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zomato

ZOMATO LIMITED

(Formerly known as Zomato Private Limited and Zomato Media Private Limited)

Our Company was incorporated as "DC Foodiebay Online Services Private Limited", a private limited company under the Companies Act, 1956, at New Delhi, pursuant to a certificate of incorporation dated January 18, 2010 issued by the Assistant Registrar of Companies, NCT of Delhi and Haryana. For details of changes in name and registered office of our Company since incorporation, see "History and Certain Corporate Matters" beginning on page 165 of the red herring prospectus dated July 6, 2021 (the "**RHP**").

Registered Office: Ground Floor, 12A, 94 Meghdoot, Nehru Place, New Delhi 110 019; **Tel:** +91 011 4059 2373, **Corporate Office:** Ground Floor, Tower C, Vipul Tech Square, Golf Course Road, Sector 43, Gurgaon 122 009; **Tel:** +91 124 426 8565,
Contact Person: Sandhya Sethia, Company Secretary and Compliance Officer; **E-mail:** companysecretary@zomato.com, **Website:** www.zomato.com; **Corporate Identity Number**: U93030DL2010PLC198141

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFERING OF [•] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE FOR THE FRESH ISSUE) ("OFFER PRICE") AGGREGATING UP TO ₹ 93,750 MILLION, COMPRISING A FRESH ISSUE OF [•] EQUITY SHARES AGGREGATING UP TO ₹ 90,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [•] EQUITY SHARES BY INFO EDGE (INDIA) LIMITED ("INFO EDGE" OR THE "SELLING SHAREHOLDER", AND SUCH EQUITY SHARES, THE "OFFERED SHARES") AGGREGATING UP TO ₹ 3,750 MILLION ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THIS OFFER INCLUDES A RESERVATION OF UP TO 6,500,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION (CONSTITUTING UP TO [•]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER AND THE NET OFFER WOULD CONSTITUTE AT LEAST [•]% AND [•]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

QIB Portion: Not less than 75% of the Net Offer | Retail Portion: Not more than 10% of the Net Offer | Non-Institutional Portion: Not more than 15% of the Net Offer

Price Band: ₹ 72 per Equity Share to ₹ 76 per Equity Share of face value of ₹ 1 each.
The Floor Price is 72 times the face value of the Equity Shares and the Cap Price is 76 times the face value of the Equity Shares.
Bids can be made for a minimum of 195 Equity Shares and in multiples of 195 Equity Shares thereafter.

ASBA* | **Simple, Safe, Smart way of Application!!!** | **Mandatory in public issue. No cheque will be accepted.** | *Application supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

UPI UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors.**
Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

UPI-Now available in ASBA for Retail Individual Bidders ("RIBs**") (up to ₹ 2,00,000), applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Bidders also have the option to submit the application directly to the ASBA Bank (**SCSBs**) or to use the facility of linked online trading, demat and bank account.
For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "***Offer Procedure***" beginning on page 369 of the RHP. The process is also available on the website of AIBI and Stock Exchanges in the General Information Document. ASBA bid cum application forms can be downloaded from the websites of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") and can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the UPI Circular dated November 1, 2018, as amended.

Risks to Investors

I. **The 5 Global Co-ordinators and Book Running Lead Managers and Book Running Lead Managers associated with the Offer have handled 15 issues in the past three financial years, out of which 5 issues closed below the issue price on listing date.**
II. **The Price/Earnings ratio based on diluted EPS (consolidated) for Fiscal 2021 for our Company is not ascertainable as the EPS is negative, whereas the Nifty Fifty Price/Earnings ratio is 33.20 (as on March 31, 2021).**
III. **Average cost of acquisition of Equity Shares for the Selling Shareholder is ₹1.16 per Equity Share and the Offer Price at upper end of the Price Band is ₹ 76 per Equity Share.**
IV. **Weighted Average Return on Net Worth for last three Fiscals is (49.09)%.**

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company in consultation with the Selling Shareholder and the Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 1 each and the Offer Price is 72 times the face value at the lower end of the Price Band and 76 times the face value at the higher end of the Price Band.

Bidders should read "***Risk Factors***", "***Our Business***", "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 36, 131, 212 and 310 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

(a) Strong network effects driven by our content and transaction flywheels;
(b) Our widespread and on-demand hyperlocal delivery network;
(c) Our technology and product-first approach to business; and
(d) Our consumer brand which is recognized across the length and breadth of India.

