

To
Department of Corporate Services,
BSE Limited
Pliroze 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

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,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the postal ballot notice (“**Notice**”) sent to the members of the Company on June 25, 2022 for the following matters:

- a. Approval for issuance up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) equity shares of the Company on preferential basis for consideration other than cash;
- b. Approval for formulation, adoption and implementation of Zomato Employee Stock Option Plan 2022 and grant of employees stock options to the employees of the Company under this Plan; and
- c. Approval for grant of employee stock options under Zomato Employee Stock Option Plan 2022 to the employees of the subsidiary companies.

In accordance with applicable laws and circulars issued by the Ministry of Corporate Affairs, Securities Exchange Board of India, the said Notice is being sent electronically to all the members whose email IDs are registered with the Company/Depositories/Depositories Participant as on Tuesday, June 21, 2022 (“**Cut-off date**”).

Further, the Notice is also available at the website of the Company i.e. www.zomato.com and Link Intime India Private Limited, the Company’s Registrar and Share Transfer Agent i.e. www.linkintime.co.in.

The remote e-voting period shall commence on Sunday, June 26, 2022 at 9:00 A.M. (IST) and shall end on Monday, July 25, 2022 at 5:00 P.M (IST). The results of voting shall be declared on or before Wednesday, July 27, 2022.

You are requested to take the above information on record.

By order of the Board
For Zomato Limited
(formerly known as Zomato Private Limited)



Sandhya Sethia
Company Secretary & Compliance Officer
Place: Gurugram
Date: June 25, 2022

ZOMATO LIMITED

(Formerly known as Zomato Private Limited)

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

zomato

Zomato Limited

(Formerly known as Zomato Private 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 pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and the relaxations and clarifications issued by 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 and General Circular No. 3/2022 dated May 5, 2022 (“**MCA Circulars**”), any circular issued by the Securities and Exchange Board of India and other applicable laws and regulations, if any, for seeking approval of shareholders of Zomato Limited (Formerly known as Zomato Private Limited) (the “**Company**”) to the proposed resolutions appended below through Postal Ballot and being unavoidable in nature, only through remote voting by electronic means (“**remote e-voting**”).

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the “**Notice**”) only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. Detailed explanatory statement pursuant to section 102 of the Act, setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESSES:

ITEM NO. 1

APPROVAL FOR ISSUANCE UP TO 62,85,30,012 (SIXTY TWO CRORES EIGHTY FIVE LAKHS THIRTY THOUSAND AND TWELVE) EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “**Act**”), (ii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (“**FEMA**”), (iii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time

being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), (iv) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (collectively referred to as the “Stock Exchanges”), (v) in accordance with provisions of the memorandum and articles of association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, (“GoI”) the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other competent authority and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to any other regulatory approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s), approval of the shareholders of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted/ to be constituted committee of Board thereof to exercise its powers including powers conferred under this resolution), to create, offer, issue and allot up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee One) each (“Equity Share(s)”) at a price of Rs. 70.76 (Rupees Seventy and Seventy Six Paise Only) per Equity Share which is the price determined in accordance with chapter V of the SEBI ICDR Regulations (“Floor Price”) to the following persons (the “Proposed Allottees/ Selling Shareholders”) for a consideration other than cash, being discharge of total purchase consideration of Rs. 44,47,47,84,078 (Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) (“Purchase Consideration”) for the acquisition of up to 33,018 (Thirty Three Thousand and Eighteen) equity shares (“Sale Shares”) of Blink Commerce Private Limited (Formerly known as Grofers India Private Limited) (“BCPL”) from the Proposed Allottees at a price of Rs. 13,46,986.01 (Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paise Only) per equity share of BCPL, on a preferential issue on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Details of Proposed Allottees	No. of Equity Shares proposed to be issued
1	SVF Growth (Singapore) Pte. Ltd, having office at 138 Market Street, #27-01A, Capita Green, Singapore 048946	28,71,38,736
2	Internet Fund III Pte. Ltd. having office at 8 Temasek Boulevard #32-02, Suntec Tower Three, Singapore (038988)	12,34,86,408
3	Sequoia Capital India Investments IV having office at Fifth Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene, Mauritius	4,51,53,346
4	Apoletto Asia Ltd. having office at IFS Court, Bank Street, TwentyEight Cybercity, Ebene, Mauritius 72201	3,19,80,447
5	KTBN GI Ventures Limited having office at Commerce House, Wickhams Cay I, P.O. Box 3140, Road Town, Tortola, British Virgin Islands VG1110	1,97,78,384
6	KTBN Venture Fund No. 16 having office at 10FL, Uspace 2Adong, 670 Daewangpangyo-ro, Bundang-gu, Seongnamsi, Gyeonggi-do, South Korea	1,11,93,156
7	Capital Investment LLC having office at 1 st Floor, CI Tower PO BOX32932 Al Bateen Street Abu Dhabi, UAE	79,95,111
8	Daol KTB G Synergy Private Equity1 having office at 28 th Floor Post Tower, Yeounari-ro Yeongdeungpo-gu, Seoul Korea 07328	58,25,010
9	Rahul Ravindra Raj Mehta having office at 5202 Emirates Crown, Dubai Marina, Dubai, UAE 626215	27,03,109
10	Euler Fund L P having office at Trident Trust Company (Cayman) Limited, One Capital Place, P.O. Box 847, Grand Cayman, KY1-1103, Cayman Islands	21,89,137
11	Grofers International Pte Ltd (“G Singapore”) having office at 9 Straits View #06-07, Marina One West Tower, Singapore 018937	7,59,91,635
12	Bennett Coleman and Company Limited (“BCCL”) having office at The Times of India Building, Dr. D.N. Road, Mumbai 400 001	1,50,95,533



RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed through postal ballot; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) June 25, 2022 (relevant date), being the date 30 (thirty) days prior to the date on which this special resolution is proposed to be passed, falls on a weekend, hence, June 24, 2022 will be reckoned as the “**Relevant Date**” for the purpose of SEBI ICDR Regulations;
- (c) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, BCPL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (d) No partly paid-up Equity Shares shall be issued and allotted;
- (e) Allotment of the Equity Shares shall only be made in dematerialised form;
- (f) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals;
- (g) The Equity Shares shall be allotted to the Proposed Allottees subject to receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (h) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of, and performance under, any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers and consultants to give effect to this resolution.

RESOLVED FURTHER THAT any director, Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to effect any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) of the relevant terms and conditions related to the preferential issue, as may be required by any relevant regulatory authorities or otherwise; (ii) making application(s) and representation(s) to the Stock Exchanges, (iii) filing requisite documents with the MCA and other regulatory authorities, (iv) to resolve and settle any questions and difficulties that may arise in the preferential issue, (v) to issue of a private placement offer letter to the Proposed Allottees (accompanied by an application form) in accordance with the Act, (vi) to record the name of each Proposed Allottees and details of offer letter in PAS-5, (vii) issue and allot the Equity Shares, (viii) authorise the credit of Equity Shares allotted to the demat accounts of the Proposed Allottees, and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the shareholders of the Company, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

ITEM NO. 2

APPROVAL FOR FORMULATION, ADOPTION AND IMPLEMENTATION OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2022 AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY UNDER THIS PLAN

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the **“Act”**), (ii) Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB Regulations”**), (iii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (**“FEMA”**), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (**“SEBI Listing Regulations”**), (v) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (collectively referred to as the **“Stock Exchanges”**), (vi) in accordance with provisions of the memorandum and articles of association of the Company, as amended, and (vii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (**“GoI”**), the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges and/or any other competent authority and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the **“Board”**, which term shall include Nomination and Remuneration Committee (**“NRC”**) or its delegated authority to exercise its powers, including the powers conferred by this resolution), approval of the shareholders of the Company be and is hereby accorded to the Board to adopt and implement Zomato Employee Stock Option Plan 2022 (**“ESOP 2022”**) and to create, issue, offer and grant up to 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) employee stock options (**“Options”**) in one or more tranches, exercisable into equivalent number i.e. 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) equity shares of the Company having face of Re. 1/- (Rupee One) each (**“Equity Share(s)”**) under ESOP 2022, to or for the benefit the permanent employees (present or future) of the Company, whether working in India or outside of India, as may be decided by the Board and permitted under the SBEB Regulations, at such price or prices, in one or more tranches, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2022 and in compliance of SBEB Regulations and applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with the ESOP 2022 and such Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the ESOP 2022 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, the outstanding options granted/to be granted under ESOP 2022 shall be suitably adjusted for such number of options/shares and/or the exercise price, as applicable and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2022 are passed on to the employees of the Company.

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the Board to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant options to the employees of the Company (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in ESOP 2022 or suspend/ withdraw/ revive ESOP 2022 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP 2022.”

