

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

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

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

Re: Intimation of the voting results of postal ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Ma'am,

This is in furtherance to our letter dated October 17, 2024, October 22, 2024 and October 23, 2024 regarding notice of postal ballot (“**Notice**”) seeking the approval of the shareholders of Zomato Limited (“**Company**”) in respect of the items set out in the Notice, through remote e-voting.

In accordance with the circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other applicable laws, the said Notice was sent electronically on Wednesday, October 23, 2024 to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Friday, October 18, 2024 (“**Cut-off date**”) and whose email IDs are registered with the Company/ Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“**RTA**”) / depositories/ depository participants.

Based on the scrutinizer report dated November 22, 2024 on the postal ballot, we hereby inform that shareholders of the Company have duly passed the special resolutions for the items as set out in the Notice approving the following:

- To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares;
- Approval for implementation of Zomato Employee Stock Option Plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto; and
- Authorization for providing interest free loan to Foodie Bay Employees ESOP Trust for implementation of Zomato Employee Stock Option Plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto.

Pursuant to Regulation 44 of the SEBI Listing Regulations, details of the voting results of the postal ballot concluded on Friday, November 22, 2024, are enclosed in the prescribed format along with the scrutinizer report thereon.

The voting results along with the scrutinizer's report are also available on the website of the Company i.e. [www.zomato.com](https://instavote.linkintime.co.in) and the website of RTA i.e. <https://instavote.linkintime.co.in>.

For **Zomato Limited**

Sandhya Sethia
(Company Secretary & Compliance Officer)
Date: November 23, 2024

ZOMATO LIMITED

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

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
ZOMATO LIMITED**

To,
The Chairman
Zomato Limited
(CIN: L93030DL2010PLC198141)
Ground Floor 12A, 94 Meghdoot, Nehru Place,
New Delhi – 110019

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Ankit Singhi, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **Zomato Limited** (“**the Company**”) on October 22, 2024 for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated October 22, 2024 (“**Notice**”) issued under the provisions of Section 110 of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 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 No. 14/2020 dated April 08, 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, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No.09/2024 dated September 19, 2024 (collectively referred to as the “**MCA Circulars**”), and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) 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:-

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S.No.	Type of Resolution	Particulars
1.	Special Resolution	To raise capital by way of a qualified institutions placement to eligible investors through an Issuance of equity shares.
2.	Special Resolution	Approval for implementation of Zomato employee stock option plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto.
3.	Special Resolution	Authorization for providing interest free loan to Foodie Bay Employees ESOP Trust for implementation of Zomato Employee Stock Option Plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto.

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 Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from Link Intime India Private Limited, the Registrar and Share Transfer Agent (“Link Intime/LIPL/RTA”) as on Friday, October 18, 2024 (“cut-off date”).
2. The Company completed the dispatch of Notice by e-mail on Wednesday, October 23, 2024. 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. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published advertisements in Financial Express (all editions in English) and Jansatta (Delhi edition in Hindi), newspapers on Thursday, October 24, 2024, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.



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4. The remote e-voting period commenced on Thursday, October 24, 2024 from 9:00 A.M. (IST) onwards and ended on Friday, November 22, 2024, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by Link Intime to provide remote e-voting facility viz.: <https://instavote.linkintime.co.in>.
5. The members 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 the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://instavote.linkintime.co.in>.
6. The remote e-voting was unblocked on Friday, November 22, 2024, after 5:00 P.M. (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 the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolutions set out in said Notice, and all votes cast up to Friday, November 22, 2024, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have 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. For preparation of this report, Permanent Account Number (PAN) based consolidation of folios of Individual Shareholders has not been done.
11. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
12. Based on such result, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the members.



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13. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e., Friday, November 22, 2024.

Countersigned by



Sandhya Sethia
Company Secretary & Compliance Officer
Zomato Limited

Date: November 22, 2024

Place: Delhi

For PI & Associates
Company Secretaries



Ankit Singhi
Partner

FCS No.: 11685

C P No.: 16274

PR: 1498/2021

UDIN: F011685F002576357

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Item No. 1: To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares

Type of Resolution: Special Resolution

Particular	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who votes	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who votes	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
E – Voting	4,560	6,84,74,22,065	99.7997	268	1,37,41,435	0.2003	10	7,63,68,455
Postal Ballot	-							
Total	4,560	6,84,74,22,065	99.7997	268	1,37,41,435	0.2003	10	7,63,68,455

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



Item No. 2: Approval for implementation of Zomato employee stock option plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto.

