

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: ETERNAL
ISIN: INE758T01015**

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the postal ballot notice ("**Notice**") dated April 18, 2025, for seeking shareholders' approval by way of special resolution through postal ballot via remote e-voting on the following item:

- To consider and approve a cap of up to 49.50% on the aggregate foreign ownership

Further, the Notice is also available at the website of the Company i.e. www.eternal.com and the website of the Registrar and Share Transfer Agent ("**RTA**"), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("**MIPL**") i.e. www.in.mpms.mufg.com

In accordance with applicable laws and circulars issued by MCA and SEBI, the said Notice is being sent electronically to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Wednesday, April 16, 2025 ("**Cut-off date**") and whose email IDs are registered with the Company / MIPL / depositories / depository participants. The communication of assent/ dissent of the members on the special resolution proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed MIPL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Sunday, April 20, 2025, at 9:00 a.m. (IST) and shall end on Saturday, May 19, 2025, at 5:00 p.m. (IST)(both days inclusive).

The results of the postal ballot shall be announced on or before Wednesday, May 21, 2025. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. www.eternal.com and MIPL i.e. www.in.mpms.mufg.com and shall also be communicated to and uploaded on the websites of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com.

By order of the Board
**For Eternal Limited
(Formerly known as Zomato Limited)**

Sandhya Sethia
Company Secretary & Compliance Officer
Date: April 18, 2025
Place: Gurugram

ETERNAL LIMITED (Formerly known as Zomato Limited)

Registered Address: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, India
CIN: L93030DL2010PLC198141, **Telephone Number:** 011 - 40592373



Postal Ballot Notice



Eternal Limited
(Formerly Known as Zomato Limited)

CIN: L93030DL2010PLC198141

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

Website: www.eternal.com; **E-mail:** companysecretary@eternal.com

Phone No: +91 11 40592373

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the shareholders of Eternal Limited (formerly known as Zomato Limited) (the "**Company**") by means of Postal Ballot only through remote e-voting by electronic means ("**remote e-voting**") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice ("**Notice**") only by email to its members who have registered their email address as on Wednesday, April 16, 2025 ("**Cut-Off Date**") with the Company/registrar and share transfer agent or depository(ies) / depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ankit Singhi, Partner, M/s. PI & Associates as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote e-voting period commences from Sunday, April 20, 2025, at 9:00 a.m. (IST) and shall end on Monday, May 19, 2025, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer's report would be intimated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website i.e. www.eternal.com and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent ("**MUFG Intime/MIPL/RTA**") of the Company i.e. <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER AND APPROVE A CAP OF UP TO 49.50% ON THE AGGREGATE FOREIGN OWNERSHIP

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Consolidated FDI Policy Circular of 2020 dated October 15, 2020, Foreign Exchange Management Act, 1999 (“**FEMA**”) and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any amendment, variation, statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such guidance, approvals, permissions and sanctions, if any, and to the extent required, of appropriate regulatory/ statutory authorities, consent of the shareholders of the Company be and is hereby accorded to the Company to cap the total foreign ownership (including without limitation through the primary or secondary markets irrespective of whether it is Foreign Direct Investment or Foreign Portfolio Investment or indirect foreign investment by and/or on behalf of person resident outside India (including without limitation foreign owned and/or controlled Indian companies or investment vehicles), Foreign Portfolio Investors (FPIs), non-resident Indians (NRI) in the Company through any mode, route (except non-repatriation route) or scheme) (“**Foreign Ownership**”) of equity instruments (as defined under FEMA, which includes equity shares or compulsorily convertible preference shares / debentures) of the Company, up to a maximum of 49.50 per cent of the total equity instruments issued by the Company, at any point of time on a fully diluted basis or such other reduced limit as may be prescribed by any regulatory authority or under applicable law for the time being in force, in relation to Foreign Ownership, for the Company to be considered as an Indian owned and controlled company for the purposes of FEMA .

RESOLVED FURTHER THAT managing director and chief executive officer, chief financial officer and company secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government/RBI, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

Notes:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on Cut-Off Date and who have registered their email address with the Company/ RTA or depository(ies) / depository participant(s) (“**DPs**”) in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the

Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/ DPs) shall be entitled to vote in relation to the resolution in accordance with the process specified in this Notice in Note No. 11.