ITEM NO. 3

APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS UNDER ZOMATO EMPLOYEE STOCK OPTION PLAN 2022 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the “**Act**”), (ii) Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), (iii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder (“**FEMA**”), (iv) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), (v) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively referred to as the “**Stock Exchanges**”), (vi) in accordance with provisions of the memorandum and articles of association of the Company, as amended, and (vii) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India (“**GoI**”), the Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges and/or any other competent authority and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall include Nomination and Remuneration Committee (“**NRC**”) or its delegated authority to exercise its powers, including the powers conferred by this resolution), approval of the shareholders of the Company be and is hereby accorded to the Board to adopt and implement Zomato Employee Stock Option Plan 2022 (“**ESOP 2022**”) and to issue, offer and grant up to 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) employee stock options (“**Options**”) in one or more tranches, exercisable into equivalent number i.e. 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) equity shares of the Company having face of Re. 1/- (Rupee One) each (“**Equity Share(s)**”) under ESOP 2022, to or for the benefit the permanent employees (present or future) of the subsidiary company(ies), whether working in India or outside of India, as may be decided by the Board and permitted under the SBEB Regulations, at such price or prices, in one or more tranches, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2022 in compliance of SBEB Regulations and applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, offer issue and allot Equity Shares upon exercise of Options from time to time in accordance with the ESOP 2022 and such Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the ESOP 2022 on the Stock Exchanges as per the provisions of the SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, the outstanding options granted/to be granted under ESOP 2022 shall be suitably adjusted for such number of options/shares and/or the exercise price, as applicable and that the Board be and is hereby authorized to do all such

acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOP 2022 are passed on to the employees of the subsidiary company(ies).

RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the Board to take necessary steps for compliance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to approve the grant letter and other related documents, to grant options to the employees of the subsidiary company(ies) (including deciding the number of options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the subsidiary company(ies), to make any modifications/ changes/ variations/ alterations/ revisions in ESOP 2022 or suspend/ withdraw/ revive ESOP 2022 from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the subsidiary company(ies).

RESOLVED FURTHER THAT the Board and/or any person as authorised by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of ESOP 2022.”

Notes:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act and MCA Circulars, Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ list of beneficial owners as received from depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) and Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (“**LIPL/RTA**”) as on Tuesday, June 21, 2022 (“**Cut-Off Date**”) and who have or will register their email address with their depository participant(s) (“**DPs**”) or with RTA in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / list 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 of provision with 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 LIPL 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 LIPL i.e. <https://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 Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
6. Remote e-voting period shall commence on Sunday, June 26, 2022 at 9:00 A.M. (IST) and ends on Monday, July 25, 2022 at 5:00 P.M. (IST). The 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. 12 of this Notice. Once the vote on the resolutions are cast by the member, the member shall not be allowed to change it subsequently.

7. The board of directors of the Company at its meeting held on June 24, 2022, appointed Mr. Nitesh Latwal, Partner (COP No.: 16276), M/s. PI & Associates, Practising Company Secretaries, 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 e-voting within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting at the registered office of the Company.
9. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website www.zomato.com and also on the LI IPL's website and shall be 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 of the Company.
10. Resolution passed by the members through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolutions, if approved by the requisite votes of members by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Monday, July 25, 2022.
11. Members who have not registered their email address with the Depositories/DPs, may complete the email registration process as under to receive the Notice and vote on the resolutions mentioned therein:
 - I. The members of the Company holding equity shares of the Company in demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with LI IPL by clicking the link:

https://linkintime.co.in/emailreg/email_register.html on its website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LI IPL at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - II. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
12. The instructions and other information relating to remote e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

- b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
- a) Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- b) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

Shareholders who are unable to retrieve User ID/ Password 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 time till they have voted on the resolution(s) for a particular "Event".

III. 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No. + Folio No. 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).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

V. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

VI. Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode 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 of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 minimum 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 No. registered with the Company

13. The vote in this Postal Ballot cannot 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 e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

**By Order of the Board of Directors
For Zomato Limited
(Formerly known as Zomato Private Limited)**


**Ms. Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**



**Date: June 24, 2022
Place: Gurugram**

EXPLANATORY STATEMENT PURSUANT TO THE ACT AND OTHER APPLICABLE LAWS

ITEM NO. 1

As required under Section 102 and other applicable provisions of the Act and Regulation 163 of SEBI ICDR Regulations, the following statement sets out all the material facts relating to the special business mentioned under Item No. 1 of this Notice.

The members of the Company are hereby informed that as on the date of this Notice, the Company holds 1 (One) equity share and 3,248 (Three Thousand Two Hundred and Forty Eight) compulsorily convertible preference shares in BCPL. Further, 32,225 (Thirty Two Thousand Two Hundred and Twenty Five) equity shares of BCPL are held by G Singapore. Additionally, BCCL holds 1 (one) equity share and 1(one) share warrant (convertible into 792 (Seven Hundred and Ninety Two) equity shares upon exercise of share warrants) in BCPL. The Company had acquired the aforesaid stake in BCPL in August, 2021 as part of its inorganic growth initiatives. The Company intends to consolidate its stake in BCPL and acquire it fully. This acquisition is in line with the Company's strategy of investing in the quick commerce segment, which has been stated earlier in the shareholder letters released by the Company along with its quarterly results.

