

Date: March 15, 2022

Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

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: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the Securities and Exchange Board of India circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 (“SEBI Circular”)

Dear Sir/Ma’am,

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations read with SEBI Circular, 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., March 15, 2022 has approved

- (a) acquisition by way of subscription of 13,289 (thirteen thousand two hundred eighty nine) Series B1 compulsorily convertible preference shares and 10 (Ten) equity shares collectively aggregating to 16.66% of the share capital of Mukunda Foods Private Limited (“Mukunda”) on a fully diluted basis, for an aggregate cash consideration of INR equivalent of US\$5 million (“Proposed Investment”).

Mukunda is a food robotics company that designs and manufactures smart robotic equipment to automate food preparation for restaurants. Their products enable restaurants to scale rapidly while maintaining consistency in food quality and customer experience across multiple outlets. Mukunda also helps restaurants to become more efficient by reducing manpower cost, wastage and increase kitchen throughput. Our investment will help Mukunda Foods scale faster, help reduce restaurant food prices, expand margins, and enhance customer delight.

The Proposed Investment is subject to fulfilment of certain customary conditions precedent and other terms and conditions agreed under the investment agreement executed between the parties; and

- (b) grant of loan up to INR equivalent of US\$150 million to Grofers India Private Limited (“GIPL”) in one or more tranches and delegated the authority to the senior management of the Company to decide the key terms of the loan and execute the definitive documents at a future date. The interest rate for the loan will be 12% p.a. or higher with a tenor of not more than 1 year. This loan will support the capital requirements of GIPL in the near term and is in line with our stated intent of investing up to \$400 million cash in quick commerce in India over the next 2 years.

The details as required under Listing Regulations read with SEBI Circular in relation to the Proposed Investment and grant of loan are enclosed as **Annexure – A & B** respectively.

ZOMATO LIMITED

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

Registered Address: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, Delhi, India.

CIN: L93030DL2010PLC198141, **Telephone Number:** 011 - 40592373

You are requested to take the same on record.

Thanking You,

By Order of the Board

For Zomato Limited

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



Sandhya Sethia

Company Secretary & Compliance Officer

Place: Gurugram

Date: March 15, 2022

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Annexure A

S. No	Particulars	Mukunda Foods Private Limited						
1.	Name of the entity, details in brief such as size, turnover etc.	Mukunda Foods Private Limited (“Mukunda”) Authorized Share Capital: INR 6,09,51,600 Paid-up Share Capital: INR. 5,54,23,090 Turnover as at March 31, 2021(Audited): INR 3,24,70,938						
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 the acquisition of shares of Mukunda by the Company does not fall under related party transactions with Company/group companies.						
3.	Industry to which the entity being acquired belongs	Food robotics and automation						
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 is in the nature of a minority investment. The investment will help Mukunda to grow its 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.	Within 7 business days.						
7.	Nature of consideration – whether cash consideration or share swap and details of the same.	Cash consideration –payment through electronic mode.						
8.	Cost of acquisition or the price at which the shares are acquired; Percentage of shareholding / control acquired and / or number of shares acquired;	Cost of Acquisition: INR equivalent of US\$ 5 million Percentage of Shareholding: 16.66% Number of shares acquired: 13,289 (thirteen thousand two hundred eighty nine) Series B1 compulsorily convertible preference shares and 10 (Ten) equity shares.						
9.	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);	Mukunda was incorporated on May 14, 2012 and is a food robotics company that designs & manufacturers machines that automate food preparation <u>Audited Turnover of the last three years (in INR (in million.)):</u> <table border="1" data-bbox="790 1691 1481 1803"> <tbody> <tr> <td>*March 31, 2021</td> <td>32.47</td> </tr> <tr> <td>March 31, 2020</td> <td>103.03</td> </tr> <tr> <td>March 31, 2019</td> <td>31.93</td> </tr> </tbody> </table> <i>*Revenue dropped in FY21 on account of covid related disruptions to the restaurant industry.</i>	*March 31, 2021	32.47	March 31, 2020	103.03	March 31, 2019	31.93
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Annexure-B

S. No	Particulars	Details
1.	name(s) of parties with whom the agreement is entered	Agreement is yet to be executed.
2.	purpose of entering into the agreement	Grant of loan to GIPL
3.	size of agreement	Up to US\$150 million
4.	shareholding, if any, in the entity with whom the agreement is executed	~9% on a fully diluted basis in GIPL
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	N.A.
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"	Approval to grant loan to GIPL by the Company as on date does not fall under related party transactions with Company/group companies
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	Pursuant to approval received by the Board on March 15, 2022, the Company is proposing to enter into an agreement to advance loan to GIPL for an amount not exceeding US\$150 million in one or more tranches at rate of interest on or above 12% p.a. for a period of up to 1 year.
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	<u>N.A</u>

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