

Date: June 24,2022

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: Outcome of the Board meeting

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with Securities and Exchange Board of India circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 (“**SEBI Circular**”) and further to our prior intimation dated June 21, 2022 issued under Regulation 29 of the Listing Regulations, we wish to inform you that the board of directors of Zomato Limited (“**the Board**” and “**the Company**”, respectively) at its meeting held today i.e., June 24, 2022 inter-alia, has considered and approved the following proposals:

1. Acquisition of up to 33,018 (Thirty-Three Thousand and Eighteen) equity shares of Blink Commerce Private Limited (formerly known as Grofers India Private Limited) (“**BCPL**”) for a total purchase consideration of INR 4447,47,84,078 (Indian Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) at a price of INR 13,46,986.01 (Indian Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paise Only) per equity share by issuance and allotment of up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares of the Company having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paise Only) per equity share which is the price determined in accordance with chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), for a consideration other than cash (for discharge of entire purchase consideration) from the shareholders of BCPL. The Company presently holds 1 (One) equity share and 3,248 (Three Thousand Two Hundred and Forty-Eight) preference shares in BCPL. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-A**.
2. Issuance and allotment of up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares of the Company having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paise Only) per equity share which is the price determined in accordance with chapter V of the SEBI ICDR Regulations, for consideration other than cash, being discharge of total purchase consideration of INR 4447,47,84,078 (Indian Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) for the acquisition of up to 33,018 (Thirty-Three Thousand and Eighteen) equity shares of BCPL from its shareholders at a price of INR 13,46,986.01 (Indian Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paise Only) per equity share, on a preferential issue basis on such terms and conditions as agreed and set forth in the agreements, deeds and other documents, subject to the approval by shareholders of the Company and in accordance with the SEBI ICDR Regulations. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-B**.

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

This is to further inform that the board of directors of the Company at its meeting today also approved postal ballot notice for the following matters which will be sent to the shareholders and exchange(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 employees stock options to the employees of the Company under this Plan; and
3. Approval for grant of employee stock option under Zomato Employee Stock Option Plan 2022 to the employees of the subsidiary companies of the Company.

We further wish to inform you that Company has on June 24, 2022 entered into an amendment to the definitive agreement dated June 28, 2021 with Grofers International Pte. Ltd, Hands on Trades Private Limited (“**HOTPL**”) and Albinder Singh Dhindsa, modifying certain rights of the Company’s in relation to its existing investment in HOTPL (“**Agreement**”). The Agreement shall come into effect post completion of the acquisition of BCPL by the Company. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed as herewith as **Annexure-C**.

This is to further inform the exchange that Zomato Hyperpure Private Limited, material subsidiary of the Company has entered into a Business Transfer Agreement with HOTPL and others, agreeing to purchase the warehousing and ancillary services business of HOTPL (“**Identified Business**”) for an aggregate consideration of up to INR 60,70,00,000 (Indian Rupees Sixty Crores and Seventy Lakhs Only). The completion of the transfer of the Identified Business under the Business Transfer Agreement is subject to certain conditions precedent and closing conditions, as agreed under the terms thereof.

The Board meeting commenced at 5:00 P.M. and concluded at 6:30 P.M.

Request you to kindly take the same on record.

Thanking You

By order of the Board
For Zomato Limited
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Sandhya Sethia
Company Secretary & Compliance Officer
Place: Gurugram
Date: June 24, 2022

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Annexure A

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Blink Commerce Private Limited (formerly known as Grofers India Private Limited) (“BCPL”)</p> <p>Authorized Share Capital: INR 45,50,000 (Indian Rupees Forty Five Lakhs Fifty Thousand only)</p> <p>Paid-up Share Capital: INR 35,70,317 (Indian Rupees Thirty Five Lakhs Seventy Thousand Three Hundred and Seventeen only)</p> <p>Turnover as at March 31, 2022 (audited): INR 2,363.2 Million</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	We are a professionally managed Company with no promoter/ promoter group and as on date the acquisition of shares of BCPL by the Company does not fall under related party transactions with Company/group companies.
3.	Industry to which the entity being acquired belongs	E-commerce
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This acquisition is in line with our strategy of investing in the quick commerce business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not applicable.
6.	Indicative time period for completion of the acquisition.	Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of last of the approval/ permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges) for issuance of the equity shares to the proposed allottees.
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	<p>Issue of shares for consideration other than cash</p> <p>The Company will issue and allot up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paise Only) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share for consideration other than cash, being discharge of total purchase consideration of INR 4447,47,84,078 (Indian Rupees Four</p>

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S. No	Particulars	Details						
		Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) for the acquisition of up to 33,018 (Thirty-Three Thousand and Eighteen) equity shares of BCPL at a price of INR 13,46,986.01 (Indian Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paisa Only) per equity share from BCPL's shareholders.						
8.	Cost of acquisition or the price at which the shares are acquired;	Acquisition of up to 33,018 (Thirty Three Thousand and Eighteen) equity shares of BCPL for a total purchase consideration of INR 4447,47,84,078 (Indian Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) at a price of INR 13,46,986.01 (Indian Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paisa Only) per equity share from BCPL's shareholders upon the issuance and allotment of up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares of the Company having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paisa Only) per equity share which is the price determined in accordance with chapter V of the SEBI ICDR Regulations for a consideration other than cash, being discharge of total purchase consideration.						
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	The Company already holds 1 (One) equity share and 3,248 (Three Thousand Two Hundred and Forty-Eight) preference shares, presently in BCPL Zomato further proposes to acquire up to 33,018 (Thirty-Three Thousand and Eighteen) equity shares in BCPL						
10.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	BCPL was incorporated on May 26, 2015 and owns and operates a mobile and web application based information technology platform which acts as a facilitator between third party sellers of various products (such as grocery, fruits and vegetables, bakery items, personal care, health and hygiene, pet care and baby care etc.) and potential buyer of goods. It also provides support services to merchants in relation to sales made on the platform by the merchants, including warehousing, logistics, order fulfilment, payment collection and other services and advertisement services for brands. Turnover of the last three years (in INR (in Mn.): <table border="1"> <tbody> <tr> <td>March 31, 2022 (Audited)</td> <td>2,363.2</td> </tr> <tr> <td>March 31, 2021 (Audited)</td> <td>2,002.6</td> </tr> <tr> <td>March 31, 2020 (Audited)</td> <td>1,652.8</td> </tr> </tbody> </table>	March 31, 2022 (Audited)	2,363.2	March 31, 2021 (Audited)	2,002.6	March 31, 2020 (Audited)	1,652.8
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Annexure B

