

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: ZOMATO
ISIN: INE758T01015**

Sub.: Proceedings of the 14th Annual General Meeting of the Company

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of proceedings of the 14th Annual General Meeting of the Company, held through video conferencing on Wednesday, August 28, 2024, at 12:00 P.M. (IST).

The attached information will also be hosted on the website of the Company i.e. www.zomato.com

For Zomato Limited

Sandhya Sethia
Company Secretary & Compliance Officer
Date: August 28, 2024
Place: Gurugram

Summary of proceedings of the 14th Annual General Meeting (“AGM”) of Zomato Limited (“Company”)

A. Date, time, venue of the AGM:

AGM of the Company was held on Wednesday, August 28, 2024 at 12:00 P.M. IST through video conferencing (“VC”) facility provided by Link Intime Private Limited (“**Linkin Time**”/ “**RTA**”), in compliance with the provision of Companies Act, 2013 read with rules thereunder (“**Act**”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and various circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and SEBI from time to time.

In terms of Listing Regulations, the Company also hosted a live webcast of the proceedings of the AGM on the RTA’s website for the members of the Company.

The proceedings of this AGM were deemed to be conducted at the registered office of the Company. The AGM commenced at 12:00 P.M. IST and concluded at 1:20 P.M. IST (including time allowed for e-voting at the meeting).

B. Attendance at the AGM:

I. Details of directors, key managerial personnel, auditors (statutory auditors & secretarial auditors), scrutinizer(s), who attended the AGM through VCs:

- a) Mr. Kaushik Dutta: Independent Director & Chairman of Board
- b) Mr. Deepinder Goyal: Managing Director & Chief Executive Officer
- c) Ms. Aparna Popat Ved: Independent Director
- d) Ms. Gunjan Tilak Raj Soni: Independent Director
- e) Ms. Namita Gupta: Independent Director & Chairperson - Nomination and Remuneration Committee
- f) Mr. Sanjeev Bikhchandani: Nominee Director & Chairman - Stakeholders’ Relationship Committee
- g) Ms. Sutapa Banerjee: Independent Director & Chairperson - Audit Committee
- h) Mr. Akshant Goyal: Chief Financial Officer
- i) Ms. Sandhya Sethia: Company Secretary & Compliance Officer
- j) Mr. Vikas Khurana and Mr. Nishant Arora: Representing M/s. Deloitte Haskins & Sells, Statutory Auditors of the Company
- k) Mr. Rupesh Agarwal: Managing Partner, M/s. Chandrasekaran Associates, Secretarial Auditors of the Company
- l) Mr. Ankit Singhi and Mr. Nitesh Latwal: Partners, M/s. PI & Associates, Scrutinizers.

II. Details of members who attended the AGM:

Promoter & Promoter Group	Public	Total
0	202	202

ZOMATO LIMITED

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CIN: L93030DL2010PLC198141, **Telephone Number:** 011 - 40592373

C. **Brief proceedings of the AGM:**

- Moderator welcomed the members attending the AGM of the Company virtually. For the smooth conduct of the AGM, the moderator announced that participants will be in mute mode upon entry and pre-registered speakers will be able to speak at the AGM through audio & video facility.
- After the announcement, the moderator handed over the proceedings to the company secretary.
- The company secretary welcomed all the members at the AGM and informed them that pursuant to Circulars issued by the MCA and SEBI, the AGM is being conducted through VC. The Company had taken all feasible steps to enable members to participate and vote at the AGM.
- The company secretary also informed the members that since the meeting was being conducted virtually, there was no requirement to provide a facility to appoint a proxy. She further communicated that the statutory registers / records and other applicable documents, as required, were available for inspection electronically by the members and the proceedings of this AGM shall be deemed to be conducted at the registered office of the Company.
- The company secretary welcomed the board of directors, chief financial officer, auditors, other stakeholders and dignitaries present at the AGM. The company secretary introduced the directors and officials participating in the AGM and confirmed the presence of:
 - a) Kaushik Dutta - Independent director & chairman of the board of directors of the Company and member of the audit committee, nomination & remuneration committee and risk management committee. He was participating from Gurugram.
 - b) Deepinder Goyal - Managing director & chief executive officer of the Company, chairman of the risk management committee, corporate social responsibility committee, and investment committee and member of stakeholders' relationship committee. He was participating from Gurugram.
 - c) Sutapa Banerjee - Independent director on the board of directors of the Company, chairperson of the audit committee and member of investment committee. She was participating from Mumbai.
 - d) Namita Gupta - Independent director on the board of directors of the Company, chairperson of nomination & remuneration committee and member of the audit committee, risk management committee, stakeholders' relationship committee and corporate social responsibility committee. She was participating from Bengaluru.
 - e) Aparna Popat Ved - Independent director on the board of directors of the Company and member of the corporate social responsibility committee. She was participating from Mumbai.
 - f) Sanjeev Bikhchandani - Nominee director on the board of directors of the Company, chairman of stakeholders' relationship committee and member of the audit committee, nomination and remuneration committee, and investment committee. He was participating from Delhi.
 - g) Gunjan Tilak Raj Soni - Independent director on the board of directors of the Company and member of the corporate social responsibility committee and risk management committee. She was participating from Kuala Lumpur.
 - h) Akshant Goyal - Chief financial officer of the Company and member of the investment committee. He was participating from Gurugram.