Prior to the acquisition of the Sale Shares by the Company, the following persons ("Sellers"), who are presently shareholders of G Singapore, shall have acquired the equity shares of BCPL, pursuant to certain corporate processes and regulatory compliances under applicable law of Singapore, as detailed below:

S. No.	Name of Sellers	No. of equity shares to be held in BCPL prior to allotment
1.	SVF Growth (Singapore) Pte. Ltd	15,084
2.	Internet Fund III Pte. Ltd.	6,487
3.	Sequoia Capital India Investments IV	2,372
4.	Apoletto Asia Ltd	1,680
5.	KTBN GI Ventures Limited	1,039
6.	KTBN Venture Fund No. 16	588
7.	Capital Investment LLC	420
8.	Daol KTB G Synergy Private Equity I	306
9.	Rahul Ravindra Raj Mehta	142
10.	Euler Fund L P	115

Further, prior to the acquisition of the Sale Shares, 1 share warrant held by BCCL in BCPL shall be converted into 792 (Seven Hundred and Ninety Two) equity shares of BCPL.

The Board in its meeting held on June 24, 2022, approved the acquisition of Sale Shares from the Selling Shareholders for a purchase consideration of Rs. 44,47,47,84,078 (Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) ("**Purchase Consideration**") (for purchase of 100% of the Sale Shares) to be discharged by way of issuance of up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) Equity Shares of the Company on preferential basis to the Selling Shareholders (as detailed below) at a price of Rs. 70.76 (Rupees Seventy and Seventy Six Paise Only) per Equity Share:

Name of Selling Shareholders/ Proposed Allottees	No. of equity shares to be acquired of BCPL	Respective portion of Purchase Consideration in Rs. (i.e. pro-rata value of BCPL held by the Proposed Allottee/ Selling Shareholders)	No. of Equity Shares proposed to be allotted
SVF Growth (Singapore) Pte. Ltd	15,084	20,31,79,36,975	28,71,38,736
Internet Fund III Pte. Ltd.	6,487	8,73,78,98,247	12,34,86,408

Name of Selling Shareholders/ Proposed Allottees	No. of equity shares to be acquired of BCPL	Respective portion of Purchase Consideration in Rs. (i.e. pro-rata value of BCPL held by the Proposed Allottee/ Selling Shareholders)	No. of Equity Shares proposed to be allotted
Sequoia Capital India Investments IV	2,372	3,19,50,50,816	4,51,53,346
Apoletto Asia Ltd	1,680	2,26,29,36,497	3,19,80,447
KTBN GI Ventures Limited	1,039	1,39,95,18,464	1,97,78,384
KTBN Venture Fund No. 16	588	79,20,27,774	1,11,93,156
Capital Investment LLC	420	56,57,34,124	79,95,111
Daol KTB G Synergy Private Equity I	306	41,21,77,719	58,25,010
Rahul Ravindra Raj Mehta	142	19,12,72,013	27,03,109
Euler Fund L P	115	15,49,03,391	21,89,137
Grofers International Pte Ltd	3,992	5,37,71,68,152	7,59,91,635
Bennett Coleman and Company Limited	793	1,06,81,59,906	1,50,95,533

The issuance of Equity Shares by the Company and purchase of Sale Shares from the Proposed Allottees by the Company shall be completed in accordance with the provisions of the Act and rules thereunder, SEBI ICDR Regulations, Listing Regulations and the share purchase agreement executed amongst the Company, BCPL and Proposed Allottees on June 24, 2022 (“**Definitive Agreement**”) in this regard.

Necessary information/ details in relation to the preferential issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

1. Purpose or object of the preferential issue:

The Company intends to acquire up to 33,018 (Thirty Three Thousand and Eighteen) Sale Shares of BCPL from Selling Shareholders for a total purchase consideration of Rs. 44,47,47,84,078 (Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only). The Company shall issue and allot up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up Equity Shares at a price of Rs. 70.76 (Rupees Seventy and Seventy Six Paise Only) per Equity Share for a consideration other than cash, being discharge of total purchase consideration of Rs. 44,47,47,84,078 (Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) (for purchase of 100% of the Sale Shares) for such acquisition pursuant to the Definitive Agreement, salient features of the same as detailed above.

2. Maximum number and type of specified securities to be issued:

The Company proposes to issue up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) Equity Shares.

3. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as on the cut-off date i.e. Tuesday, June 21, 2022 and the post-issue shareholding pattern is given below:

Category	Category of shareholder	Pre-Issue No. of shares held	Pre-Issue % of total holding	Post-Issue No. of shares held	Post-Issue % of holding
(A)	Promoter & Promoter Group	-	-		
(B)	Public				
1	Institutions				
(a)	Mutual Fund	18,98,09,670	2.41	18,98,09,670	2.23
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	43,54,562	0.06	43,54,562	0.05
(d)	Foreign Venture Capital Investors	2,12,43,015	0.27	2,12,43,015	0.25
(e)	Foreign Portfolio Investor	79,76,35,041	10.13	79,76,35,041	9.38
(f)	Financial Institutions / Banks	-	-	-	0.00
(g)	Insurance Companies	1,17,30,136	0.15	1,17,30,136	0.14
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-
	Sub Total (B)(1)	1,02,47,72,424	13.02	1,02,47,72,424	12.05
2	Central Government/ State Government(s)/ President of India				
	Central Government / State Government(s)	8,482	0.00	8,482	0.00
	Sub Total (B)(2)	8,482	0.00	8,482	0.00
3	Non-Institutions				
(a)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	32,49,43,126	4.13	32,49,43,126	3.82
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	42,99,12,086	5.46	42,99,12,086	5.06
(b)	NBFCs registered with RBI	12,170	0.00	12,170	-
(c)	Bodies Corporate	1,22,08,10,417	15.51	1,83,86,23,173	21.63
(d)	Any Other	4,65,15,08,113	57.40	4,66,22,25,369	54.84
	Sub Total (B)(3)	6,62,71,85,912	84.17	7,25,57,15,924	85.34
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	7,65,19,66,818	97.18	8,28,04,96,830	97.39
(C)	Non Promoter - Non Public			-	-
1	Custodian/DR Holder	-	-	-	-

Category	Category of shareholder	Pre-Issue No. of shares held	Pre-Issue % of total holding	Post-Issue No. of shares held	Post-Issue % of holding
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit and Sweat Equity) Regulations, 2021)	22,16,87,858	2.82	22,16,87,858	2.61
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	22,16,87,858	2.82	22,16,87,858	2.61
	Total (A+B+C)	7,87,36,54,676	100.00	8,50,21,84,688	100.00

4. Time frame within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution through postal ballot; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

5. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees (“UBO”), the percentage of post preferential issue capital that may be held by the Proposed Allottees, and the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of Proposed Allottees	Category	Name of UBO*	Pre-Issue Holding	Percentage of post preferential issue capital that may be held by the Proposed allottee(s)
1.	SVF Growth (Singapore) Pte. Ltd	Non-Promoter	1. Martin Joseph O’Regan 2. Anna Yu-Jui Lo 3. Rhonda Ann Gornitsky	-	3.38%
2.	Internet Fund III Pte. Ltd.	Non-Promoter	Venkatagiri Mudeliar	-	1.45%
3.	Sequoia Capital India Investments IV	Non-Promoter	Muhammad Aslam Koomar	0.17%	0.69%
4.	Apoletto Asia Ltd	Non-Promoter	Rebecca David	0.03%	0.40%
5.	KTBN GI Ventures Limited	Non-Promoter	Kim Chang Kyu	-	0.23%
6.	KTBN Venture Fund No. 16	Non-Promoter	Kim Chang Kyu	-	0.13%
7.	Capital Investment LLC	Non-Promoter	Hazzaa Zayed Sultan	-	0.09%
8.	Daol KTB G Synergy Private Equity I	Non-Promoter	Junghoon Kwon	-	0.07%
9.	Rahul Ravindra Raj Mehta	Non-Promoter	N.A.	-	0.03%
10.	Euler Fund L P	Non-Promoter	Antonios Indianos	-	0.03%
11.	Grofers International Pte Ltd	Non-Promoter	Albinder Singh Dhindsa	-	0.89%
12.	Bennett Coleman and Company Limited	Non-Promoter	1. Sivakumar Sundaram 2. Himanshu Agarwal 3. Kausik Nath	-	0.18%

**The Company has been informed by the respective Proposed Allottees, that there is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 25% of shares or capital or profits in the entity, or exercises control through other means and accordingly details of their Senior Managing Official has been disclosed.*

6. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be no change in control in the Company consequent to the completion of the preferential allotment to the Proposed Allottees.

7. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

8. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations where it is required to do so and if the amount payable on account of the re-computation of price is not paid within the time stipulated, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees:

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued. Therefore, the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

9. Practicing company secretary's certificate:

The certificate issued by M/s. Parveen Kumar and Associates (Membership No. F10315), Practicing Company Secretary, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be available for inspection by the members on request. Kindly send your request at companysecretary@zomato.com. A copy of the certificate is made available on the website of the Company i.e. https://b.zmtcdn.com/data/file_assets/81573a9bd1c59d1d6d2770361dc20ee81656059195.pdf

10. Lock-in Period:

- (i) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement subject to approval by the board of directors of the Company;
- (ii) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval, as per the SEBI ICDR Regulations.

11. Particulars of the offer including date of passing of Board resolution:

The Board in its meeting held on June 24, 2022 approved issuance of up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) Equity Shares of the Company to Proposed Allottees by way of preferential issue for a consideration other than cash i.e. for purchase of Sale Shares of BCPL from Proposed Allottees by the Company.

12. Basis on which the price has been arrived at and justification for consideration other than cash:

The floor price has been determined as per the pricing formula prescribed under the SEBI ICDR Regulations which shall not be less than higher of the following:

- (i) 90 trading days' volume weighted average price ("VWAP") of the Equity Shares quoted on the recognised stock exchange* preceding the Relevant Date i.e. Rs. 70.76 (Rupees Seventy and Seventy Six Paise Only) per Equity Share.
- (ii) 10 trading days' VWAP of the Equity Shares quoted on the recognised stock exchange* preceding the Relevant Date: i.e. Rs. 67.96 (Rupees Sixty Seven and Ninety Six Paise Only) per Equity Share.

The Relevant Date is June 24, 2022, for determination of Floor Price of the Equity Shares to be issued.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for Equity Shares.

**recognised stock exchange pursuant to SEBI ICDR Regulations is NSE.*

Accordingly, the price per Equity Share to be issued is fixed at Rs. 70.76 (Rupees Seventy and Seventy Six Paise Only) which is the price computed as per the pricing formula prescribed under the SEBI ICDR Regulations. The valuation of the Equity Shares has been performed by M/s. Ernst & Young Merchant Banking Services LLP (SEBI registered category I Merchant Banker and an independent registered valuer) (“EY”) having its office at 14th Floor, the Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400028. Further, EY have also issued independent valuation report for Sale Shares of BCPL.

Further, as a measure of good governance, the Company has also obtained a fairness opinion from Morgan Stanley India Company Private Limited confirming that the valuation of BCPL pursuant to the Definitive Agreement is fair from a financial point of view to the Company.

The Company intends to acquire up to 33,018 (Thirty Three Thousand and Eighteen) equity shares of BCPL from Selling Shareholders, for a total purchase consideration of Rs. 44,47,47,84,078 (Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) at a price of Rs 13,46,986.01 (Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paise Only) per equity share.

13. Amount which the company intends to raise by way of such securities:

Not applicable.

14. Material terms of raising such securities:

The Equity Shares shall be fully paid-up and listed on the Stock Exchanges and rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations and the Definitive Agreement), in accordance with the applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company.

15. Other disclosures related to the Company, promoters, directors or key managerial personnel:

- i. None of the directors or key managerial personnel of the Company intend to subscribe to any Equity Shares pursuant to this preferential issue.
- ii. Neither the Company nor any of its directors are categorized as wilful defaulter(s) or a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- iii. Neither the Company, nor any of its directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv. The Company is a professionally managed company and does not have identifiable promoters. Hence, the disclosures with respect to promoters shall not be applicable.

In terms of the provisions of Sections 23, 42 and 62(1)(c), and other applicable provisions, if any, of the Act, SEBI ICDR Regulations and Listing Regulations, as amended from time to time, any preferential issue of specified securities is required to be approved by the shareholders of the Company by way of a special resolution. Therefore, the consent of the shareholders of the Company is being sought by way of a special resolution to issue up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) Equity Shares to the Proposed Allottees on preferential basis to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 1 of this Notice, for the approval of the shareholders of the Company.

ITEM NO. 2 AND 3

As required under Section 102 of the Act and Regulation 6(2) of the SBEB Regulations, the following statement sets out all the material facts relating to the special businesses mentioned under Item No. 2 and 3 of this Notice.

The Company is intending to create a new employee stock option plan namely Zomato Employee Stock Option Plan (“**ESOP 2022**”) to grant up to 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) Options in one or more tranches which could give rise to the issue of Equity Shares of the Company, not exceeding 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) Equity Shares, as determined from time to time under ESOP 2022 at any time for the benefit of the employees (present and future), whether in India or outside of India, of the Company and subsidiary company(ies) including without limitation to benefit the employees of Blink Commerce Private Limited (“**BCPL**”), once the proposed acquisition of BCPL is completed.

