

To

BSE Limited  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai- 400001

To

National Stock Exchange of India Limited  
Listing Department,  
C-1, G-Block, Sandra - Kurla Complex  
Sandra (E), Mumbai - 400051

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

**Sub: Disclosure of Voting Result and scrutinizer report of the 12<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Ma'am,

In furtherance to our letter dated August 5, 2022, we wish to inform that the members of the Company have duly passed the following resolutions at the 12<sup>th</sup> Annual General Meeting of the Company held on Tuesday, August 30, 2022 at 04:00 P.M. (IST) through video conferencing:

Sl. No	Description of the ordinary resolution(s)
1.	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the board of directors and auditors' thereon; and
2.	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.

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) Report of the Scrutinizer dated August 31, 2022, 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](http://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>

This is for your information and records.

**For Zomato Limited  
(Formerly known as Zomato Private Limited)**



**Sandhya Sethia  
(Company Secretary & Compliance Officer)  
Date: September 1, 2022  
Place: Gurugram**

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**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

**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**  
(Formerly known as Zomato Private Limited)  
CIN: L93030DL2010PLC198141  
Ground Floor 12A, 94 Meghdoot,  
Nehru Place, New Delhi – 110019, India

**Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 12<sup>th</sup> Annual General Meeting ("AGM") of Zomato Limited (Formerly known as Zomato Private Limited) ("Company"), held on Tuesday, 30<sup>th</sup> August, 2022, at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, Nitesh Latwal, Practicing 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 1<sup>st</sup> August, 2022, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Tuesday, 30<sup>th</sup> August, 2022, at 04:00 P.M. (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 and 02/2022 dated May 5, 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (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 1<sup>st</sup> August, 2022 ("**AGM Notice**").

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

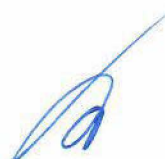

CORPORATE OFFICE

D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

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.") 2021-22 was dispatched by the Company on Friday, 5<sup>th</sup> August, 2022 only by electronic mode to all those members, whose e-mail address were registered with the Company/ Link Intime India Private Limited, Registrar and Share Transfer Agent ("Link Intime")/ Depositories.
- ii. The Company engaged 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. Tuesday, 23<sup>rd</sup> August, 2022 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 Friday, 26<sup>th</sup> August, 2022, at 09:00 A.M. (IST) and ended on Monday, 29<sup>th</sup> August, 2022, at 05:00 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 both the Resolutions as contained in the Item No(s). 1 and 2 of the AGM Notice of the Company, have been passed with requisite votes.



Countersigned by




Chairman/person authorized by chairman  
Zomato Limited  
(Formerly known as Zomato Private Limited)

Date: August 31, 2022

Place: New Delhi

Thanking You  
For PI & Associates  
Company Secretaries  
FRN: P2014UP035400  
PR: 1498/2021



Nitesh Latwal  
Partner

ACS No. 32109

CP No. 16276

UDIN: A032109D000881751

## Item No. 1:

To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the reports of the board of directors and auditors' thereon

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	2,530	6,143,756,272	99.9976	123	148,534	0.0024	Nil	
E-Voting at AGM	30	316,451	99.9684	1	100	0.0316		
<b>Total</b>	<b>2,560</b>	<b>6,144,072,723</b>	<b>99.9976</b>	<b>124</b>	<b>148,634</b>	<b>0.0024</b>		

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



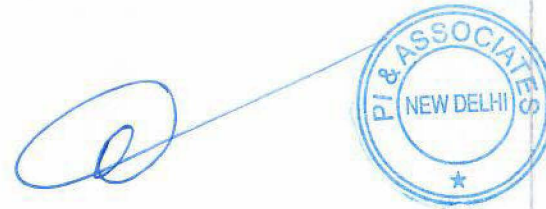
Item No. 2:

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

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	2,299	6,107,521,660	98.9090	333	67,368,310	1.0910	Nil	
E-Voting at AGM	29	279,571	88.3178	2	36,980	11.6822		
<b>Total</b>	<b>2,328</b>	<b>6,107,801,231</b>	<b>98.9085</b>	<b>335</b>	<b>67,405,290</b>	<b>1.0915</b>		

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



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "P I & ASSOCIATES" around the top edge, "NEW DELHI" in the center, and a small star at the bottom.

<b>General information about Company</b>	
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, 2022
Start time of the meeting	04:00 AM
End time of the meeting	05:16 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Mr. Nitesh Latwal
Firms Name	PI & Associates
Qualification	CS
Membership Number	16276
Date of Board Meeting in which appointed	August 1, 2022
Date of Issuance of Report to the company	August 31, 2022

<b>Voting results</b>	
Record date	August 23, 2022
Total number of shareholders on record date	18,53,616
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	184
<b>No. of resolution passed in the meeting</b>	2

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, 2022 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	0.00	0.00	
	Poll		0	0	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00	
	<b>Total</b>		0	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	2,27,47,12,645	1,81,30,84,057	79.71	1,81,30,84,057	0	100.00	0.00	
	Poll				0	0		0	
	Postal Ballot (if applicable)					0	0		0
	<b>Total</b>		2,27,47,12,645	1,81,30,84,057	79.71	1,81,30,84,057	0	100.00	0.00
Public- Non Institutions	E-Voting	6,06,16,59,371	4,33,08,20,749	71.45	4,33,06,72,215	1,48,534	100.00	0.00	
	Poll		3,16,551		3,16,451	100	99.97	0.03	
	Postal Ballot (if applicable)				0	0			
	<b>Total</b>		6,06,16,59,371	4,33,11,37,300	71.45	4,33,09,88,666	1,48,634	100.00	0.00
<b>Total</b>		<b>8,33,63,72,016</b>	<b>6,14,42,21,357</b>	<b>73.70</b>	<b>6,14,40,72,723</b>	<b>1,48,634</b>	<b>100.00</b>	<b>0.00</b>	
<b>Whether resolution is Passed or Not</b>							Yes		
<b>Disclosure of notes on resolution:</b> 21,23,64,272 Equity shares held by Employee Benefit Trust of the Company, classified in the category of "Non- Promoter Non- Public" have not been considered for the purpose of preparation of voting results									



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	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00
	<b>Total</b>		0	0	0.00	0	0	0.00
Public-Institutions	E-Voting	2,27,47,12,645	1,84,40,81,481	81.07	1,77,68,99,943	6,71,81,538	96.36	3.64
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2,27,47,12,645	1,84,40,81,481	81.07	1,77,68,99,943	6,71,81,538	96.36
Public- Non Institutions	E-Voting	6,06,16,59,371	4,33,08,08,489	71.45	4,33,06,21,717	1,86,772	100.00	0.00
	Poll		3,16,551		2,79,571	36,980	88.32	11.68
	Postal Ballot (if applicable)							
	<b>Total</b>		6,06,16,59,371	4,33,11,25,040	71.45	4,33,09,01,288	2,23,752	99.99
<b>Total</b>		<b>8,33,63,72,016</b>	<b>6,17,52,06,521</b>	<b>74.08</b>	<b>6,10,78,01,231</b>	<b>6,74,05,290</b>	<b>98.91</b>	<b>1.09</b>
<b>Whether resolution is Passed or Not</b>							Yes	
<b>Disclosure of notes on resolution:</b> 21,23,64,272 Equity shares held by Employee Benefit Trust of the Company, classified in the category of "Non- Promoter Non- Public" have not been considered for the purpose of preparation of voting results								