
1.	Special Resolution	Approval for Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for grant of Employee Stock Options to the Employees of the Company under this plan
2.	Special Resolution	Approval for Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for grant of Employee Stock Options to the Employees of subsidiaries of the Company under this plan

CORPORATE OFFICE

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In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from depositories as on Friday, May 24, 2024 (“**cut-off date**”).
2. The Company completed the dispatch of Notice by e-mail on Thursday, May 30, 2024. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published advertisements in Financial Express (all editions in English) and Jansatta (Delhi edition in Hindi), newspapers on Friday, May 31, 2024, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Friday, May 31, 2024 from 9:00 A.M. (IST) onwards and ended on Saturday, June 29, 2024, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by Link Intime India Private Limited (“**Link Intime**”) to provide remote e-voting facility viz.: <https://instavote.linkintime.co.in>.
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://instavote.linkintime.co.in>.
6. The remote e-voting was unblocked on Saturday, June 29, 2024, after 5:00 P.M. (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolutions set out in said Notice, and all votes cast up to Saturday, June 29, 2024, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios of Individual Shareholders has not been done.
11. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.



12. Based on such result, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the members.
13. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e., Saturday, June 29, 2024.

Thanking You
For PI & Associates
Company Secretaries




Nitesh Latwal

Partner

ACS No. A32109

CP No. 16276

PR: 1498/2021

UDIN: A032109F000644041

Countersigned by

Sandhya Sethia

Secretary & Compliance Officer

Zomato Limited

Date: 1st July, 2024

Place: Binsar

Annexure- A

Item No. 1: Approval for Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for grant of Employee Stock Options to the Employees of the Company under this plan.

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes [*]	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	3,438	5,07,72,40,418	75.4819	1,079	1,64,91,90,035	24.5181	9	16,11,21,215
Postal Ballot								
Total	3,438	5,07,72,40,418	75.4819	1,079	1,64,91,90,035	24.5181	9	16,11,21,215

** Votes casted by nine (9) shareholders were treated invalid due to non-availability of requisite authorization (i.e. BR/POA etc.)*

Result: The special resolution has been passed with requisite consent.



Item No. 2: Approval for Formulation, Adoption and Implementation of Zomato Employee Stock Option Plan 2024 for grant of Employee Stock Options to the Employees of subsidiaries of the Company under this plan.

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes*	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E - Voting	3,379	5,07,72,31,646	75.4818	1,127	1,64,91,97,721	24.5182	9	16,11,21,215
Postal Ballot								
Total	3,379	5,07,72,31,646	75.4818	1,127	1,64,91,97,721	24.5182	9	16,11,21,215

* Votes casted by nine (9) shareholders were treated invalid due to non-availability of requisite authorization (i.e. BR/POA etc.)

Result: The special resolution has been passed with requisite consent.



General information about Company	
Scrip code	543320
NSE Symbol	ZOMATO
MSEI Symbol	Not Listed
ISIN	INE758T01015
Name of the company	Zomato Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	June 29, 2024
Voting Start Date	May 31, 2024
Voting End Date	June 29, 2024

Scrutinizer Details	
Name of the Scrutinizer	Mr. Nitesh Latwal
Firms Name	PI & Associates
Qualification	CS
Membership Number	32109
Date of Board Meeting in which appointed	May 13, 2024
Date of Issuance of Report to the company	July 1, 2024

Voting results	
Record date	May 24, 2024
Total number of shareholders on record date	21,77,596
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable (Resolution passed through postal ballot)
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	Not Applicable (Resolution passed through postal ballot)
b) Public	
No. of resolution passed in the meeting	2

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for formulation, adoption and implementation of Zomato Employee Stock Option Plan 2024 for grant of employee stock options to the employees of the Company under this plan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	6,14,95,09,549	5,05,63,87,045	82.2242	3,40,75,95,831	1,64,87,91,214	67.3919	32.6081
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,14,95,09,549	5,05,63,87,045	82.2242	3,40,75,95,831	1,64,87,91,214	67.3919
Public- Non Institutions	E-Voting	2,54,93,22,446	1,67,00,43,408	65.5093	1,66,96,44,587	3,98,821	99.9761	0.0239
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,54,93,22,446	1,67,00,43,408	65.5093	1,66,96,44,587	3,98,821	99.9761
Total		8,69,88,31,995	6,72,64,30,453	77.3257	5,07,72,40,418	1,64,91,90,035	75.4819	24.5181
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 12,81,53,312 Equity shares held by Employee Benefit Trust of the Company, classified in the category of "Non- Promoter Non- Public" have not been considered for the purpose of preparation of voting results.								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	15,01,44,107
Public - Non Insitutions	1,09,77,108

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for formulation, adoption and implementation of Zomato Employee Stock Option Plan 2024 for grant of employee stock options to the employees of subsidiaries of the Company under this plan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	6,14,95,09,549	5,05,63,87,045	82.2242	3,40,75,95,831	1,64,87,91,214	67.3919	32.6081
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,14,95,09,549	5,05,63,87,045	82.2242	3,40,75,95,831	1,64,87,91,214	67.3919
Public- Non Institutions	E-Voting	2,54,93,22,446	1,67,00,42,322	65.5093	1,66,96,35,815	4,06,507	99.9757	0.0243
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,54,93,22,446	1,67,00,42,322	65.5093	1,66,96,35,815	4,06,507	99.9757
Total		8,69,88,31,995	6,72,64,29,367	77.3257	5,07,72,31,646	1,64,91,97,721	75.4818	24.5182
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 12,81,53,312 Equity shares held by Employee Benefit Trust of the Company, classified in the category of "Non- Promoter Non- Public" have not been considered for the purpose of preparation of voting results.								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	15,01,44,107
Public - Non Insitutions	1,09,77,108