Number of Options under ESOP 2022 represents options which are equivalent to the ungranted and unvested ESOPs pool that were created for the current and future employees of the business being acquired, and the existing unvested and ungranted options pool of the business being acquired will be cancelled once the proposed acquisition is completed.

The NRC inter-alia approved and recommended formulation and adoption of ESOP 2022 which was duly approved by Board at its meeting held on June 24, 2022 subject to the approval of the shareholders of the Company.

The salient features and other details as required under Section 62(1)(b) of the Act, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) SBEB Regulations, as amended are given below:

S. No.	Particulars	Details
1)	Brief description of ESOP Scheme	<p>ESOP 2022 provides for grant Options to employees as may be permissible under the SBEB Regulations (hereinafter referred to as ‘Employees’) from time to time.</p> <p>Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the NRC at the time of each grant. After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Options is convertible into one Equity Share of the Company upon vesting and exercise.</p> <p>The Company will issue Equity Shares upon exercise of vested Options, subject to fulfilment of certain condition(s) including without limitation payment of exercise price and satisfaction of tax obligations.</p> <p>The NRC shall administer the ESOP 2022. All questions of interpretation of the ESOP 2022 shall be determined by the NRC/Board and such determination shall be final and binding upon all persons having an interest in the ESOP 2022.</p>
2)	Total number of stock options to be granted	It is proposed to grant / offer / issue up to 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) Options, in one or more tranches. Each Option will

S. No.	Particulars	Details
		<p>entitle the option holder 1 (one) Equity Share of the Company Accordingly, up to 3,36,55,902 (Three Crores Thirty Six Lakhs Fifty Five Thousand Nine Hundred and Two) Equity Shares shall be allotted to the Employees under the ESOP 2022 upon exercise of all options under ESOP 2022.</p> <p>The SBEB Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC shall adjust the number/shares and/or exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP 2022 remain the same after any such corporate action keeping the life of the Options intact.</p>
3)	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme and be beneficiaries in the scheme	Employee(s) (as defined in Regulation 2(i) of the SBEB Regulations) as may be determined by the NRC, shall be eligible to participate in the ESOP 2022. The NRC will determine the specific employees or class of employees who will be eligible for award of stock options based on such criteria as may be decided.
4)	Requirements of vesting and period of vesting	<p>Subject to exceptions in cases of death and permanent incapacity as provided under SBEB Regulations, Options granted shall vest so long as the Employee continues to be in the employment of the Company and/or its subsidiary company (ies). The NRC may, at its discretion, lay down certain performance metrics/conditions on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which Options granted would vest.</p> <p>Subject to exceptions in cases of death and permanent incapacity as provided under SBEB Regulations, the Options would vest not earlier than 1 (One) year and not more than a maximum period of 10 (Ten) years from the date of grant of Options as may be decided by the NRC at the time of each grant. The exact proportion in which and the exact period over which the Options would vest would be determined by the NRC.</p>
5)	Maximum period within which the options shall be vested	All the Options granted on any date shall vest not later than a maximum of 10 (Ten) years from the date of grant of Options as stated in Point No. 4 above.
6)	Exercise price or the formula for arriving at the same	The exercise price per Option shall be determined by the NRC at the time of grant, which shall not be less than the face value of the Equity Share of the Company and shall not be more than fair market value of an equity share of the Company as on the date of grant of the Option and shall be in conformity with the applicable accounting policies, if any.
7)	Exercise period and process of exercise	<p>Exercise period on various condition is specified under the Table 1.1.</p> <p>Employee who has been granted Options by the Company, on completion of the vesting period shall submit an exercise application to the Company for the allotment of Equity Shares pursuant to the vested options, accompanied with:</p>

