

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 - Postal Ballot Notice

Dear Sir/Ma'am,

This is in furtherance to our letter dated June 25, 2022, regarding notice of postal ballot (“**Notice**”) seeking the approval of the shareholders of the Company in respect of the items set out below, through remote e-voting system.

Sl. No	Description of the special resolution(s)
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;
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; and
3.	Approval for grant of employee stock options under Zomato Employee Stock Option Plan 2022 to the employees of subsidiary companies.

We would like to inform the exchange(s) that all the above-mentioned special resolution(s) are passed with requisite majority on July 25, 2022 (last date of for e-voting).

Details of voting result of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Notice, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

The voting results along with the scrutinizer's report will also 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)

This is for your information and records.

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



**Sandhya Sethia
(Company Secretary & Compliance Officer)**

Date: July 26, 2022

Place: Gurugram

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

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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	July 25, 2022
Voting Start Date	June 26, 2022
Voting End Date	July 25, 2022

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	June 24, 2022

Voting results	
Record date	June 21, 2022
Total number of shareholders on record date	15,02,750
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable (Resolution passed through postal ballot)
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	Not Applicable (Resolution passed through postal ballot)
b) Public	
No. of resolution passed in the meeting	3

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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
	Total		0	0	0.00	0	0	0.00
Public-Institutions	E-Voting	1,02,47,80,906	89,02,51,349	86.87	76,02,65,798	12,99,85,551	85.40	14.60
	Poll							
	Postal Ballot (if applicable)							
	Total		1,02,47,80,906	89,02,51,349	86.87	76,02,65,798	12,99,85,551	85.40
Public- Non Institutions	E-Voting	6,62,71,85,912	5,81,65,33,197	87.77	5,75,83,45,005	5,81,88,192	99.00	1.00
	Poll							
	Postal Ballot (if applicable)							
	Total		6,62,71,85,912	5,81,65,33,197	87.77	5,75,83,45,005	5,81,88,192	99.00
Total		7,65,19,66,818	6,70,67,84,546	87.65	6,51,86,10,803	18,81,73,743	97.19	2.81
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 22,16,87,858 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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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
	Total		0	0	0.00	0	0	0.00
Public- Institutions	E-Voting	1,02,47,80,906	89,32,51,349	87.17	15,78,49,413	73,54,01,936	17.67	82.33
	Poll							
	Postal Ballot (if applicable)							
	Total		1,02,47,80,906	89,32,51,349	87.17	15,78,49,413	73,54,01,936	17.67
Public- Non Institutions	E-Voting	6,62,71,85,912	5,81,65,31,164	87.77	5,68,07,19,295	13,58,11,869	97.67	2.33
	Poll							
	Postal Ballot (if applicable)							
	Total		6,62,71,85,912	5,81,65,31,164	87.77	5,68,07,19,295	13,58,11,869	97.67
Total		7,65,19,66,818	6,70,97,82,513	87.69	5,83,85,68,708	87,12,13,805	87.02	12.98
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 22,16,87,858 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 (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for grant of employee stock options under Zomato Employee Stock Option Plan 2022 to the employees of subsidiary companies				
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
	Total		0	0	0.00	0	0	0.00
Public-Institutions	E-Voting	1,02,47,80,906	89,32,51,349	87.17	15,79,15,025	73,53,36,324	17.68	82.32
	Poll							
	Postal Ballot (if applicable)							
	Total		1,02,47,80,906	89,32,51,349	87.17	15,79,15,025	73,53,36,324	17.68
Public- Non Institutions	E-Voting	6,62,71,85,912	5,81,65,31,194	87.77	5,68,07,13,325	13,58,17,869	97.67	2.34
	Poll							
	Postal Ballot (if applicable)							
	Total		6,62,71,85,912	5,81,65,31,194	87.77	5,68,07,13,325	13,58,17,869	97.67
Total		7,65,19,66,818	6,70,97,82,543	87.69	5,83,86,28,350	87,11,54,193	87.02	12.98
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 22,16,87,858 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								

