August 16, 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

Dear Sirs,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the postal ballot notice ("**Notice**") along with the explanatory statement for the following matters:

1. Approval of Article 103A of the articles of association of the Company;
2. Ratification of Foodie Bay Employee Stock Option Plan 2014;
3. Ratification to extend benefits of Foodie Bay Employee Stock Option Plan 2014 to the employees of the subsidiary company(ies) of the Company;
4. Ratification of Zomato Employee Stock Option Plan 2018;
5. Ratification to extend benefits of Zomato Employee Stock Option Plan 2018 to the employees of the subsidiary company(ies) of the Company;
6. Ratification of Zomato Employee Stock Option Plan 2021;
7. Ratification to extend benefits of Zomato Employee Stock Option Plan 2021 to the employees of the subsidiary company(ies) of the Company.

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs, Securities Exchange Board of India, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Link Intime India Private Limited ("**RTA**")/ Depositories as on Friday, August 13, 2021 ("**cut-off date**").

Further the Notice is also available on the website of the Company i.e. www.zomato.com and the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited i.e. www.linkintime.co.in

The remote e-voting period shall commence on Friday, August 20, 2021 at 9:00 A.M. and ends on Saturday, September 18, 2021 at 5:00 P.M. The results of the voting shall be declared on or before Monday, September 20, 2021. Kindly take the same on your record.

Thanking you,
For Zomato Limited
(Formerly known as Zomato Private Limited and Zomato Media Private Limited)

Ms. Sandhya Sethia
(Company Secretary & Compliance Officer)
Mem. No. A29579

Zomato Limited
(Formerly known as Zomato Private Limited and Zomato Media Private Limited)
CIN: U93030DL2010PLC198141
Registered Office: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, India
Website: www.zomato.com
Ph. No. 011 – 40592373 E-mail: companysecretary@zomato.com

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "**Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, and General Circular No. 10/2021 dated June 23, 2021 ("**MCA Circulars**") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 **('SEBI Circulars')** and other applicable laws and regulations, if any, for seeking approval of members of Zomato Limited (Formerly known as Zomato Private Limited and Zomato Media Private Limited) (the "**Company**") to the proposed resolutions appended below through Postal Ballot and being unavoidable in nature, only through remote voting by electronic means ("**remote e-voting**").

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the "**Notice**") only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and the communication of assent /dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL OF ARTICLE 103A OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, **("SEBI (LODR) Regulations")**, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines *(including any statutory modification(s) thereof for the time being in force)* and the articles of association of the Company, the approval of the members of the Company be and is hereby accorded to the Article 103A of the articles of association of the Company, as reproduced below:

103A. *Following the Consummation of the IPO, and subject to approval of the shareholders of the Company by way of a Special Resolution in the first general meeting convened after the listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the IPO:*

a. *Notwithstanding anything contained elsewhere in the Articles, so long as Deepinder Goyal (the "**Founder**") (i) holds at least 27,573 Equity Shares, as adjusted for any bonus or consolidation of the Share Capital of the Company ("**Founder Director Threshold**"), or (ii) continues to hold an executive position in the Company; the Founder shall be entitled to nominate 1 (One) Director ("**Founder Director**") on the Board. The Founder shall be entitled to nominate an alternate director for the Founder Director. The Founder shall have the right, in his sole discretion, to nominate a replacement for the Founder Director, at any time and without cause, provided always that in the event the Founder ceases to satisfy either (i) or (ii) above, the Founder himself shall be the Founder Director and shall not be entitled to nominate anybody else as the Founder Director. For the avoidance of doubt, the Founder shall cease to have the right to appoint the Founder Director under this Agreement once the shareholding of the Founder falls below the Founder Director Threshold and the Founder has ceased to hold an executive position in the Company, notwithstanding the shareholding of the Founder subsequently increasing to or beyond the Founder Director Threshold and/or the Founder being re-appointed to an executive position in the Company.*