S. No	Particulars	Details																										
1.	Type of securities proposed to be issued	Equity Shares																										
2.	Type of issuance (further public offering, rights issue, depository receipts, qualified institutions placement, preferential allotment etc.)	Preferential allotment																										
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up equity shares of the Company having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paise Only) per equity share which is the price determined in accordance with chapter V of the SEBI ICDR Regulations																										
4.	Additional details in case of preferential issue: a) Name of investor b) post allotment of securities - outcome of the subscription,	<table border="1"> <thead> <tr> <th>Name of Investor</th> <th>Outcome of subscription- Post Allotment holding*</th> </tr> </thead> <tbody> <tr> <td>SVF Growth (Singapore) PTE Ltd</td> <td>28,71,38,736</td> </tr> <tr> <td>Internet Fund III Pte. Ltd.</td> <td>12,34,86,408</td> </tr> <tr> <td>**Sequoia Capital India Investments IV</td> <td>4,51,53,346</td> </tr> <tr> <td>***Apoletto Asia Ltd</td> <td>3,19,80,447</td> </tr> <tr> <td>KTBN GI Ventures Limited</td> <td>1,97,78,384</td> </tr> <tr> <td>KTBN Venture Fund No. 16</td> <td>1,11,93,156</td> </tr> <tr> <td>Capital Investment LLC</td> <td>79,95,111</td> </tr> <tr> <td>Daol KTB G Synergy Private Equity 1</td> <td>58,25,010</td> </tr> <tr> <td>Rahul Ravindra Raj Mehta</td> <td>27,03,109</td> </tr> <tr> <td>Euler Fund L P</td> <td>21,89,137</td> </tr> <tr> <td>Grofers International Pte. Ltd</td> <td>7,59,91,635</td> </tr> <tr> <td>Bennett Coleman and Company Limited</td> <td>1,50,95,533</td> </tr> </tbody> </table>	Name of Investor	Outcome of subscription- Post Allotment holding*	SVF Growth (Singapore) PTE Ltd	28,71,38,736	Internet Fund III Pte. Ltd.	12,34,86,408	**Sequoia Capital India Investments IV	4,51,53,346	***Apoletto Asia Ltd	3,19,80,447	KTBN GI Ventures Limited	1,97,78,384	KTBN Venture Fund No. 16	1,11,93,156	Capital Investment LLC	79,95,111	Daol KTB G Synergy Private Equity 1	58,25,010	Rahul Ravindra Raj Mehta	27,03,109	Euler Fund L P	21,89,137	Grofers International Pte. Ltd	7,59,91,635	Bennett Coleman and Company Limited	1,50,95,533
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Issue price / allotted price (in case of convertibles)	Issue Price: The Company will issue and allot up to 62,85,30,012 (Sixty Two Crores Eighty Five Lakhs Thirty Thousand and Twelve) fully paid-up Equity Shares having face value of INR 1/- (Indian Rupee One) each at a price of INR 70.76 (Indian Rupees Seventy and Seventy Six Paise Only) per equity share which is the price determined in accordance with chapter V of the SEBI ICDR Regulations for a consideration other than cash, being discharge of total purchase consideration of INR 4447,47,84,078 (Indian																											

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		Rupees Four Thousand Four Hundred Forty Seven Crores Forty Seven Lakhs Eighty Four Thousand and Seventy Eight Only) for the acquisition of up to 33,018 (Thirty-Three Thousand and Eighteen) equity shares of BCPL at a price of INR 13,46,986.01 (Indian Rupees Thirteen Lakhs Forty Six Thousand Nine Hundred Eighty Six and One Paise Only) per equity share from BCPL's shareholders.
	Number of investors	12 (Twelve)
	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument.	Not applicable
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	None

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Annexure-C

S. No	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	Grofers International Pte. Ltd, HOTPL and Albinder Singh Dhindsa
2.	Purpose of entering into the agreement	To record the amendment to the rights and obligations in relation to management and operation of the Company in HOTPL and to record the rights of the Company vis-à-vis the other shareholders of HOTPL.
3.	Size of agreement	N.A.
4.	Shareholding, if any, in the entity with whom the agreement is executed	~8.3871% on a fully diluted basis in HOTPL
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	As set out above, certain existing shareholders of Grofers International Pte. Ltd are exiting from the Grofers International Pte. Ltd., and accordingly they shall in effect cease to have any rights in HOTPL. The amendment captures such revised construct. Further, the Company has retained certain existing protective rights in HOTPL which are necessary to protect its investment, including but not limited to the right to veto on certain limited identified matters, the right to appoint a nominee director and liquidation preference. At the same time, the Company has given up certain other veto rights.
6.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, we are a professionally managed Company with no promoter/promoter group
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	As on date, the entering into of this Agreement will not fall within the ambit of related party transactions.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	N.A.
9.	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	N.A.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	N.A.
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement ; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof	The details are captured above.

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