



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 prospectus dated July 19, 2021 ("**Prospectus**"), filed by the Company with the Registrar of Companies, NCT of Delhi and Haryana at New Delhi. ("**RoC**").

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

Our Company has filed the Prospectus with the RoC and the Equity Shares are proposed to be listed on the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**") and trading of the Equity Shares Allotted pursuant to the Offer is expected to commence on 23 July 2021.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 1,233,552,631 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 76 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 75 PER EQUITY SHARE FOR THE FRESH ISSUE) ("OFFER PRICE") AGGREGATING UP TO ₹ 93,750 MILLION, COMPRISING A FRESH ISSUE OF 1,184,210,526 EQUITY SHARES AGGREGATING UP TO ₹ 90,000 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 49,342,105 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"). THE OFFER INCLUDES A RESERVATION OF UP TO 6,500,000 EQUITY SHARES AGGREGATING UP TO ₹ 494 MILLION (CONSTITUTING UP TO 0.08% 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 15.72% AND 15.64% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

OFFER PRICE: ₹ 76 PER EQUITY SHARE OF FACE VALUE OF ₹ 1 EACH
ANCHOR INVESTOR OFFER PRICE: ₹ 76 PER EQUITY SHARE
THE OFFER PRICE IS 76 TIMES THE FACE VALUE

Risks to Investors

- 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.**
- 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).**
- 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.**
- Weighted Average Return on Net Worth for last three Fiscals is (49.09)%.**

BID/OFFER PERIOD:

BID/OFFER OPENED ON WEDNESDAY, JULY 14, 2021

BID/OFFER CLOSED ON FRIDAY, JULY 16, 2021

ANCHOR INVESTOR BIDDING DATE WAS TUESDAY, JULY 13, 2021

The Offer was 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 was made 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, allocated 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 was made 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) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was 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. Further, not more than 15% of the Net Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer was 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 were allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from at or above the Offer Price. All potential Bidders, other than Anchor Investors, were 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 were blocked by the SCSBs, to participate in the Offer. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "**Offer Procedure**" beginning on page 369 of the Prospectus.

The bidding for Anchor Investors opened and closed on Tuesday, July 13, 2021. The Company received 186 applications from 144 Anchor Investors (including 19 mutual funds through 74 Mutual Fund Schemes) for 57,90,50,550 Equity Shares. The Anchor Investor Offer Price was finalized at ₹ 76 per Equity Share. A total of 55,21,73,505 Equity Shares were allocated under the Anchor Investor Portion aggregating to ₹41,965,186,380/-.

The Offer (excluding Anchor Investors Portion) received 27,39,373 applications for 27,32,86,78,065 Equity Shares (prior to technical rejections but after removing the multiple and duplicate Bids and Bids not banked/blocked) resulting in 40.11 times subscription. The details of the applications received in the Offer from Retail Individual Investors, Non-Institutional Investors and QIBs are as under (before technical rejections but after removing multiple or duplicate Bids and Bids not banked / blocked):

Category	No. of Applications Received*	No. of Equity Shares	Equity Shares Reserved as per Prospectus	No. of times Subscribed	Amount (₹)
ANCHOR	186	57,90,50,550	55,21,73,505	1.0487	44,00,78,41,800.00
EMPLOYEE	2,514	28,22,625	65,00,000	0.4343	21,43,28,010.00
QIB	518	20,15,66,37,930	36,81,15,969	54.7562	15,31,90,24,16,460.00
HNI	11,735	6,33,87,23,625	18,40,57,894	34.4387	4,81,74,16,59,555.00
RETAIL	27,24,606	83,04,93,885	12,27,05,263	6.7682	63,17,10,37,456.00
TOTAL	27,39,559	27,90,77,28,615	1,23,35,52,631	22.6239	21,21,03,72,83,281.00

* Bid Lot: 195 Equity Shares and in multiples of 195 Equity Shares thereafter.