b. *Notwithstanding anything contained elsewhere in the Articles, so long as Alipay Singapore Holding Pte Ltd ("**Alipay**") holds at least 7.5% of the Share Capital of the Company on a fully diluted basis ("**Shareholder Director Threshold**"), Alipay shall be entitled to nominate 1 (One) non-executive Director ("**Alipay Nominee Director**") on the Board, and such Alipay Nominee Director shall be liable to retire by rotation, in accordance with applicable Law, subject to reappointment and any such retirement shall be without prejudice to the right of Alipay to nominate the Alipay Nominee Director for so long as it holds the Shareholder Director Threshold. Alipay shall be entitled to nominate an alternate director for the Alipay Nominee Director. Alipay shall have the right, in its sole discretion, to nominate a replacement for the Alipay Nominee Director, as the case may be, at any time and without cause. For the avoidance of doubt, Alipay shall cease to have the right to appoint the Alipay Nominee Director under this Agreement once its shareholding falls below the Shareholder Director Threshold, notwithstanding that its shareholding subsequently increases to or beyond the Shareholder Director Threshold, provided however that the Alipay Nominee Director at the time its shareholding falls below the Shareholder Director Threshold shall be entitled to continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of applicable Law. For the avoidance of doubt, it is clarified that: (i) in determining the Shareholder Director Threshold with reference to Alipay, the shareholding of Alipay and Antfin Singapore Holding Pte. Ltd. (and any Affiliates of Alipay which hold Shares at that time, collectively, the "**Alipay Entities**") shall be aggregated; and (ii) Alipay shall, at all times and subject to the Alipay Entities holding the Shareholder Director Threshold, be entitled to assign/ transfer its right to appoint the Alipay Nominee Director, to an Affiliate which, holds Shares at the time of such assignment/ transfer.*

c. *Notwithstanding anything contained elsewhere in this Agreement and in the Articles, so long as Info Edge (India) Limited ("**Info Edge**") holds the Shareholder Director Threshold, Info Edge shall be entitled to nominate 1 (One) non -executive Director ("**Info Edge Nominee Director**") on the Board, and such Info Edge Nominee Director shall be liable to retire by rotation, in accordance with applicable Law, subject to reappointment and any such retirement shall be without prejudice to the right of Info Edge to nominate the Info Edge Nominee Director for so long as it holds the Shareholder Director Threshold. Info Edge shall be entitled to nominate an alternate director for the Info Edge Nominee Director. Info Edge shall have the right, in its sole discretion, to nominate a replacement for the Info Edge Nominee Director, as the case may be, at any time and without cause. For the avoidance of doubt, Info Edge shall cease to have the right to appoint the Info Edge Nominee Director under this Agreement once its shareholding falls below the Shareholder Director Threshold, notwithstanding that its shareholding subsequently increases to or beyond the Shareholder Director Threshold, provided however that the Info Edge Nominee Director at the time its shareholding falls below the Shareholder Director Threshold shall be entitled to continue in his position until the expiry of his term and shall be eligible for reappointment as per the provisions of Applicable Law. For the avoidance of doubt, it is clarified that: (i) in determining the Shareholder Director Threshold with reference to Info Edge, the shareholding of Info Edge and NISL (and any Affiliates of Info Edge which hold Shares at that time) shall be aggregated, and (ii) Info Edge shall, at all times and subject to the Info Edge holding the Shareholder Director Threshold, be entitled to assign/ transfer its right to appoint the Info Edge Nominee Director, to an Affiliate which holds Shares at the time of such assignment/ transfer.*

RESOLVED FURTHER THAT any director, Chief Financial Officer, and/or Company Secretary of the Company be and are severally authorized to do all such acts as may be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities."

ITEM NO.2

RATIFICATION OF THE FOODIE BAY EMPLOYEE STOCK OPTION PLAN 2014:

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI (SBEB) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), the memorandum of association and articles of association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Foodie Bay Employee Stock Option Plan 2014 ("**ESOP 2014**") as originally approved by the shareholders of the Company on June 27, 2014 and as amended on September 07, 2015, March 4, 2016, March 31, 2017 and April 05, 2021 prior to the initial public offer of the Shares, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("**NRC**"), which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time, to or for the benefit of employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the ESOP 2014, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2014.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to facilitate the transfer of the equity from Foodie Bay Employees ESOP Trust shares upon exercise of options from time to time in accordance with the ESOP 2014 and the shares so transferred shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2014 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2014 (within the contours of the ESOP 2014), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2014 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2014) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2014.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM NO.3

