

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: Disclosure of voting results and scrutinizer's report of the 13th Annual General Meeting of the Company

Dear Sir/Ma'am,

In furtherance to our letter dated August 4, 2023, we wish to inform that the members of the Company have duly passed the following 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:

S. No.	Description
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' thereon;
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 reappointment.
3	To consider and approve the re-classification of authorised share capital of the Company and consequent alteration to the Memorandum of Association

In this regard, we are enclosing herewith the following:

- (i) Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) Consolidated scrutinizer's report dated August 30, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

The voting results along with the scrutinizer's report will also be hosted on the website of the Company i.e. www.zomato.com and 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).

For Zomato Limited

Sandhya Sethia
Company Secretary and Compliance Officer
Date: September 1, 2023
Place: Kolkata
Encl: As above

ZOMATO LIMITED

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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

Zomato Limited

CIN: L93030DL2010PLC198141

Ground Floor 12A, 94 Meghdoot Nehru Place

New Delhi South Delhi- 110019

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 13th Annual General Meeting ("AGM") of Zomato Limited ("Company"), held on Wednesday, August 30, 2023, at 04:30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Nitesh Latwal, Practising Company Secretary and Partner of M/s. PI & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on August 03, 2023, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Wednesday, August 30, 2023, at 04:30 PM (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "**SEBI Circulars**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated August 03, 2023 ("**AGM Notice**").



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CORPORATE OFFICE

D-38, South Extension Part - I, New Delhi - 110049 India | +91 11 40622200 | info@piassociates.co.in

1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company or any person authorised by him.
2. I submit my report as under: -
 - i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2022-23 was dispatched by the Company on Friday, August 04, 2023 only by electronic mode to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.
 - ii. The Company engaged Link Intime India Private Limited ("**Link Intime**") for providing services related to remote e-voting and e-voting at the AGM.
 - iii. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the website of the Company and Link Intime.
 - iv. The members of the Company as on the "cut off" date i.e. Wednesday, August 23, 2023 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
 - v. The remote e-voting period commenced on Saturday, August 26, 2023 at 9.00 A.M. (IST) and ended on Tuesday, August 29, 2023 at 5.00 P.M. (IST).
 - vi. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company.
 - vii. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the Link Intime and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.
 - viii. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as **Annexure- A**.



- ix. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 3 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by



**Chairman/person authorized by the Chairman
Zomato Limited**

Date: August 30, 2023

Place: New Delhi

Thanking You

For PI & Associates

Company Secretaries

FRN: P2014UP035400

PR: 1498/2021



Nitesh Latwal

CP No. 16277

UDIN: A032109E000897831



Item No. 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' thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	2,025	5,96,09,26,671	99.9931	62	4,12,573	0.0069	1	94,861
E-Voting at AGM	26	7,33,092	100	Nil				
Total	2,051	5,96,16,59,763	99.9931	62	4,12,573	0.0069		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 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.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	1,877	5,77,09,49,281	96.1937	225	22,83,48,883	3.8063	1	94,861
E-Voting at AGM	26	7,33,092	100	Nil				
Total	1,903	5,77,16,82,373	96.1942	225	22,83,48,883	3.8058		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 3:

To consider and approve the re-classification of authorized share capital of the Company and consequent alteration to the Memorandum of Association.

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	1,982	5,99,43,14,155	99.9997	98	18,783	0.0003	1	94,861
E-Voting at AGM	26	7,33,092	100	Nil				
Total	2,008	5,99,50,47,247	99.9997	98	18,783	0.0003		

Result: The Special Resolution has been passed with requisite consent.



General information about Company	
Scrip code	543320
NSE Symbol	ZOMATO
MSEI Symbol	Not Listed
ISIN	INE758T01015
Name of the company	Zomato Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	August 30, 2023
Start time of the meeting	04:30 PM
End time of the meeting	06:17 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Nitesh Latwal
Firms Name	PI & Associates
Qualification	CS
Membership Number	16276
Date of Board Meeting in which appointed	August 3, 2023
Date of Issuance of Report to the company	August 30, 2023

Voting results	
Record date	August 23, 2023
Total number of shareholders on record date	17,67,588
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	183
No. of resolution passed in the meeting	3

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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' thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	4,98,45,44,953	3,91,75,50,880	78.5940	3,91,71,51,921	3,98,959	99.9898	0.0000
	Poll				0	0		0
	Postal Ballot (if applicable)				0	0		0
	Total		4,98,45,44,953	3,91,75,50,880	78.5940	3,91,71,51,921	3,98,959	99.9898
Public- Non Institutions	E-Voting	3,61,99,01,262	2,04,37,88,364	56.4598	2,04,37,74,750	13,614	99.9993	0.0007
	Poll		7,33,092		7,33,092	0	100.0000	0.0000
	Postal Ballot (if applicable)		0		0	0		
	Total		3,61,99,01,262	2,04,45,21,456	56.4800	2,04,45,07,842	13,614	99.9993
Total		8,60,44,46,215	5,96,20,72,336	69.2906	5,96,16,59,763	4,12,573	99.9931	0.0069
Whether resolution is Passed or Not							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1
Public - Non Insitutions	0

Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To re-appoint Mr. Sanjeev Bikhchandani(DIN: 00065640), Non-Executive and Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000	
	Poll		0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total		0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	4,98,45,44,953	3,95,55,09,848	79.3555	3,72,71,80,155	22,83,29,693	94.2276	0.0000	
	Poll				0	0		0	
	Postal Ballot (if applicable)					0	0		0
	Total		4,98,45,44,953	3,95,55,09,848	79.3555	3,72,71,80,155	22,83,29,693	94.2276	0.0000
Public- Non Institutions	E-Voting	3,61,99,01,262	2,04,37,88,316	56.4598	2,04,37,69,126	19,190	99.9991	0.0009	
	Poll		7,33,092		7,33,092	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0		0	0			
	Total		3,61,99,01,262	2,04,45,21,408	56.4800	2,04,45,02,218	19,190	99.9991	0.0009
Total		8,60,44,46,215	6,00,00,31,256	69.7318	5,77,16,82,373	22,83,48,883	96.1942	3.8058	
Whether resolution is Passed or Not							Yes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the re-classification of authorised share capital of the Company and consequent alteration to the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	4,98,45,44,953	3,95,05,44,785	79.2559	3,95,05,44,785	0	100.0000	0.0000
	Poll		0		0	0		0
	Postal Ballot (if applicable)		0		0	0		0
	Total		4,98,45,44,953	3,95,05,44,785	79.2559	3,95,05,44,785	0	100.0000
Public- Non Institutions	E-Voting	3,61,99,01,262	2,04,37,88,153	56.4598	2,04,37,69,370	18,783	99.9991	0.0009
	Poll		7,33,092		7,33,092	0	100.0000	0.0000
	Postal Ballot (if applicable)		0		0	0		
	Total		3,61,99,01,262	2,04,45,21,245	56.4800	2,04,45,02,462	18,783	99.9991
Total		8,60,44,46,215	5,99,50,66,030	69.6740	5,99,50,47,247	18,783	99.9997	0.0003
Whether resolution is Passed or Not							Yes	

Details of Invalid Votes		No. of Votes
Category		
Promoter and Promoter Group		0
Public Insitutions		1
Public - Non Insitutions		0