Final Demand

A summary of the final demand as per BSE and NSE as on the Bid/Offer Closing Date at different Bid prices is as under:

Bid Price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
72	2,09,28,765	0.08	2,09,28,765	0.08
73	71,99,595	0.03	2,81,28,360	0.10
74	1,95,36,660	0.07	4,76,65,020	0.17
75	2,47,78,065	0.09	7,24,43,085	0.26
76	26,75,47,29,105	97.00	26,82,71,72,190	97.26
Cut-Off	75,45,88,380	2.74	27,58,17,60,570	100.00
TOTAL	27,58,17,60,570	100.00		

The Basis of Allotment was finalized in consultation with the Managers and the Designated Stock Exchange, being the BSE on July 22, 2021.

A. Allotment to Retail Individual Bidders (After technical rejections, multiple or duplicate Bids and Bids not banked / returned) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Offer Price of ₹ 76 per Equity Share, was finalized in consultation with the BSE. This category has been subscribed to the extent of 6.32 times. The total number of Equity Shares Allotted in Retail Portion is 12,31,39,183 Equity Shares to 6,31,482 successful Retail Individual Bidders. The category-wise details of the Basis of Allotment are as under:

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
195	21,32,795	83.53	41,58,95,025	53.45	195	116:469	10,28,62,500
390	1,98,553	7.78	7,74,35,670	9.95	195	116:469	95,76,060
585	66,426	2.60	3,88,59,210	4.99	195	23:93	32,03,655
780	29,415	1.15	2,29,43,700	2.95	195	23:93	14,18,625
975	29,147	1.14	2,84,18,325	3.65	195	23:93	14,05,755
1170	14,840	0.58	1,73,62,800	2.23	195	23:93	7,15,650
1365	12,723	0.50	1,73,66,895	2.23	195	23:93	6,13,665
1560	4,306	0.17	67,17,360	0.86	195	23:93	2,07,675
1755	1,878	0.07	32,95,890	0.42	195	23:93	90,480
1950	15,233	0.60	2,97,04,350	3.82	195	23:93	7,34,760
2145	1,784	0.07	38,26,680	0.49	195	23:93	85,995
2340	3,173	0.12	74,24,820	0.95	195	23:93	1,53,075
2535	42,944	1.68	10,88,63,040	13.99	195	23:93	20,71,095
103982 Allottees from Serial no 2 to 13 Additional 1(one) share						193:103982	193
TOTAL	25,53,217	100.00	77,81,13,765	100.00			12,31,39,183

Please Note: 1 additional Share shall be allotted to 193 Allottees from amongst 103982 successful applicants from the categories 390-2535 (i.e. excluding successful applicants from Category 195) in the ratio of 193:103982

B. Allotment to Non-Institutional Bidders (after technical rejections)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 76 per Equity Share was finalized in consultation the Managers and with the BSE. The Non-Institutional Portion has been subscribed to the extent of 34.25 times. The total number of Equity Shares Allotted in this category is 18,47,08,774 Equity Shares to 8,658 successful Non-Institutional Bidders. The category-wise details of the Basis of Allotment are as under (Sample):

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per Bidder	Ratio	Total No. of Equity Shares allotted
2,730	2185	19.55	59,65,050	0.09	195	893:2185	1,74,135
7,995	31	0.28	2,47,845	0.00	233	1:1	7,223
8,190	25	0.22	2,04,750	0.00	239	1:1	5,975
63,960	2	0.02	1,27,920	0.00	1,868	1:1	3,736
1,29,870	3	0.03	3,89,610	0.01	3,792	1:1	11,376
1,32,795	2	0.02	2,65,590	0.00	3,877	1:1	7,754
1,64,775	1	0.01	1,64,775	0.00	4,811	1:1	4,811
7,81,755	1	0.01	7,81,755	0.01	22,825	1:1	22,825
9,20,400	3	0.03	27,61,200	0.04	26,873	1:1	80,619
10,52,610	8	0.07	84,20,880	0.13	30,733	1:1	2,45,864
11,46,015	1	0.01	11,46,015	0.02	33,460	1:1	33,460
12,48,000	1	0.01	12,48,000	0.02	36,438	1:1	36,438
13,06,500	1	0.01	13,06,500	0.02	38,146	1:1	38,146
14,05,170	1	0.01	14,05,170	0.02	41,026	1:1	41,026
15,24,510	1	0.01	15,24,510	0.02	44,511	1:1	44,511
4,07,89,320	1	0.01	4,07,89,320	0.64	11,90,917	1:1	11,90,917
8,55,26,220	1	0.01	8,55,26,220	1.35	24,97,089	1:1	24,97,089