RATIFICATION TO EXTEND BENEFITS OF FOODIE BAY EMPLOYEE STOCK OPTION PLAN 2014 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **("SEBI (SBEB) Regulations"),** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI (LODR) Regulations")**, the memorandum of association and articles of association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Foodie Bay Employee Stock Option Plan 2014 ("**ESOP 2014**") as originally approved by the shareholders of the Company on June 27, 2014 and as amended on September 07, 2015, March 4, 2016, March 31, 2017 and April 05, 2021 prior to the initial public offer of the Shares be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("**NRC**") which also acts as the Compensation Committee) to create, offer, issue, grant, transfer and allot at any time to or for the benefit of employee(s) /directors of the existing or future subsidiary company(ies) of the Company in terms of the ESOP 2014, equity shares on exercise of options , issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2014.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to facilitate the transfer of the equity shares from Foodie Bay Employees ESOP Trust upon exercise of options from time to time in accordance with the ESOP 2014 and the shares so transferred shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2014 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2014 (within the contours of the ESOP 2014), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2014 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2014) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2014.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM No. 4:

RATIFICATION OF ZOMATO EMPLOYEE STOCK OPTION PLAN, 2018.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI (SBEB) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), the memorandum of association and articles of association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Zomato Employee Stock Option Plan 2018 ("**ESOP 2018**") as originally approved by the shareholders of the Company on October 22, 2018 and as amended on September 04, 2020, and April 05, 2021 prior to the initial public offer of the Shares, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("**NRC**") which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC of the Company to create, offer, issue, reissue, grant and allot at any time to or for the benefit of employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the ESOP 2018, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2018.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2018 and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2018 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2018 (within the contours of the ESOP 2018), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2018 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2018 on BSE Limited and National Stock Exchange of India Limited as per the SEBI(LODR) Regulations, SEBI (SBEB) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2018) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2018.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM NO. 5:

RATIFICATION TO EXTEND BENEFITS OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2018 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provision of section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(***"SEBI (SBEB) Regulations"***)*, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 *(***"SEBI (LODR) Regulations"***)*, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Zomato Employee Stock Option Plan 2018 ("**ESOP 2018**") as originally approved by the shareholders of the Company on October 22, 2018 and as amended on September 04, 2020, and April 05, 2021 prior to the initial public offer of the Shares be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("**NRC**") which also acts as the compensation committee, to create, offer, issue, grant and allot at any time to or for the benefit of employee(s) /directors of the existing or future subsidiary company(ies) of the Company in terms of the ESOP 2018, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2018.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2018 and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2018 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2018 (within the contours of the ESOP 2018), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2018 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2018 on BSE Limited and National Stock Exchange of India Limited as per the SEBI(LODR) Regulations, SEBI (SBEB) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2018) shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2018.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM No. 6:

RATIFICATION OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2021.

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

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI (SBEB) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), the memorandum of association and articles of association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Zomato Employee Stock Option Plan 2021 ("**ESOP 2021**") as originally approved by the shareholders of the Company on April 05, 2021 prior to the initial public offer of the Shares, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to includes the Nomination & Remuneration Committee of the Company ("**NRC**") which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution, to create, offer, issue, reissue, grant and allot at any time to or for the benefit of employee(s) /directors of the Company (as may be permitted under applicable laws) in terms of the ESOP 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2021.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2021 on BSE Limited and National Stock Exchange of India Limited as per the SEBI(LODR) Regulations and SEBI (SBEB) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2021 shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2021.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM NO. 7:

RATIFICATION TO EXTEND BENEFITS OF ZOMATO EMPLOYEE STOCK OPTION PLAN 2021 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) ("**Act**"), Regulation 12 and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ***("SEBI (SBEB) Regulations"),*** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI (LODR) Regulations")**, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the Zomato Employee Stock Option Plan 2021 ("**ESOP 2021**") as originally approved by the shareholders of the Company on April 05, 2021 prior to the initial public offer of the Shares be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("**NRC**") which also acts as the Compensation Committee) to create, offer, issue, reissue, grant and allot at any time to or for the benefit of employee(s) /directors of the existing or future subsidiary company(ies) and/or Holding Company of the Company in terms of the ESOP 2021, equity shares on exercise of options, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the ESOP 2021.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and the shares so issued shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the ESOP 2021 on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOP 2021 (within the contours of the ESOP 2021), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the ESOP 2021 in such manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2021 on BSE Limited and National Stock Exchange of India Limited as per the SEBI (LODR) Regulations and SEBI (SBEB) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2021), shall be appropriately made, in a fair and reasonable manner, in accordance with ESOP 2021.