For further details, see "***Our Business – Our Strengths***" on page 138 of the RHP.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Financial Information. For details, see "***Financial Statements***" beginning on page 212 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. **Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:**

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2021	(1.51)	(1.51)	3
Financial Year 2020	(5.42)	(5.42)	2
Financial Year 2019	(2.57)	(2.57)	1
Weighted Average	(2.99)	(2.99)	

Notes:

(1) The Weighted Average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight. Weights applied have been determined by the management of the Company. Weighted average number of equity shares for calculating basic EPS and diluted EPS considered for the Financial Year ended March 31, 2021 are post conversion of convertible securities on April 6, 2021, as per the SEBI ICDR Regulations.

(2) Earnings per Share(₹) = Restated Loss after tax attributable to equity shareholders of the Company for the year/Weighted Average No. of equity shares.

(3) Basic EPS and Diluted EPS calculations are in accordance with the relevant accounting standard and post conversion of convertible securities on April 6, 2021, and have been adjusted for bonus issue of Equity Shares post March 31, 2021.

2. **Price/Earning ("P/E") ratio in relation to Price Band of ₹ 72 to ₹ 76 per Equity Share:**

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS for Financial Year 2021	Not applicable	Not applicable
Based on Diluted EPS for Financial Year 2021	Not applicable	Not applicable

Industry peer group Price/Earning ratio

Particulars	P/E Ratio
Highest	NA
Lowest	NA
Industry Composite	NA

Notes:

The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "– Comparison of Accounting Ratios with Listed Industry Peers" on page 122 of the RHP.

3. **Return on Net Worth ("RoNW")**

Particulars	RoNW %	Weight
Financial Year 2021	(10.04%)	3
Financial Year 2020	(113.64%)	2
Financial Year 2019	(37.16%)	1
Weighted Average	(49.09%)	

Notes:

(1) Return on Net Worth (%) = Restated total comprehensive loss for the year attributable to owners of the Company divided by restated net worth at the end of the year.

(2) "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on March 31, 2021, 2020 and 2019. See "Other Financial Information" on page 306 of the RHP.

(3) The weighted average return on net worth is a product of return on net worth and respective assigned weight dividing the resultant by total aggregate weight.

4. **Net Asset Value per Equity Share of face value of ₹ 1 each**

Net Asset Value per Equity Share	(₹)
As on March 31, 2021	15.09
After the completion of the Offer	At Floor Price: 25.84
	At Cap Price: 26.10
Offer Price	[•]

Notes:

(1) Net Asset Value per Equity Share is calculated post conversion of convertible securities on April 6, 2021, and have been adjusted for bonus issue of Equity Shares post March 31, 2021. The Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

(2) Net Asset Value per Equity Share = Restated net worth at the end of the year divided by the Weighted average number of equity shares outstanding at the end of year.

5. **Comparison of Accounting Ratios with Listed Industry Peers**

There are no listed companies in India whose business portfolio is comparable with that of our business and comparable to our scale of operations.

The Offer Price of ₹ [•] has been determined by our Company in consultation with the Selling Shareholder and the Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Bidders should read the above mentioned information along with "***Risk Factors***", "***Our Business***", "***Financial Statements***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 36, 131, 212 and 310 of the RHP, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "***Risk Factors***" beginning on page 36 and you may lose all or part of your investments.

BID/OFFER PROGRAMME — OPENS ON WEDNESDAY, JULY 14, 2021* | CLOSES ON FRIDAY, JULY 16, 2021

**Our Company may, in consultation with the Selling Shareholder and the Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholder in consultation with the Global Co-Ordinators and Book Running Lead Managers and Book Running Lead Managers may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release, and also by indicating the change on the websites of the Global Co-Ordinators and Book Running Lead Managers and Book Running Lead Managers, and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries and the Sponsor Bank. The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**").

This Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through a Book Building Process wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company may, in consultation with the Selling Shareholder and the Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidder(s) in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares may be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of Retail Individual Bidder(s)) in which the corresponding Bid Amounts will be blocked by the SCSBs, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "***Offer Procedure***" beginning on page 369 of the RHP.

Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidders/Applicants as available on the records of the Depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID the Client ID and the UPI ID, as applicable, are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

Contents of the Memorandum of the Company as regards its objects: For information on the main objects and other objects of our Company, see "***History and Certain Corporate Matters***" on page 165 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section "***Material Contracts and Documents for Inspection***" on page 401 of the RHP.

Liability of the members of the Company: Limited by shares.

Amount of share capital of the Company and Capital Structure: The authorised share capital of our Company is divided into 8,800,000,000 Equity Shares of face value ₹ 1 each constituting ₹ 8,800,000,000. The issued, subscribed and paid up share capital of our Company is ₹ 6,660,969,150 divided into 6,660,969,150 Equity Shares of face value of ₹ 1 each. For further details, see "***Capital Structure***" on page 86 of the RHP.

Names of initial signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories of the Memorandum of Association were Deepinder Goyal and Pankaj Chaddah who subscribed to 75,000 Equity Shares and 25,000 Equity Shares respectively, of face value of ₹ 1 each of our Company. The liability of the members of the Company is limited. For details of the main objects of the Company as contained in the Memorandum of Association, see "***History and Certain Corporate Matters***" on page 165 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received an 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated May 10, 2021 and May 19, 2021, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be BSE.

Disclaimer Clause of SEBI: SEBI only gives its observations on the draft issue documents and this does not constitute approval of either the issue stated in the specified securities or the issue document. The investors are advised to refer to page 344 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of BSE (the Designated Stock Exchange): "It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP". The investors are advised to refer to page 350 of the RHP for the full text of the disclaimer clause of BSE.

Disclaimer Clause of NSE: "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the issue document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the issue document". The investors are advised to refer to page 351 of the RHP for the full text of the disclaimer clause of NSE.

General Risks: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 36 of the RHP.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS			BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
kotak® Investment Banking	Morgan Stanley	CREDIT SUISSE	BofA SECURITIES	citi	LINK Intime	Sandhya Sethia Company Secretary and Compliance Officer **E-mail:** companysecretary@zomato.com, **Website:** www.zomato.com; **Corporate Identity Number**: U93030DL2010PLC198141
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC Plot No. C - 27, 'G' Block Bandra Kurla Complex Bandra (East), Mumbai 400 051 **Tel:** +91 22 4336 0000 **E-mail:** zomato.ipo@kotak.com **Investor Grievance e-mail:** kmccredressal@kotak.com **Website:** www.investmentbank.kotak.com **Contact Person:** Ganesh Rane **SEBI Registration No.:** INM000008704	**Morgan Stanley India Company Private Limited** 18th Floor, Tower 2, One World Centre Plot -841, Jupiter Textile Mill Compound, Senapati Bapat Marg Lower Parel, Mumbai 400 013 **Tel:** +91 22 6118 1000 **E-mail:** zomatoipo@morganstanley.com **Investor Grievance e-mail:** investors_india@morganstanley.com **Website:** www.morganstanley.com **Contact Person:** Ankit Garg **SEBI Registration No.:** INM000011203	**Credit Suisse Securities (India) Private Limited** 9th Floor, Ceejay House Plot F Shivsagar Estate, Dr. Annie Besant Road Worli, Mumbai 400 018 **Tel:** +91 22 6777 3885 **E-mail:** list.zomatoipo@credit-suisse.com **Investor Grievance e-mail:** list.igcellmer-bnkg@credit-suisse.com **Website:** www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html **Contact Person:** Abhishek Joshi **SEBI Registration No.:** INM000011161	**BofA Securities India Limited** Ground Floor, "A" Wing, One BKC, "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 **Tel:** +91 22 6632 8000 **E-mail:** dg.zomato_ipo@bofa.com **Investor Grievance E-mail:** dg.india_merchantbanking@bofa.com **Website:** www.ml-india.com **Contact Person:** Abhilash Padival **SEBI Registration No.:** INM000011625	**Citigroup Global Markets India Private Limited** 1202, 12th Floor, First International Financial Centre, G-Block, C54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai 400 098 **Tel:** +91 22 6175 9999 **E-mail:** zomato.ipo@citi.com **Investor Grievance E-mail:** investors.cgmib@citi.com **Website:** www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm **Contact Person:** Karma Tshering **SEBI Registration No.:** INM000010718	**Link Intime India Private Limited** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083 **Tel:** +91 22 4918 6200 **E-mail:** zomato.ipo@linkintime.co.in **Investor Grievance e-mail:** zomato.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058	Investors can contact the Company Secretary and Compliance Officer or the GCBRLMs and BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Availability of RHP: Investors are advised to refer to the RHP, and the "***Risk Factors***", beginning on page 36 of the RHP, before applying in the Offer. Full copy of the RHP is available on the websites of the Global Co-ordinators and Book Running Lead Managers i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited and Credit Suisse Securities (India) Private Limited at www.investmentbank.kotak.com, www.morganstanley.com and www.credit-suisse.com/in/en/investment-banking-apac/investment-banking-in-india/ipo.html and the websites of the Book Running Lead Managers i.e. BofA Securities India Limited and Citigroup Global Markets India Private Limited at www.ml-india.com and www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, respectively.

