

Date: January 27, 2022

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., January 27, 2022 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 11,214 (Eleven Thousand Two Hundred Fourteen) compulsorily convertible preference shares and 10 (Ten) equity shares collectively aggregating to 19.48% of the share capital of Adonmo Private Limited, for an aggregate cash consideration of INR 112,20,85,728/- (Indian Rupees One Hundred and Twelve Crore Twenty Lakh Eighty Five Thousand Seven Hundred Twenty Eight Only);
- b) Acquisition by way of subscription of 1,259 (One Thousand Two Hundred Fifty Nine) compulsorily convertible preference shares and 1 (One) equity shares collectively aggregating to 5% of the share capital of UrbanPiper Technology Private Limited, for an aggregate cash consideration of INR 37,38,77,280/- (Indian Rupees Thirty Seven Crore Thirty Eight Lakh Seventy Seven Thousand Two Hundred and Eighty 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. Brief details on the Proposed Investments are enclosed herewith

This is to further inform the exchange that Board in its meeting held today also approved incorporation of wholly owned subsidiary of the Company as Non- Banking Finance Company

The details as required under Listing Regulations read with SEBI Circular in relation to the Proposed Investments and wholly owned subsidiary are enclosed as **Annexure – A**.

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: January 27, 2022

Details of the Proposed Investments

1. **UrbanPiper:** We have signed definitive documents for investing ~\$5 million in UrbanPiper Technology Private Limited (“UrbanPiper”) for a ~5% stake as part of a larger ~\$24 million round.

UrbanPiper is a B2B software platform that acts like a “middle layer” between restaurants and food ordering and delivery players and enables restaurants to seamlessly integrate with multiple players through a single digital interface. ~80% of restaurants still use legacy systems or manual processes leading to delay in order flow and errors in order processing. UrbanPiper solves this problem for restaurants through technology helping more restaurants become “food-delivery ready”. It currently processes ~12 million orders a month at 23,000+ restaurant locations in the country.

With our investment, we hope to fuel UrbanPiper’s penetration in the restaurant industry.

2. **AdOnMo*:** We have signed definitive documents for investing ~\$15 million in Adonmo Private Limited (“AdOnMo”) for a ~19% stake.

AdOnMo is an ad-tech company that is taking targeted digital advertising beyond personal devices to outdoor digital screens. Their proprietary technology enables cloud-connected digital screens with contextual and targeted advertising capabilities. Outside of online marketing (web / mobile app), this is the only medium where ads can be served (a) digitally and in real time, (b) customized and targeted for hyperlocal audiences.

Growth in AdOnMo’s platform will help our food ordering and delivery business leverage new digital avenues for customer acquisition.

Both UrbanPiper and AdOnMo investments are synergistic to our core business and will help accelerate growth of these companies which will help in filling important gaps in the food ordering and delivery ecosystem in India.

**Bace Fund LP invested in AdOnMo in December 2019 as part of a US\$3m round and currently owns ~13%. Deepinder Goyal (MD & CEO of the Company) has an investment of US\$100,000 in Bace Fund LP, which is an insignificant portion of the fund. Our proposed investment in AdOnMo is not a related party transaction and the above disclosure is being made voluntarily.*

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Annexure A

S. No	Particulars	Adonmo Private Limited	UrbanPiper Technology Private Limited	Proposed Wholly owned subsidiary
1.	Name of the entity, details in brief such as size, turnover etc.	Adonmo Private Limited ("Adonmo") Authorized Share Capital: INR 10,00,000/- Paid-up Share Capital: INR 5,29,480/- Turnover as at March 31, 2021 (Audited): INR 3,27,13,619/-	UrbanPiper Technology Private Limited ("UrbanPiper") Authorized Share Capital: INR 14,42,000 Paid-up Share Capital: INR 5,64,820/- Turnover as at March 31, 2021 (Audited): INR 6,33,74,578/-	Name is being finalised subject to approval by the Ministry of Corporate Affairs. Proposed Authorized Capital: INR 10,00,00,000/- (Rupees Ten crore only). Proposed Paid-up capital: INR 3,00,00,000/- (Rupees Three Crore only)
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 Adonmo 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 UrbanPiper by the Company does not qualify as a related party transactions with Company/group companies.	The wholly owned subsidiary company once incorporated will be a related party. We are a professionally managed Company with no promoter/promoter group.
3.	Industry to which the entity being acquired belongs	Advertising technology	Software-company (services sector)	Financial Services
4.	Objects and effects of acquisition (including but not limited to, disclosure of	This is in the nature of a minority investment. The investment will help Adonmo to grow its business.	This is in the nature of a minority investment. The investment will help UrbanPiper to grow its business.	The proposed wholly owned subsidiary shall carry out NBFC business.

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	reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)			
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable.	Not Applicable.	Not Applicable for incorporation. However, RBI approval will be required by the WOS to carry on the NBFC business.
6.	Indicative time period for completion of the acquisition.	Within 7 business days.	Within 7 business days.	Not Applicable
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.	100% subscription to the share capital in cash.
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 112,20,85,728/- <u>Percentage of Shareholding:</u> 19.48% of the share capital <u>Number of shares acquired:</u> 11,214 (Eleven Thousand Two Hundred Fourteen) compulsorily convertible preference shares and 10 (Ten) equity shares of Adonmo.	<u>Cost of Acquisition:</u> INR 37,38,77,280/- <u>Percentage of Shareholding:</u> 5 % of the share capital <u>Number of shares acquired:</u> 1,259 (One Thousand Two Hundred Fifty Nine) compulsorily convertible preference shares and 1 (One) equity share of UrbanPiper.	100% share capital shall be owned by the Company.
9.	Brief background about the entity acquired in terms of products / line of business acquired, date of	Adonmo Private Limited was incorporated on July 12, 2016, in India and Adonmo is a new age Ad-Tech startup pioneering a technology fueled transformation in outdoor advertising.	UrbanPiper Technology Private Limited was incorporated on February 5, 2016 in India and UrbanPiper is a business-to-business (B2B) software platform that acts like a “middle layer” between restaurants and food ordering and delivery players, and enables restaurants	Not applicable

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incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<u>Audited Turnover of the last three years (in INR (in Mn.)):</u>		to seamlessly integrate with multiple players through a single digital interface.	<u>Audited Turnover of the last three years (in INR (in Mn.)):</u>												
		<table><tr><td>March 31, 2021 (Audited)</td><td>32.71/-</td></tr><tr><td>March 31, 2020 (Audited)</td><td>25.45/-</td></tr><tr><td>March 31, 2019 (Audited)</td><td>15.53/-</td></tr></table>	March 31, 2021 (Audited)	32.71/-	March 31, 2020 (Audited)	25.45/-	March 31, 2019 (Audited)	15.53/-		<table><tr><td>March 31, 2021</td><td>63.37/-</td></tr><tr><td>March 31, 2020</td><td>61.73/-</td></tr><tr><td>March 31, 2019</td><td>31.46/-</td></tr></table>	March 31, 2021	63.37/-	March 31, 2020	61.73/-	March 31, 2019	31.46/-
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