

Date: November 10, 2021

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: 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., November 10, 2021 approved the investments by the Company in the following Indian companies (“**Proposed Investments**”) as per particulars provided below:

- a) Acquisition by way of subscription of 55,514 (Fifty Five Thousand Five Hundred Fourteen) compulsorily convertible preference shares aggregating to 16.1% of the share capital of Samast Technologies Private Ltd., for an aggregate cash consideration of INR 3,71,34,98,002 (Indian Rupees Three Hundred Seventy One Crores Thirty Four Lakhs Ninety Eight Thousand and Two only);
- b) Acquisition of 1,53,914 compulsorily convertible preference shares and 9,824 equity shares collectively aggregating to 7.89 % of the share capital of Bigfoot Retail Solution Private Ltd., for an aggregate cash consideration of INR 5,57,17,55,258 (Indian Rupees Five Hundred Fifty Seven Crores Seventeen Lakhs Fifty Five Thousand Two Hundred and Fifty Eight only);

Pursuant to the approval of the Board, the Company has finalized and executed the relevant agreements for the Proposed Investments. The Proposed Investments are each subject to fulfilment of certain customary conditions precedent and other terms and conditions agreed under the investment agreements. The details as required under Listing Regulations read with SEBI Circular in relation to the Proposed Investments are enclosed as **Annexure – A**.

Further, in addition to the Proposed Investments mentioned above, the Board also considered and granted approval for acquisition of 6.4% of the share capital of Curefit Healthcare Private Limited (“**Curefit**”) for an aggregate cash consideration of approx, USD 100 Mn. (“**CureFit Investment**”) and divestment by way of sale of 33,860 equity shares aggregating to 100% of the share capital of Jogo Technologies Private Limited (“**Fitso**”), an existing subsidiary and investee company of the Company for an aggregate cash

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

consideration of USD 50 Mn. to CureFit, after acquiring the equity shares held by other existing shareholders of FitSo (“**Proposed Divestment**”). The Board has further delegated the authority to finalise, sign and execute the agreements in relation to the CureFit Investment and Proposed Divestment. The CureFit Investment and Proposed Divestment will be subject to fulfilment of certain prescribed conditions precedent and other terms and conditions. Hence, the details as required under Listing Regulations read with SEBI Circular, in relation to the CureFit Investment and Proposed Divestment will be shared upon execution of the agreements in this regard.

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: November 10, 2021

Annexure A

S. No	Particulars	Samast Technologies Private Limited	Bigfoot Retail Solution Private Limited
1.	Name of the entity, details in brief such as size, turnover etc.	Samast Technologies Private Limited (“ magicpin ”) Authorized Share Capital: INR 1,00,00,000 Paid-up Share Capital: INR 17,18,610 Turnover as at March 31, 2021 (Un-Audited): INR 1,462 Mn.	Bigfoot Retail Solution Private Limited (“ Shiprocket ”) Authorized Share Capital: INR 59,65,00,730 Paid-up Share Capital: INR 44,47,35,326 Turnover as at March 31, 2021 (latest audited): INR 3580.12 Mn.
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 magicpin by the Company does not fall under related party transactions with Company/group companies.	We are a professionally managed Company with no promoter/promoter group and the acquisition of shares of Shiprocket by the Company does not qualify as a related party transactions with Company/group companies.
3.	Industry to which the entity being acquired belongs	Hyperlocal commerce space.	Logistics Tech Solution (Services Sector).
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 nature of a minority investment. This investment will help magicpin to grow its business.	This is in the nature of a minority investment. The investment will help Shiprocket to grow its business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable.	Not Applicable.
6.	Indicative time period for completion of the acquisition.	Within 30 business days.	Within 30 business days.
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration –payment through electronic mode.	Cash consideration –payment through electronic mode.
8.	Cost of acquisition or the price at which the shares are acquired; Percentage of shareholding / control	Cost of Acquisition: INR 3,71,34,98,002 (Indian Rupees Three Hundred Seventy One Crores	Cost of Acquisition: INR 5,57,17,55,258 (Indian Rupees Five Hundred Fifty Seven Crores Seventeen

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	<p>acquired and / or number of shares acquired;</p>	<p>Thirty Four Lakhs Ninety Eight Thousand Two only)</p> <p>Percentage of Shareholding: 16.1% of the share capital</p> <p>Number of shares acquired: 55,514 (Fifty Five Thousand Five Hundred Fourteen) compulsorily convertible preference shares of magicpin.</p>	<p>Lakhs Fifty Five Thousand Two Hundred and Fifty Eight only)</p> <p>Percentage of Shareholding: 7.89 % of the share capital</p> <p>Number of shares acquired: 1,53,914 (One Lakh Fifty Three Thousand Nine Hundred and Fourteen) compulsorily convertible preference shares and 9,824 (Nine Thousand Eight Hundred and Twenty Four) equity shares of the Shiprocket.</p>												
<p>9.</p>	<p>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);</p>	<p>magicpin was incorporated on May 25, 2015 in India and is a digital platform which drives discovery that leads to demand generation for local retailers across categories like restaurants, fashion, beauty, grocery, electronics, and more.</p> <p>Turnover of the last three years (in INR (in Mn.)):</p> <table border="1" data-bbox="738 1402 1356 1593"> <tr> <td>March 31, 2021 (Un-Audited)</td> <td>1,462</td> </tr> <tr> <td>March 31, 2020 (Audited)</td> <td>2,053</td> </tr> <tr> <td>March 31, 2019 (Audited)</td> <td>769</td> </tr> </table>	March 31, 2021 (Un-Audited)	1,462	March 31, 2020 (Audited)	2,053	March 31, 2019 (Audited)	769	<p>Shiprocket was incorporated on September 28, 2011 in India and its core business is logistics aggregation where it provides a technology platform that helps retailers and businesses to choose logistics delivery partners for supply of goods. Shiprocket also provides other services, including warehousing, fulfilment, packaging and other related services to its merchants.</p> <p>Audited Turnover of the last three years (in INR (in Mn.)):</p> <table border="1" data-bbox="1399 1539 1939 1687"> <tr> <td>March 31, 2021</td> <td>3580.12</td> </tr> <tr> <td>March 31, 2020</td> <td>1611.86</td> </tr> <tr> <td>March 31, 2019</td> <td>588.87</td> </tr> </table>	March 31, 2021	3580.12	March 31, 2020	1611.86	March 31, 2019	588.87
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