

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.: Monitoring Agency Report w.r.t. utilization of proceeds raised through qualified institutions placement by Zomato Limited (“the Company”)

Dear Sir/ Ma’am,

Pursuant to Regulation 173A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the monitoring agency report issued by ICRA Limited, Monitoring Agency, in respect of utilization of proceeds raised through qualified institutions placement by the Company for the quarter ended December 31, 2024.

The above information will also be hosted on the website of the Company i.e. www.zomato.com

For Zomato Limited

**Sandhya Sethia
Company Secretary & Compliance Officer
Place: Gurugram
Date: January 20, 2025**

MONITORING AGENCY REPORT**Name of the Issuer:** Zomato Limited**For quarter ended:** December 31, 2024**Name of the Monitoring Agency (MA):** ICRA Limited**(a) Deviation from the objects of the issue:**

No deviation - The utilization of the issuance proceeds is in line with the objects of the issue.

(b) Range of deviation:*Not Applicable***Declaration:**

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that we do not perceive any conflict of interest in such relationship/ interest while monitoring and reporting the utilization of the issue proceeds by the issuer. We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature:

PARUL
GOYAL
NARANG

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by PARUL
GOYAL NARANG
Date:
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Parul Goyal Narang

Vice President & Head-Process Excellence

Analyst: Tiyaasha Dey**Quality Analyst:** Adrita Sadhukhan

1. Issuer Details

Name of the Issuer: Zomato Limited

Name(s) of the promoters:

Promoters
NA

Source: BSE

Industry/ sector to which it belongs: Other information service activities n.e.c (NIC Code: 63999)

2. Issue Details

Issue Period: Opening date - November 25, 2024

Closing date - November 28, 2024

Type of Issue: QIP Issue

Type of specified securities: Equity shares

IPO Grading, if any: *Not Applicable*

Issue Size (Rs. Crore): Issue of 33,64,73,755 equity shares of face value of Rs 1 each at a price of Rs 252.62 per Equity Share, aggregating to Rs. 8,500.00 Crore

With OFS portion: Not applicable

Excluding OFS portion: Not applicable

Net proceeds as per placement document: INR 8,436.12 Crore

Note: ICRA will be monitoring Net Proceeds of INR 8,436.12 crore for Q3 FY2025

3. Details of the arrangement made to ensure the monitoring of issue proceeds.

Particulars	Reply	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	-Statutory Auditor certificate -Confirmation from management -Bank statement of the escrow account/Proceed Account	No deviation observed	No comments
Whether shareholder approval has been obtained in case of material deviations [#] from expenditures disclosed in the Offer Document?	Not Applicable	As confirmed by the Issuer's management	No comments	No comments
Whether the means of finance for the disclosed objects of the issue has changed?	No	As confirmed by the Issuer's management	No comments	No comments
Is there any major deviation observed over the earlier monitoring agency reports?	Not Applicable	As confirmed by the Issuer's management	No comments	No comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not Applicable	As confirmed by the Issuer's management	No comments	No comments
Whether all arrangements pertaining to technical assistance/ collaboration are in operation?	Not Applicable	As confirmed by the Issuer's management	No comments	No comments
Are there any favorable events improving the viability of these object(s)?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	No comments
Are there any unfavorable events affecting the viability of the object(s)?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	No comments
Is there any other relevant information that may materially affect the decision making of the investors?	No	As confirmed by the Issuer's management	As understood from the Issuer's management	No comments

[#] Where material deviation is defined to mean:

(a) Deviation in the objects or purposes for which the funds had been raised.

(b) Deviation in the amount of funds utilized by more than 10% of the amount specified in the offer document.

4. Details of the object(s) to be monitored.
(i) Cost of object(s)

S.N.	Item Head	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Original cost (as per the offer document) [Rs. Crore]	Revised cost [Rs. Crore]	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of firm arrangements made
1	<i>Expenditure towards setting up and running operations of Dark Stores and warehouses</i>	<i>Placement Document</i>	<i>2,137.00</i>	<i>Not Applicable</i>	<i>No comments</i>	<i>No comments</i>		
2	<i>Advertising, marketing and branding initiatives across business offerings</i>	<i>Placement Document</i>	<i>2,492.00</i>	<i>Not Applicable</i>	<i>No comments</i>	<i>No comments</i>		
3	<i>Investment in technology infrastructure and capabilities, including cloud infrastructure and software and towards development of technological capabilities</i>	<i>Placement Document</i>	<i>1,769.00</i>	<i>Not Applicable</i>	<i>No comments</i>	<i>No comments</i>		
4	<i>General corporate purposes</i>	<i>Placement Document</i>	<i>2,038.12</i>	<i>Not Applicable</i>	<i>No comments</i>	<i>No comments</i>		
Total			8,436.12					

(ii) Progress in the object(s)

S.N.	Item Head	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Amount as proposed in the offer document. [Rs. Crore]	Amount utilized. [Rs. Crore]			Total unutilized amount [Rs. Crore]	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors	
				As at the beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Expenditure towards setting up and running operations of Dark Stores and warehouses	-Placement document -Statutory Auditor Certificate -Bank Statement of the proceeds account/ corresponding bank account statements	2,137.00	-	-	-	2,137.00	No Comments	No comments	
2	Advertising, marketing and branding initiatives across business offerings	Same as above	2,492.00	-	0.36	0.36	2,491.64	No Comments	No comments	
3	Investment in technology infrastructure and capabilities, including cloud infrastructure and software and towards development of technological capabilities	Same as above	1,769.00	-	0.25	0.25	1,768.75	No Comments	No comments	
4	General corporate purposes	Same as above	2,038.12	-	95.11	95.11	1,943.01	No Comments	No comments	
Total			8,436.12	-	95.72	95.72	8,340.40			

