

Date: August 18, 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 Securities and Exchange Board of India circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 (“SEBI Circular”).

Dear Sir/Ma’am,

We refer to our Red Herring Prospectus dated July 6, 2021 and Prospectus dated July 19, 2021 disclosing that Zomato Limited has entered into definitive agreements dated June 28, 2021 with Grofers India Private Limited (“GIPL”), Hands on Trades Private Limited (“HOTPL”) and their parent entity Grofers International Pte. Ltd. (together the “Grofer Entities”) and others, in relation to acquisition of certain minority stake in GIPL and HOTPL, as well as certain rights in each of the Grofer Entities.

We also refer to our disclosure dated August 13, 2021 to the exchange(s) informing that the Hon’ble Competition Commission of India has approved the proposed investment by Zomato Limited in GIPL and HOTPL, *vide* its letter dated August 13, 2021 under sub-regulation (5) of Regulation 28 of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011.

Further to the above and in terms of Regulation 30 of Listing Regulations read with SEBI Circular, we wish to inform you that Zomato has now completed the acquisition of (i) 9.16% of shareholding on a fully diluted basis in GIPL for a consideration of INR 5,182,155,000/- (Indian Rupees Five Billion One Hundred Eighty Two Million One Hundred Fifty Five Thousand) and (ii) 8.94% of shareholding on fully diluted basis in HOTPL for a consideration of INR 2,228,359,140/- (Indian Rupees Two Billion Two Hundred Twenty- Eight Million Three Hundred Fifty Nine Thousand One Hundred Forty), with the an aggregate consideration of INR 7,410,514,140 (Indian Rupees Seven Billion Four Hundred Ten Million Five Hundred Fourteen Thousand One Hundred Forty).

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: U93030DL2010PLC198141, **Telephone Number:** 011 - 40592373

The details as required under Listing Regulations read with SEBI Circular are enclosed as **Annexure – A** and **Annexure – B**.

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: New Delhi

Date: August 18, 2021

Annexure A
Grofers India Private Limited

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Grofers India Private Limited (“GIPL”) Authorized Share Capital: INR 45,00,000 (Indian Rupees Forty Five Lakhs only) Paid-up Share Capital: INR 3,54,750 (Indian Rupees Three Lakhs Fifty Four Thousand Seven Hundred and Fifty) Turnover as at March 31, 2020 (latest audited): INR (in thousands) 1,652,779/-
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 professionally managed Company with no promoter/promoter group and the acquisition of shares of GIPL by the Company on August 18, 2021 does not fall under related party transactions with Company/group companies.
3.	Industry to which the entity being acquired belongs	E-commerce
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 allow GIPL to expand its business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Zomato has received the approval of the Competition Commission of India for its proposed investment in GIPL vide its letter dated August 13, 2021
6.	Indicative timeperiod for completion of the acquisition;	Completed on August 18, 2021
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash consideration – payment made 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;	<u>Cost of Acquisition:</u> INR 5,182,155,000/- (Indian Rupees Five Billion One Hundred Eighty Two Million One Hundred Fifty Five Thousand) <u>Percentage of Shareholding:</u> 9.16% on fully diluted basis

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		Number of shares acquired: 3,248 (Three Thousand Two Hundred Forty-Eight) compulsorily convertible preference shares with a face value of INR 1,000 (Indian Rupees one thousand) and premium of INR 15,94,000/- (Indian Rupees Fifteen Lakh Ninety-Four Thousand only) and 1 (one) equity share with a face value INR 10 (Indian Rupees Ten) and premium of INR 15,94,990/- (Indian Rupees Fifteen Lakh Ninety-Four Thousand Nine Hundred and Ninety Only)						
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);	GIPL is incorporated in May 26, 2015 and operates an e-commerce marketplace in India, providing an information technology platform on a digital and electronic network to act as a facilitator between third-party sellers of various products (such as grocery, fruits and vegetables, bakery items, personal care, health and hygiene, pet care, and baby care etc.) and potential buyers of goods. It also provides support services to merchants in relation to sales made on the platform by the merchants, including, warehousing, logistics, order fulfilment, payment collection and other services and advertisement services for brands. <u>Turnover of the last three years (in INR(in thousands)) :</u> <table><tr><td>March 31, 2020</td><td>1,652,779/-</td></tr><tr><td>March 31, 2019</td><td>710,460/-</td></tr><tr><td>March 31, 2018</td><td>298,332/-</td></tr></table>	March 31, 2020	1,652,779/-	March 31, 2019	710,460/-	March 31, 2018	298,332/-
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Annexure B
Hands on Trades Private Limited

S. No	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Hands on Trades Private Limited (“HOTPL”) Authorized Share Capital: INR 1,00,00,00,000 (Indian Rupees One Hundred Crore) Paid-up Share Capital: INR 50,14,68,100 (Indian Rupees Fifty Crores Fourteen Lacs Sixty Eight Thousand One Hundred) Turnover as at March 31, 2020: (latest audited): INR (in thousands) 21,723,992.
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 professionally managed Company with no promoter/promoter group and the acquisition of shares of GIPL by the Company on August 18, 2021 does not fall under related party transactions with Company/group companies
3.	Industry to which the entity being acquired belongs	Wholesale trading
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 allow GIPL to expand its business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Zomato has received the approval of the Competition Commission of India for its proposed investment in HOTPL vide its letter dated August 13, 2021
6.	Indicative time period for completion of the acquisition;	Completed on August 18, 2021
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration – payment made 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;	<u>Cost of Acquisition:</u> INR 2,228,359,140/- (Indian Rupees Two Billion Two Hundred Twenty- Eight Million Three Hundred Fifty Nine Thousand One Hundred Forty) <u>Percentage of Shareholding:</u> 8.94% on a fully diluted basis

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		Number of shares acquired: 4,48,361 (Four Lakh Forty Eight Thousand Three Hundred and Sixty One) compulsorily convertible preference shares with a face value of INR 1,000 (Indian Rupees one thousand) and premium of INR 3,970/- (Indian Rupees Three Thousand Nine Hundred and Seventy Only) and 1 (one) equity share with a face value INR 100 (One Hundred) and premium of INR 4870/- (Indian Rupees Four Thousand Eight Hundred and Seventy Only)						
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);	HOTPL is incorporated in September 30, 2015 and is engaged in the business of B2B wholesale trading with third party merchants, contract manufacturing of grocery, food-related products and other goods for the purpose of onward sale on a wholesale basis, and providing warehousing services including storage of grocery goods and food-related products to third party merchants. <u>Turnover of the last three years (in INR(in thousands)):</u> <table><tr><td>March 31, 2020</td><td>21,723,992/-</td></tr><tr><td>March 31, 2019</td><td>12,209,217</td></tr><tr><td>March 31, 2018</td><td>5,032,587/-</td></tr></table>	March 31, 2020	21,723,992/-	March 31, 2019	12,209,217	March 31, 2018	5,032,587/-
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