Availability of Bid-cum-Application Forms: Bid-cum-Application Forms can be obtained from the Registered Office of the Company, **Zomato Limited, Tel**: +91 011 4059 2373; the GCBRLMs: **Kotak Mahindra Capital Company Limited, Tel:** +91 22 4336 0000, **Morgan Stanley India Company Private Limited, Tel:** +91 22 6118 1000 and **Credit Suisse Securities (India) Private Limited, Tel:** +91 22 6777 3885 and the BRLMs: **BofA Securities India Limited, Tel:** +91 22 6632 8000 and **Citigroup Global Markets India Private Limited, Tel:** +91 22 6175 9999, at selected location of the sub-Syndicate Members (as given below), Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Syndicate Member: Kotak Securities Limited.

Sub-Syndicate Members: Almondz Global Securities Ltd., Amrapali Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Ltd., Axis Capital Limited, Centrum Broking Limited, Dalal & Broacha Stock Broking Private Limited, Edelweiss Broking Limited, Globe Capital Market Limited, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Securities Ltd., JM Financial Services Limited, Jobanputra Fiscal Services Private Limited, Keynote Capitals Limited, KJMC Capital Market Services Limited, LKP Securities Limited, Motilal Oswal Securities Limited, Nirmal Bang Securities Pvt. Ltd., Prabhudas Lilladher Pvt Ltd., RR Equity Brokers Private Limited, SBIcap Securities Limited, Sharekhan Ltd., SMC Global Securities Ltd., Systematix Shares & Stocks (India) Limited, Tradebulls Sec Pvt Ltd., Viren M Shah, YES Securities (India) Limited.

Applications Supported by Blocked Amount (ASBA): Investors (other than Anchor Investors) have to apply through the ASBA process. For details on the ASBA process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "***Offer Procedure***" on page 369 of the RHP. ASBA form can also be downloaded from the websites of BSE and NSE. ASBA Account Form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in.

Escrow Collection Bank/Refund Bank/Public Offer Account Bank: ICICI Bank Limited.

Sponsor Bank: ICICI Bank Limited.

UPI: Retail Individual Investors can also Bid through UPI mechanism.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Date: July 7, 2021
Place: New Delhi

For **Zomato Limited**
On behalf of Board of Directors
Sd/-
Company Secretary and Compliance Officer

Zomato Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Red Herring Prospectus dated July 6, 2021 with the RoC and thereafter with SEBI and Stock Exchanges. The Red Herring Prospectus is available on the websites of SEBI, BSE and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and on the websites of the Global Co-ordinators and Book Running Lead Managers i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited and Credit Suisse Securities (India) Private Limited at www.investmentbank.kotak.com, www.morganstanley.com and www.credit-suisse.com/in/en/investment-bankingapac/investment-banking-in-india/ipo.html and the websites of the Book Running Lead Managers i.e. BofA Securities India Limited and Citigroup Global Markets India Private Limited at www.ml-india.com and www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see the section titled "***Risk Factors***" beginning on page 36 of the RHP. Potential investors should not rely on the Draft Red Herring Prospectus filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons as defined in Regulation S under the U.S. Securities Act ("U.S. Persons"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Our Company has not registered and does not intend to register under the U.S. Investment Company Act in reliance on Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the Equity Shares are only being offered and sold (i) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case that are both "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) and "qualified purchasers" (as defined under the U.S. Investment Company Act and referred to in this Red Herring Prospectus as "QPs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering in the United States.

Adfactors