

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

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

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

Sub.: Proceedings of the 13th Annual General Meeting of the Company

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of proceedings of the 13th Annual General Meeting of the Company, held through video conferencing on Wednesday, August 30, 2023, at 04:30 P.M. (IST).

The attached 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
Date: August 30, 2023
Place: Gurugram

Encl.: a/a

Summary of Proceedings of the 13th Annual General Meeting (“AGM”) of Zomato Limited (“Company”)**A. Date, time, venue of the AGM:**

AGM of the Company was held on Wednesday, August 30, 2023 at 4:30 P.M. IST through Video Conferencing ('VC') facility provided by Link Intime Private Limited (“RTA”), in compliance with the provision of Companies Act, 2013 read with rules thereunder (“Act”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and various circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI from time to time.

In terms of Listing Regulations, the Company also provided live webcast of the proceedings of the AGM on the website of RTA to the members of the Company.

The proceedings of this AGM were deemed to be conducted at the registered office of the Company. The meeting commenced at 4.30 P.M. IST and concluded at 6:17 P.M. IST (including time allowed for e-voting at AGM).

B. Attendance at the AGM:**I. Details of directors, key managerial personnel, auditors (statutory & secretarial auditor), scrutiniser, who attended the AGM through VC were as follows:**

- a) Mr. Kaushik Dutta - Independent Director & Chairman of Board.
- b) Mr. Deepinder Goyal – Managing Director & CEO
- c) Ms. Namita Gupta - Independent Director & Chairperson-Nomination & Remuneration Committee.
- d) Ms. Sutapa Banerjee - Independent Director & Chairperson - Audit Committee
- e) Mr. Sanjeev Bikhchandani - Nominee Director & Chairman- Stakeholders Relationship Committee.
- f) Ms. Aparna Papat Ved- Independent Director
- g) Ms. Gunjan Tilak Raj Soni- Independent Director
- h) Mr. Akshant Goyal- Chief Financial Officer
- i) Ms. Sandhya Sethia- Company Secretary & Compliance Officer
- j) Mr. Vikas Khurana from M/s Deloitte Haskins & Sells, Statutory Auditors of the Company;
- k) Mr. Nishant Arora from M/s Deloitte Haskins & Sells, Statutory Auditors of the Company;
- l) Mr. Rupesh Agarwal from M/s Chandrasekaran Associates, Secretarial Auditors;
- m) Mr. Nitesh Latwal, scrutiniser from M/s PI & Associates.

II. Details of members who attended the AGM was as follows:

Promoter & Promoter Group	Public	Total
0	183	183

C. Brief proceedings of the AGM:

- RTA’s moderator, which has provided VC platform for convening virtual AGM, welcomed the members attending the AGM of the Company through VC facility and informed the members that

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

for the smooth conduct of the AGM, the members will be in mute mode, and audio & video would be opened only for those members who had pre-registered themselves as speaker at the AGM.