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
ZOMATO LIMITED
(Formerly known as Zomato Private Limited)**

To
The Chairman
Zomato Limited
(Formerly known as Zomato Private Limited) ("**the Company**")
CIN: L93030DL2010PLC198141
Ground Floor 12A, 94 Meghdoot,
Nehru Place, New Delhi -110 019

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Nitesh Latwal, Partner of M/s. PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the board of directors of the Company in their meeting held on June 24, 2022, for the purpose of scrutinizing the e-voting/ postal ballot process in a fair and transparent manner in respect of the resolutions mentioned in the notice of Postal Ballot dated June 24, 2022 ("**Notice**") under the provisions of Section 108 and 110 of the Companies Act, 2013 ("**Act**") read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**Rules**") and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred to as the "**MCA Circulars**"), the Securities and



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

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) 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 following resolutions forming part of the Notice:-

S.No.	Type of Resolution	Particulars
1.	Special Resolution	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.
2.	Special Resolution	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.
3.	Special Resolution	Approval for grant of employee stock options under Zomato Employee Stock Option Plan 2022 to the employees of the subsidiary companies.

In connection with the above referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the explanatory statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein only by email to all the members of the Company, who had registered their email addresses with the Company or depository (ies) / depository participants as on Tuesday, June 21, 2022 (“cut-off date”).
2. The Company had completed the dispatch of Notice by e-mail on Saturday, June 25, 2022. In accordance with the MCA Circulars, no physical copy of the Notice, postal ballot form and pre-paid business reply envelope was dispatched to the members. Also, the Company was not required to provide the facility of voting through physical postal ballot.



3. The Company had published advertisement in Financial Express (All India editions in English language) and Jansatta (Delhi-NCR edition in Hindi language), newspapers on June 26, 2022 regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Sunday, June 26, 2022 at 9:00 A.M. (IST) and ended on Monday, July 25, 2022 at 5:00 P.M. (IST) both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by Link Intime India Private Limited ("**Authorized Agency**") to provide remote e-voting facility.
5. The shareholders of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform facilitated by the Authorized Agency.
6. The remote e-voting was unblocked on Monday, July 25, 2022 after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have casted their votes through remote e-voting for resolutions set out in said Notice and all votes casted up to Monday, July 25, 2022 till 5:00 P.M., i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. The relevant records related to this postal ballot activity will be handed over to the Company Secretary (being the person authorised by the Chairman) of the Company for safe keeping.

11. Based on such results, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the shareholders.

12. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e. Monday, July 25, 2022.

Thanking You
For PI & Associates
Company Secretaries

For and on behalf of
Zomato Limited
(Formerly known as Zomato Private Limited)



Nitesh Latwal
Partner

ACS No. A32109
C P No.: 16276
PR: 1498/2021
UDIN: A032109D000688886



Chairman/ Authorised Signatory
Date: 26th July, 2022
Place: New Delhi

Annexure- A

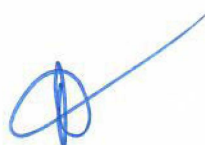
Item No. 1: Approval for issuance up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) equity shares of the Company on preferential basis for consideration other than cash.

Type of Resolution: Special Resolution

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
1068	6,51,86,10,803	97.19%	280	18,81,73,743	2.81%	Nil	

*There were 19 shareholders holding 37,57,780 equity shares who abstained from voting on the resolution.

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



Item No. 2: 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

Type of Resolution: Special Resolution

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
689	5,83,85,68,708	87.02%	663	87,12,13,805	12.98%	Nil	

*There were 18 shareholders holding 7,59,774 equity shares who abstained from voting on the resolution.

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



Item No. 3: Approval for grant of employee stock options under Zomato Employee Stock Option Plan 2022 to the employees of the subsidiary companies

Type of Resolution: Special Resolution

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
676	5,83,86,28,350	87.02%	674	87,11,54,193	12.98%	Nil	

*There were 19 shareholders holding 7,59,813 equity shares who abstained from voting on the resolution.

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