C. Allotment to Eligible Employees (After Technical Rejections)

The Basis of Allotment to the Eligible Employees, who have placed bid at the Cut-Off price or at the Offer Price of ₹ 76 was finalized in consultation with BSE. The Eligible Employees Portion has been subscribed to the extent of 0.33 times. The total number of Equity Shares Allotted in this category is 21,60,795 Equity Shares to 898 successful Bidders. The category-wise details of the Basis of Allotment are as under (Sample):

Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per Bidder	Ratio	Total No. of Equity Shares allotted
195	90	10.02	17,550	0.81	195	1:1	17,550
390	86	9.58	33,540	1.55	390	1:1	33,540
585	57	6.35	33,345	1.54	585	1:1	33,345
780	55	6.12	42,900	1.99	780	1:1	42,900
975	34	3.79	33,150	1.53	975	1:1	33,150
1365	61	6.79	83,265	3.85	1365	1:1	83,265
1755	7	0.78	12,285	0.57	1755	1:1	12,285
1950	33	3.67	64,350	2.98	1950	1:1	64,350
2340	8	0.89	18,720	0.87	2340	1:1	18,720
2535	118	13.14	2,99,130	13.84	2535	1:1	2,99,130
2925	22	2.45	64,350	2.98	2925	1:1	64,350
3120	6	0.67	18,720	0.87	3120	1:1	18,720
3900	22	2.45	85,800	3.97	3900	1:1	85,800
4485	1	0.11	4,485	0.21	4485	1:1	4,485
5265	17	1.89	89,505	4.14	5265	1:1	89,505
6045	5	0.56	30,225	1.40	6045	1:1	30,225

D. Allotment to QIBs (excluding Anchor Investors) (after technical rejections)

Allotment to QIBs, who have Bid at the Offer Price of ₹ 76 per Equity Share, has been done on a proportionate basis in consultation with the BSE. This category has been subscribed to the extent of 54.27 times of QIB Portion. As per the SEBI ICDR Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e. 1,85,68,520 Equity Shares and other QIBs and unsatisfied demand of Mutual Funds were Allotted the remaining available Equity Shares i.e. 35,28,01,854 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 37,13,70,374 Equity Shares, which were allotted to 515 successful QIB Bidders. The category-wise details of the Basis of Allotment are as under:

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	OTHERS	TOTAL
ALLOTMENT	4,83,28,948	5,17,69,388	74,27,485	1,18,15,914	96,71,130	24,23,34,459	23,050	37,13,70,374

E. Allotment to Anchor Investors

The Company and Promoter Selling Shareholders, in consultation with the BRLMs, have allocated 55,21,73,505 Equity Shares to 144 Anchor Investors (through 186 Applications) at the Anchor Investor Offer Price of ₹ 76 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 60% of the QIB Portion.

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	OTHERS	TOTAL
ALLOTMENT	-	18,41,04,960	50,40,750	-	25,12,185	36,05,15,610	-	55,21,73,505

The IPO Committee of our Company on Thursday, July 22, 2021 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being BSE and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and on the intimations will be dispatched to the addresses of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on Thursday, July 22, 2021 and payment to non-syndicate brokers have been issued on July 22, 2021. In case the same are not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on Thursday, July 22, 2021 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the listing application with NSE and BSE on Thursday, July 22, 2021. The Company is in the process of obtaining the listing and trading approval from NSE and BSE and the trading is expected to commence on or about Friday, July 23, 2021.

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

INVESTORS PLEASE NOTE

These details of the Allotment made have been hosted on the website of Registrar to the Offer, Link Intime India Private Limited at www.linkintime.co.in.

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the first/ sole Bidder, Bid-cum-Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid-cum-Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid-cum-Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:

LINKIntime

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.ip@linkintime.co.in

Investor Grievance e-mail: zomato.ip@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Shanti Gopalkrishnan

SEBI Registration No.: INR000004058

Date: July 22, 2021

Place: New Delhi

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

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF ZOMATO LIMITED.

Zomato Limited has filed the Prospectus with the RoC on July 19, 2021 and thereafter with SEBI and Stock Exchanges. The 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, respectively 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 Prospectus. 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 the 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.