- After the announcement, RTA's moderator handed over the proceedings to Ms. Sandhya Sethia, Company Secretary and Compliance Officer of the Company.
- Ms. Sandhya Sethia, Company Secretary and Compliance Officer welcomed all the members at the AGM and also informed the members present that pursuant to Circulars issued by the MCA and SEBI, the AGM is being conducted through VC and that the Company had taken all the feasible steps to enable members to participate and vote on the matters at the AGM.
- Ms. Sandhya Sethia further informed that since the meeting was conducted virtually with electronic participation, there was no requirement to provide facility to the members to appoint proxy. She also informed the members that the statutory registers/ records and other applicable documents as required were available for inspection electronically by the members and the proceedings of this AGM shall be deemed to be conducted at the registered office of the Company.
- Ms. Sandhya Sethia welcomed the board of directors, chief financial officer, auditors, other stakeholders and dignitaries present in the AGM. Ms. Sandhya Sethia introduced the directors and officials participating in the AGM through VC facility and confirmed the presence of a) Kaushik Dutta, independent director and chairman of the board of directors of the Company and member of the audit committee, nomination and remuneration committee and risk management committee participating from Gurugram; b) Deepinder Goyal, managing director and the chief executive officer of the Company, chairman of the risk management committee, corporate social responsibility committee and investment committee and member of stakeholders relationship committee participating from Gurugram; c) Sutapa Banerjee, independent director on the board of directors of the Company, chairperson of the audit committee and member of investment committee participating from Mumbai; d) Namita Gupta, independent director on the board of directors of the Company, chairperson of nomination and remuneration committee and member of the audit committee, risk management committee, stakeholders relationship committee and corporate social responsibility committee participating from Delhi; e) Sanjeev Bikhchandani, nominee director on the board of directors of the Company, chairman of stakeholders relationship committee and member of the audit committee, nomination and remuneration committee, and investment committee participating from Delhi; f) Gunjan Tilak Raj Soni, independent director on the board of directors of the Company and member of the corporate social responsibility committee and risk management committee participating from Singapore; g) Aparna Popat Ved independent director on the board of directors of the Company and member of the corporate social responsibility committee participating from Mumbai; and h) Akshant Goyal, chief financial officer of the Company and member of the investment committee participating from Gurugram
- Ms. Sandhya Sethia also confirmed the presence of representatives of statutory auditors and secretarial auditors at the meeting through VC.
- Ms. Sandhya Sethia informed that pursuant to the relevant provisions of the Articles of Association of the Company, Mr. Kaushik Dutta took the chair.
- Mr. Kaushik Dutta welcomed all the members and board of directors of the Company present at the AGM. The Chairman informed that the requisite quorum was present and declared the meeting was in order.

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- The Chairman delivered his speech including key highlights about Company's performance during the financial year 2022-23.
- Ms. Sandhya Sethia, requested the moderator to open the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The Company gave opportunity to speakers who have registered to express their views, ask questions.
- The questions raised by the members were duly answered by Mr. Akshant Goyal.
- Ms. Sandhya Sethia requested the members who were not able to speak to share their queries to shareholders@zomato.com or companysecretary@zomato.com.
- Ms. Sandhya Sethia informed the members that the Notice of AGM, the board report, the statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2023, have been sent to the members of the Company at their registered email address, within prescribed timelines and with the consent of members, were taken as read. She also informed to the members that the statutory auditors' report and secretarial auditor's report of the Company did not contain any qualifications, observations or other remarks.
- Thereafter, Ms. Sandhya Sethia, briefed the members on the resolutions as set out in the Notice of AGM.

Ordinary Business:

- 1) To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the board of directors and auditors' thereto.
- 2) To consider and reappoint Mr. Sanjeev Bikhchandani (DIN: 00065640), Non-Executive and Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- 3) To consider and approve the re-classification of authorised share capital of the Company and consequent alteration to the memorandum of association.
- She also informed that the members holding shares as on the cut-off date i.e. Wednesday, August 23, 2023, were entitled to cast their votes through remote e-voting and e-voting at the AGM. The remote e-voting facility provided by the Company to the members commenced from Saturday, August 26, 2023 at 9:00 A.M. (IST) and concluded on Tuesday, August 29, 2023, 5:00 P.M. (IST).
 - Members attending the AGM who did not cast their vote remote e-voting facility were also given the facility to cast their vote electronically at the meeting.
 - She also informed that board of directors of the Company had appointed Mr. Nitesh Latwal, from M/s. PI & Associates, as the scrutinizer to supervise the e-voting process.
 - The members were informed that details of the voting results along with the consolidated Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website and also on the website of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company i.e. [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) within stipulated timelines.

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- Ms. Sandhya Sethia announced that the E-voting facility is kept open for next 15 minutes to enable the members to cast their vote and meeting was closed with a vote of thanks.

In furtherance to the above proceedings of AGM, we wish to inform that the members of the Company have duly passed all the resolutions at the 13th Annual General Meeting of the Company held on Wednesday, August 30, 2023 at 04:30 P.M. (IST) through video conferencing.

Further, following will be submitted to exchange within stipulated timelines.

- (i) Voting Results under Regulation 44(3) of the Listing Regulations; and
- (ii) Consolidated Scrutinizer's Report dated August 30, 2023, under Section 108 of the Companies Act, 2013

For Zomato Limited

Ms. Sandhya Sethia
Company Secretary & Compliance Officer
Date: August 30, 2023
Place: Gurugram