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
E – Voting	4,150	6,21,22,52,826	91.2906	660	59,26,68,031	8.7094	10	7,63,68,455
Postal Ballot								-
Total	4,150	6,21,22,52,826	91.2906	660	59,26,68,031	8.7094	10	7,63,68,455

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



Item No.3 : Authorization for providing interest free loan to Foodie Bay Employees ESOP Trust for implementation of Zomato Employee Stock Option Plan 2018, Zomato Employee Stock Option Plan 2021, Zomato Employee Stock Option Plan 2022 and Zomato Employee Stock Option Plan 2024 through trust route and amendments thereto.

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
E – Voting	4,096	6,23,80,25,266	91.6689	709	56,69,28,975	8.3311	10	7,63,68,455
Postal Ballot	-							
Total	4,096	6,23,80,25,266	91.6689	709	56,69,28,975	8.3311	10	7,63,68,455

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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	November 22, 2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Ankit Singhi
Firms Name	PI & Associates
Qualification	CS
Membership Number	11685
Date of Board Meeting in which appointed	October 22, 2024
Date of Issuance of Report to the company	November 22, 2024

Voting results	
Record date	October 18, 2024
Total number of shareholders on record date	24,20,089
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
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				TO RAISE CAPITAL BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF EQUITY SHARES				
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	6,16,93,62,405	5,22,54,99,315	84.7008	5,21,19,07,676	1,35,91,639	99.7399	0.2601
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6,16,93,62,405	5,22,54,99,315	84.7008	5,21,19,07,676	1,35,91,639	99.7399
Public- Non Institutions	E-Voting	2,55,24,00,909	1,63,56,64,185	64.0834	1,63,55,14,389	1,49,796	99.9908	0.0092
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2,55,24,00,909	1,63,56,64,185	64.0834	1,63,55,14,389	1,49,796	99.9908
Total		8,72,17,63,314	6,86,11,63,500	78.6672	6,84,74,22,065	1,37,41,435	99.7997	0.2003
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 11,26,11,858 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.								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	7,63,68,455
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL FOR IMPLEMENTATION OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2018, ZOMATO EMPLOYEE STOCK OPTION PLAN 2021, ZOMATO EMPLOYEE STOCK OPTION PLAN 2022 AND ZOMATO EMPLOYEE STOCK OPTION PLAN 2024 THROUGH TRUST ROUTE AND AMENDMENTS THERETO				
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	6,16,93,62,405	5,16,92,39,021	83.7889	4,57,67,11,959	59,25,27,062	88.5374	11.4626
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6,16,93,62,405	5,16,92,39,021	83.7889	4,57,67,11,959	59,25,27,062	88.5374
Public- Non Institutions	E-Voting	2,55,24,00,909	1,63,56,81,836	64.0840	1,63,55,40,867	1,40,969	99.9914	0.0086
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2,55,24,00,909	1,63,56,81,836	64.0840	1,63,55,40,867	1,40,969	99.9914
Total		8,72,17,63,314	6,80,49,20,857	78.0223	6,21,22,52,826	59,26,68,031	91.2906	8.7094
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 11,26,11,858 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.								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	7,63,68,455
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				AUTHORIZATION FOR PROVIDING INTEREST FREE LOAN TO FOODIE BAY EMPLOYEES ESOP TRUST FOR IMPLEMENTATION OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2018, ZOMATO EMPLOYEE STOCK OPTION PLAN 2021, ZOMATO EMPLOYEE STOCK OPTION PLAN 2022 AND ZOMATO EMPLOYEE STOCK OPTION PLAN 2024 THROUGH TRUST ROUTE AND AMENDMENTS THERETO				
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	6,16,93,62,405	5,16,92,39,021	83.7889	4,60,24,87,023	56,67,51,998	89.0361	10.9639
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6,16,93,62,405	5,16,92,39,021	83.7889	4,60,24,87,023	56,67,51,998	89.0361
Public- Non Institutions	E-Voting	2,55,24,00,909	1,63,57,15,220	64.0854	1,63,55,38,243	1,76,977	99.9892	0.0108
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2,55,24,00,909	1,63,57,15,220	64.0854	1,63,55,38,243	1,76,977	99.9892
Total		8,72,17,63,314	6,80,49,54,241	78.0227	6,23,80,25,266	56,69,28,975	91.6689	8.3311
Whether resolution is Passed or Not							Yes	
Disclosure of notes on resolution: 11,26,11,858 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.								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	7,63,68,455
Public - Non Insitutions	0