4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, MCA Circulars, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed MIPL for facilitating remote e-voting, to enable the members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
5. Notice is also placed on the website of the Company i.e. www.eternal.com and the website of MIPL i.e. <https://instavote.linkintime.co.in> and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com). Any member seeking a copy of this Notice may also write to us at companysecretary@eternal.com.
6. Remote e-voting period shall commence from Sunday, April 20, 2025 at 9:00 a.m. (IST) and shall end on Monday, May 19, 2025 at 5:00 p.m. (IST). The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in Note No. 11 of this Notice. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. The Board in its meeting held on Friday, April 18, 2025 approved appointment of Mr. Ankit Singhi (CP no.: 16274), partner, M/s. PI & Associates, in his absence, Mr. Nitesh Latwal (CP no.: 16276), partner, PAssociates as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by him, after completion of the scrutiny of the remote e-voting, on or before Wednesday, May 21, 2025. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.eternal.com and also on the MIPL's website i.e. <https://instavote.linkintime.co.in> and shall be simultaneously communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office as well as the corporate office of the Company.
9. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolution, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Monday, May 19, 2025.
10. Registration of email addresses:
 - **Registration for shareholders holding physical shares:** The members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with MIPL, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and email ID and also upload the image of PAN, Aadhaar card, share certificate & Form ISR-1, ISR-2 in pdf or jpeg format (up to 1 MB). On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - **For temporary registration for demat shareholders:** The members of the Company holding Equity Shares of the Company in demat form and who have not registered their e-mail address may temporarily get their e-mail address registered with MIPL by clicking on the link https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration

process as guided therein. The members are requested to provide details such as name, DPID, client ID/ PAN, mobile number and e-mail id. On submission of the shareholder details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- It is clarified that for permanent registration of e-mail address, the members are requested to register their email address, in respect of demat holdings with the respective depository participant by following the procedure prescribed by the depository participant.
- In case of any queries, shareholders may write to rnt.helpdesk@in.mpms.mufg.com, under help section or call on Tel no.: 022-49186000.
- Shareholders may download the prescribed forms from the Company's website at <https://www.eternal.com/investor-relations/>

11. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-Voting facility.

I. Login method for Individual shareholders holding securities in demat mode is given below:

i) Individual Shareholders holding securities in demat mode with NSDL:

A. If registered with NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, you will be able to see e-Voting services under Value added services click on "Access to e-voting" under e-voting services.
- c) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

In case user has not registered for NSDL IDeAS facility, please follow the below steps:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with a Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services click on "Access to e-voting" under e-voting service.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see e-Voting services under Value added services. Click on "Access to e-voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

ii) Individual Shareholders holding securities in demat mode with CDSL:

A. If registered/ opted for with CDSL Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see the e-voting menu. The menu will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

In case users has not registered for CDSL Easi/Easiest facility, please follow the below steps:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with a Login ID and password.
- d) After successful login, user will be able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

B. By directly visiting the e-voting website of CDSL:

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in demat account.
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

iii. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website.
- b) After successful login, the user shall navigate through "e-voting" tab.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Step 1: Registration Process for e-Voting facility of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) is given as under:

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under 'SHAREHOLDER' tab and register with your following details: -

Field	Details
A. User ID	Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
B. PAN	Enter your 10-digit Permanent Account Number (PAN)(Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable)
C. DOB / DOI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI)(As recorded with your DP / Company – in DD/MM/YYYY format)
D. Bank account number	Enter your Bank Account Number (last four digits), as recorded with your DP / Company

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.*

**Shareholders holding shares in NSDL form, shall provide 'D' above.*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code.
- Click **"Submit"** (You have now registered on InstaVote).

Step 2: Shareholders who have registered for INSTAVOTE facility:

- Click on **"Login"** under 'SHARE HOLDER' tab.
 - User ID: Enter your User ID
 - Password: Enter your Password
 - Enter Image Verification (CAPTCHA) Code
 - Click **"Submit"**

Step 3: Process to cast your vote electronically upon registration

- After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
- E-voting page will appear.
- Refer to the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

III. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1: Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund".
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the primary contact person's email ID (which is filled at the time of sign up at Sr. No. b above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. Body corporate shareholders can also send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at info@piassociates.co.in with a

copy marked to RTA at enotices@in.mpms.mufg.com and the Company at companysecretary@eternal.com.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2: Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials. Click on "Investor Mapping" tab under the Menu Section.
- b) Map the Investor with the following details:
1. 'Investor ID' -
 - Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 2. 'Investor's Name' - Enter full name of the entity as updated with DP.
 3. 'Investor PAN' - Enter your 10-digit PAN issued by the Income Tax Department.
 4. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- c) Click on Submit button and investor will be mapped now.
- d) The same can be viewed under the "Report Section".

STEP 3: Voting through remote e-voting

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Method 1 - Votes entry

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on '**Votes Entry**' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote under "**On-going Events**".
- d) Enter '**16-digit Demat Account No.**' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on '**Submit**'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Method 2- Votes upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' tab.
- e) Cast your vote by selecting your desired option '**Favour / Against**' in the sample vote file and upload the same under '**Upload Vote File**' option.