(iii) Deployment of unutilized proceeds:

S.N.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment	Market Value as at the end of quarter
		[Rs. Crore]		[Rs. Crore]	[%]	[Rs. Crore]
1	Fixed deposit with Axis Bank	600.00	18-Mar-27	3.21	7.27%	603.21
2	Fixed deposit with Axis Bank	400.00	15-Sep-27	2.12	7.22%	402.12
3	Fixed deposit with Axis Bank	300.00	23-Jun-25	1.62	7.65%	301.62
4	Fixed deposit with Citibank N.A.	116.00	7-Jan-25	0.14	7.30%	116.14
5	Fixed deposit with Citibank N.A.	115.00	6-Jan-25	0.14	7.30%	115.14
6	Fixed deposit with Citibank N.A.	113.00	13-Jan-25	0.14	7.30%	113.14
7	Fixed deposit with Citibank N.A.	112.00	10-Jan-25	0.13	7.30%	112.13
8	Fixed deposit with Citibank N.A.	111.00	3-Jan-25	0.13	7.30%	111.13
9	Fixed deposit with Citibank N.A.	111.00	9-Jan-25	0.13	7.30%	111.13
10	Fixed deposit with Citibank N.A.	109.00	14-Jan-25	0.13	7.30%	109.13
11	Fixed deposit with Citibank N.A.	108.00	15-Jan-25	0.13	7.30%	108.13
12	Fixed deposit with Citibank N.A.	105.00	8-Jan-25	0.13	7.30%	105.13
13	Fixed deposit with HDFC Bank	700.00	18-Sep-25	3.92	7.62%	703.92
14	Fixed deposit with ICICI Bank	100.00	14-Dec-26	0.02	7.42%	100.02
15	Fixed deposit with IDFC First Bank	300.00	25-Mar-25	1.37	7.25%	301.37
16	Fixed deposit with IDFC First Bank	150.00	23-Sep-25	0.72	7.65%	150.72
17	Fixed deposit with Kotak Mahindra Bank	500.00	15-Sep-26	2.68	7.40%	502.68
18	Fixed deposit with Kotak Mahindra Bank	300.00	23-Jun-26	1.57	7.40%	301.57
19	Fixed deposit with SBI Bank	100.10	18-Dec-25	0.57	7.76%	100.67
20	Fixed deposit with SBI Bank	975.00	5-Mar-26	5.52	7.76%	980.52
21	Corporate deposit with Bajaj Finance Limited	177.00	20-Dec-25	0.47	8.12%	177.47
22	Corporate deposit with Mahindra & Mahindra Financial Services Limited	225.00	23-Sep-26	0.60	8.14%	225.60

S.N.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment	Market Value as at the end of quarter
		[Rs. Crore]		[Rs. Crore]	[%]	[Rs. Crore]
23	Corporate deposit with Mahindra & Mahindra Financial Services Limited	200.00	23-Dec-26	0.54	8.14%	200.54
24	Investment in 7.10% G-Sec 2034	51.72	8-Apr-34	0.14	6.80%	51.86
25	Investment in 7.10% G-Sec 2034	51.62	8-Apr-34	0.24	6.83%	51.86
26	Investment in 7.02% G-Sec 2031	50.62	18-Jun-31	0.09	6.79%	50.72
27	HSBC Liquid Fund – Direct Growth	423.89	-	1.49	6.79%	425.38
28	Bandhan Liquid Fund – Direct Growth	384.27	-	1.44	6.77%	385.71
29	Bandhan Liquid Fund – Direct Growth#	64.00	-	0.03	17.95%	64.03
30	ICICI Prudential Overnight Fund – Direct Growth#	1.00	-	0.00	6.85%	1.00
31	Kotak Liquid Fund – Direct Growth	466.83	-	1.68	6.74%	468.51
32	Nippon Liquid Fund – Direct Growth	441.01	-	1.65	6.83%	442.66
33	SBI Liquid Fund – Direct Growth	390.66	-	1.43	6.67%	392.09
34	Monitoring account balance as on December 31, 2024 (Kotak Mahindra Bank)	0.02	-	-	-	0.02
Total		8352.74*		34.32		8387.07

Source: As certified by Deloitte Haskins & Sells

#Represents investments in mutual funds by Zomato Limited's subsidiary "Blink Commerce Private Limited", out of the funds invested by Zomato Limited in such subsidiary.

*Includes Rs. 12.34 crore of realized gain on investments, which is reinvested.

(iv) Delay in the implementation of the object(s)

Object(s)	Completion date		Delay [Number of days or months]	Comments of the Issuer's Board of Directors	
	As per the offer document	Actual [^]		Reason for delay	Proposed course of action
<i>Expenditure towards setting up and running operations of Dark Stores and warehouses</i>	FY26 - FY28	On Schedule	N.A.	No comments	
<i>Advertising, marketing and branding initiatives across business offerings</i>	FY26 - FY28	On Schedule	N.A.	No comments	
<i>Investment in technology infrastructure and capabilities, including cloud infrastructure and software and towards development of technological capabilities</i>	FY26 - FY28	On Schedule	N.A.	No comments	
<i>General corporate purposes</i>	FY26 - FY28	On Schedule	N.A.	No comments	

Source: As confirmed by the Issuer's management

5. Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document.

S.N.	Item Head	Amount [Rs. Crore]	Source of information, certifications considered by the Monitoring Agency for the preparation of report	Comments of the Monitoring Agency	Comments of the Issuer's Board of Directors
1	Employee benefit and other expenses of Zomato Limited and its subsidiaries	95.11	-Statutory Auditor Certificate -Bank Statement of the proceeds account/ corresponding bank account statements	No comments	No comments
Total		95.11			