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- The company secretary also confirmed the presence of representatives of statutory auditors, secretarial auditors and scrutinizer(s) at the meeting.
- The company secretary requested Mr. Kaushik Dutta, chairman of the board to address the members.
- Mr. Kaushik Dutta welcomed all the members and board of directors of the Company present at the AGM. The Chairman informed that the requisite quorum was present and declared the meeting was in order.
- The Chairman delivered his speech including key highlights about Company's performance during FY24.
- The company secretary requested the moderator to open the floor for Q&A so that the members who had pre-registered themselves as 'speakers' could ask questions, express their views, give suggestions and make enquiries on the operations and financial performance of the Company & related matters. Members proceeded to ask questions to the board of directors and management of the Company
- The questions raised by the members were answered by Mr. Akshant Goyal
- The company secretary requested the members who were not able to speak at the AGM to email their queries at shareholders@zomato.com or companysecretary@zomato.com
- The company secretary informed the members that the notice of AGM, the board report, statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2024, have been sent to the members of the Company at their registered email address, within prescribed timelines and with the consent of members, the same were taken as read. She also informed to the members that the statutory auditors' report and secretarial auditors' report of the Company did not contain any qualifications or reservation or observations or adverse remarks
- Thereafter, members were briefed on the resolutions as set out in the notice of AGM.

Ordinary Business(es):

- 1) To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the board of directors and auditors' thereon
- 2) To re-appoint Sanjeev Bikhchandani (DIN: 00065640), Non-Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment

Special Business(es):

- 3) To approve remuneration payable to Aparna Popat Ved, Non-Executive Independent Director of the Company;
- 4) To approve remuneration payable to Gunjan Tilak Raj Soni, Non-Executive Independent Director of the Company;
- 5) To approve remuneration payable to Kaushik Dutta, Non-Executive Independent Director of the Company;

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- 6) To approve remuneration payable to Namita Gupta, Non-Executive Independent Director of the Company; and
 - 7) To approve remuneration payable to Sutapa Banerjee, Non-Executive Independent Director of the Company.
- The company secretary further informed that the members holding shares as on the cut-off date i.e. Wednesday, August 21, 2024, were entitled to cast their votes virtually at the AGM through the facilities provided by the Company. The remote e-voting facility commenced from Saturday, August 24, 2024 at 9:00 A.M. (IST) and concluded on Tuesday, August 27, 2024, 5:00 P.M. (IST).
 - Further, that the members attending the AGM who did not cast their vote were also given the facility to cast their vote virtually at the meeting.
 - She also informed that board of directors of the Company had appointed Mr. Ankit Singhi, in his absence, Mr. Nitesh Latwal, Partners, from M/s. PI & Associates, Practicing Company Secretaries as the scrutinizer(s) to supervise the e-voting process in a fair and transparent manner.
 - The members were informed that the voting results along with the consolidated scrutinizer's report will be filed with both BSE and NSE and will be available for inspection at the registered office and corporate office of the Company. The report will also be uploaded on the Company's website www.zomato.com and also on the RTA's website (within stipulated timelines).
 - The company secretary announced that e-voting facility is open for 15 minutes for members to cast their vote and meeting was closed with a vote of thanks.

In furtherance to the above proceedings of AGM, we wish to inform the members of the Company that the following will be submitted to exchanges(s) within stipulated timelines:

- (i) Voting Results under Regulation 44(3) of the Listing Regulations
- (ii) Consolidated Scrutinizer's Report under Section 108 of the Companies Act, 2013

For Zomato Limited

Sandhya Sethia
Company Secretary & Compliance Officer

Date: August 28, 2024

Place: Gurugram

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