- f) Click on **'Submit'**. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

A. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

B. Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

A. Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode who have forgotten their password:

If an Individual shareholder holding securities in physical form / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website at <https://instavote.linkintime.co.in>

- Click on **'Login'** under **'SHAREHOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case a shareholder is having a valid email address, Password will be sent to his / her registered email address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

B. Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website at: <https://instavote.linkintime.co.in>

- Click on **'Login'** under **'Corporate Body / Custodian / Mutual Fund'** tab and further Click **'forgot password?'**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case a shareholder is having a valid email address, Password will be sent to his / her registered email address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOL,. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

C. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password or both are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

12. Mr. Rajiv Ranjan, Assistant Vice President - e-voting, MUFG Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, Contact no.: +91 22 49186000, email id: enotices@in.mpms.mufg.com, is responsible for addressing the grievances connected with facility for voting by electronic means.

13. The vote in this postal ballot can't be exercised through proxy.

14. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to companysecretary@eternal.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID.

**By order of the board of directors
For Eternal Limited
(Formerly known as Zomato Limited)**

**Date: April 18, 2025
Place: Gurugram**

**Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**

EXPLANATORY STATEMENT FOR ITEM NO. 1 PURSUANT TO THE ACT AND OTHER APPLICABLE LAWS

Item No. 1

Background

We are pleased to share that, as of March 31, 2025, the aggregate domestic (Indian) shareholding in our Company stood at about 55% of our fully diluted share capital (Foreign Ownership being ~45%). As a result, the Company now qualifies as an Indian-Owned-and-Controlled Company (IOCC) under applicable Indian foreign exchange regulations.

Why this matters

The IOCC classification not only reinforces our identity as an Indian company, but also offers us greater operational flexibility, especially in our quick commerce business.

However, unlike many Indian-listed companies, we are a professionally-managed public company without an identifiable promoter group holding a substantial stake. This makes us structurally different from most IOCCs in India, where promoter holdings often serve as a safeguard for maintaining domestic control.

To ensure we retain our IOCC status, we are seeking an enabling approval from shareholders for a cap of up to 49.5% on Foreign Ownership, subject to applicable laws.

Strategic benefits of being an IOCC

Being an IOCC will help unlock new opportunities in quick commerce.

Our Blinkit business, acquired in August 2022, has demonstrated exceptional growth—GOV grew 93% YoY in FY24 and 123% YoY in 9MFY25¹. Blinkit currently operates as a third-party marketplace relying entirely on third-party sellers that own the inventory of goods sold on the platform.

As an IOCC, we can now gradually transition toward inventory ownership, which will enable us to:

- Drive growth by introducing new, underserved categories which third-party sellers or Indian brands may not currently be investing in. Some examples include categories like home décor, gourmet foods, toys, pooja items, and seasonal merchandise. By offering working capital support directly to small brands and manufacturers and/ or by using our balance sheet to own inventory, Blinkit can help drive growth for many such product categories.
- Enhance margins, particularly in fragmented or unbranded categories (where scale will lead to higher margins), and even in established FMCG categories (where direct inventory ownership allows for better margins).

This change aligns with our strategy to optimize the assortment, quality, and value mix for our customers in the quick commerce business. While this will make the business moderately more working capital-intensive, we will use our balance sheet carefully where we believe the strong ROCE potential and long-term value creation justify the approach.

Market context

The Indian equity capital markets have gained significant depth over the years, with increasing participation from domestic institutional and retail investors, driven by the country's economic growth and consequent financialization of savings. This shift is evident in the higher domestic holding across several Indian-listed companies including our Company. We think this has the potential to create a favourable environment for companies such as ours that would need to maintain domestic ownership above a certain threshold.

¹ 9MFY25 refers to the nine month period from April 1, 2024 to December 31, 2024.

Also, there are numerous Indian companies that operate as IOCCs and benefit from owning inventory in their online commerce businesses. In fact, FirstCry (which is also a professionally managed listed company) has already implemented a cap on aggregate foreign ownership at 49.5%, similar to what we are proposing.

Conclusion

Maintaining our IOCC status represents an important strategic lever that aligns with our long-term vision: to innovate faster, serve customers better, support local entrepreneurs, and deliver stronger returns to shareholders. We believe this proposal strengthens our foundation for sustained growth. The flexibility will support both existing operations and future growth initiatives where IOCC status may be necessary.

Board recommendation

The Board of the Company, at its meeting held on 18th April, 2025, has also unanimously approved this decision, subject to the approval of the shareholders by way of special resolution.

Pursuant to Section 102 of the Act, the Board hereby confirms that none of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives are concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Plans, in accordance with the applicable law.

In the above backdrop, the Board commends the special resolution set out in item no. 1 of the Notice for approval by shareholders as a special resolution.

Implementation plan

Once the shareholder resolution is approved, the cap will be implemented in compliance with applicable law.

If at a future date the IOCC status is no longer essential, we may return to shareholders to remove the cap.

**By order of the board of directors
For Eternal Limited
(Formerly known as Zomato Limited)**

**Date: April 18, 2025
Place: Gurugram**

**Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**