S. No.	Particulars	Details
		<p>(i) Payment of equivalent amount of exercise price with respect to the Equity Shares being allotted along with applicable taxes;</p> <p>(ii) Such other documentation as may be specified by the NRC to confirm the extinguishment of rights with respect to the options then exercised.</p>
8)	Appraisal process for determining the eligibility of employees for the Employees Stock Option Scheme	The appraisal process for determining the eligibility of the employee will be specified by the NRC and will be based on criteria such as role / designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the NRC.
9)	Maximum number of options to be offered and issued per employee and in aggregate	The maximum number of Options that may be granted to any Employee shall be decided by the Board or NRC. However, in case the number of Options proposed to be granted to any Employee equals to or exceeds 1% of the issued capital of the Company at the time of grant of Options, prior approval of the shareholders by way of a separate resolution shall be obtained.
10)	maximum quantum of benefits to be provided per employee under a scheme	The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under ESOP 2022. No benefit other than grant of Options is envisaged under ESOP 2022.
11)	whether the scheme is to be implemented and administered directly by the company or through a trust	ESOP 2022 shall be implemented directly by the Company through its Board and NRC.
12)	whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both	ESOP 2022 will involve new issue of equity shares of the Company and will not involve any secondary acquisition.
13)	the amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable.
14)	maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme	Not Applicable.
15)	statement to the effect that the company shall conform to the accounting policies and comply with accounting standards	<p>The Company will follow and comply Accounting Standard IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SBEB Regulations.</p> <p>In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SBEB Regulations.</p>
16)	Method which the Company shall use to value its options	Options shall be valued at fair market value of the Equity Share which (means the latest available closing price on a recognized stock exchange on which the Equity Shares of the Company are listed on the date immediately prior to the

S. No.	Particulars	Details
		relevant date. If such Equity Shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered.
17)	Lock-in period, if any	The Equity Shares issued pursuant to exercise of Options shall not be subject to any lock-in period.
18)	Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Details specified under the Table 1.1.
19)	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Details specified under the Table 1.1.
20)	Terms & conditions for buyback, if any specified securities	The NRC has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted in compliance with applicable laws.

Table 1.1

S. No.	Particulars	Vested Options	Unvested Options
1)	In case of continuation of employment	All the vested Options can be exercised by the Employee within 10 years from the date of vesting of Options.	All the unvested Options shall continue to vest as per the vesting schedule and can be exercised within 10 years from the date of vesting of Options.
2)	Resignation/ Termination (other than due to Misconduct or breach of Company's policies/terms of employment from time to time).	All the vested Options as on the date of submission of resignation/date of termination (other than due to Misconduct or breach of company policies/terms of employment from time to time) shall be exercisable by the Employee within 10 years from the date of vesting of Options.	All the unvested Options on the date of submission of resignation/date of termination (other than due to Misconduct or breach of company policies/terms of employment from time to time) shall stand cancelled with effect from that date.
3)	Termination due to Misconduct or due to breach of Company's policies or the terms of employment from time to time.	All the vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All unvested Options on the date of such termination shall stand cancelled with effect from that date.
4)	Retirement/Early Retirement approved by the Company	All vested Options as on date of retirement/early retirement shall be exercisable by the Employee within 10 years from the date of vesting of Options.	All unvested Options will stand cancelled as on the date of such retirement/early retirement, unless otherwise provided under the applicable laws and determined by

S. No.	Particulars	Vested Options	Unvested Options
			the NRC whose determination will be final and binding.
5)	Death	All vested Options as on date of death shall be exercisable by the Employee's nominee or legal heirs within 10 years from the date of vesting of Options.	All the unvested Options as on the date of death shall vest immediately and may be exercised by the Employee's nominee or legal heirs within 10 years from the date of vesting of Options.
6)	Termination/Resignation due to Permanent Incapacity	All vested Options as on date of permanent incapacity shall be exercisable by the Employee, within 10 years from the date of vesting of Options.	All the unvested Options as on the date of such permanent incapacity shall vest immediately and can be exercised by the Employee within 10 years from the date of vesting of Options.
7)	Abandonment of Employment without Company's consent *	All the vested Options shall stand cancelled.	All the unvested Options shall stand cancelled.
8)	Redundancy of employment	All the vested Options as on the date of redundancy shall be exercisable by the Employee within 10 years from the date of vesting of Options, unless otherwise decided by the NRC and such decision shall be final.	All the unvested Options on the date of redundancy shall stand cancelled with effect from that date.
9)	Other reasons apart from those mentioned above	NRC will decide whether the vested Options as on that date can be exercised by the Employee or not, and such decision shall be final.	All unvested Options on the date of exit shall stand cancelled with effect from that date.

** Board/NRC at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.*

In terms of Regulation 6(1) and other applicable provisions of SBEB Regulations and Section 62(1) (b) and other applicable provisions, if any, of the Act, the issue of Equity Shares to the Employees of the Company under an employee stock options scheme requires approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at Item No.2.

Further, as per Regulation 6(3)(c) of SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for grant of options to employees of the subsidiary companies of the Company. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at Item No. 3. None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at Registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolutions as set out at Item No. 2 and 3 of this Notice, for the approval of the shareholders of the Company.

**By Order of the Board of Directors
For Zomato Limited
(Formerly known as Zomato Private Limited)**



**Ms. Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**

**Date: June 24, 2022
Place: Gurugram**