RESOLVED FURTHER THAT any director or chief financial officer or company secretary of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

NOTES:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice ('**Notice**').

2. In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's 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 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, and General Circular No. 10/2021 dated June 23, 2021 ("**MCA Circulars**") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 ('**SEBI Circulars**'), Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") and Share Transfer Agent of the Company ("**LIIPL/RTA**") as on Friday, August 13, 2021 ('**Cut-Off Date**') and who have or will register their email address with their Depository Participant(s) ("**DPs**") or with RTA in accordance with the process outlined in this Notice.

3. Only those Members whose names are appearing in the Register of Members / List 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) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice

4. In compliance of provision with Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**SEBI (LODR) Regulations** "), Secretarial Standards-2, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its the members. The Company has LIIPL for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred toas the "**Remote e-voting**"). Inaccordance with the MCA Circulars and SEBI 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 ordissent 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.zomato.com and the website of LIIPL i.e. www.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 Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).

6. The e-voting period commences on Friday, August 20, 2021 at 9:00 A.M. and ends on Saturday, September 18, 2021 at 5:00 P.M. The remote e-voting module shall be disabled for voting 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. 12 of this Notice. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

7. The board of directors ("**Board**") of the Company at its meeting held on August 10, 2021, appointed Mr. Rupesh Agarwal (Membership No.:A16302; COP No.: 5673), Managing Partner of M/s Chandrasekaran Associates, failing him, Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries, asa Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner

8. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after completion of the scrutiny of the e-voting within Forty-Eight (48) Hours from the end of the remote e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days form the conclusion of remote e-voting at the registered office of the Company.

9. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website www.zomato.com and also on the LIIPL's website www.linkintime.co.in and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

10. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. September 18, 2021.

11. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:

    I. The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with LIIPL by clicking the link:

    https://linkintime.co.in/emailreg/email_register.html in their websitewww.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading 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. In case of any query, a member may send an e-mail to LIIPL at rnt.helpdesk@linkintime.co.in

    On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

II. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.

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

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LIIPL	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ► Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B.PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members 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/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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). ► Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on

	'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. 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). 7. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**

• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
• Shareholders/ members 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 minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:
• Shareholders/ members who are unable to retrieve User ID/ Password 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 resolutions contained in this Notice.

➢ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

<u>Helpdesk for Individual shareholders holding securities in demat mode:</u>

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

13. The vote in this Postal Ballot cannot 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@zomato.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID

By Order of the Board of Directors
For Zomato Limited
(Formerly known as Zomato Private Limited and Zomato Media Private Limited)

Sd/-

Ms. Sandhya Sethia
(Company Secretary & Compliance Officer)
Mem. No. A29579

Date: August 16, 2021
Place: Gurgaon

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THIS POSTAL BALLLOT NOTICE

ITEM NO. 1:

The shareholders of the Company in their extraordinary general meeting held on April 05, 2021 have approved the latest articles of association of the Company ("**Articles**").

Pursuant to the provisions contained in Article 103A of the Articles, following the consummation of the IPO, the approval of the shareholders is required by way of a special resolution in the first general meeting convened after the listing of equity shares of the Company on a recognized stock exchange in India for confirming the special rights available to certain shareholders as detailed in the said Article 103A of Articles reproduced in the resolution set out at Item No. 1 of the accompanying Postal Ballot Notice ("**Notice**").

As per Articles 103A (a) the Mr. Deepinder Goyal ("**Founder**") shall be entitled to nominate one director on the Board till such time as he (i) holds at least 27,573 Equity Shares, as adjusted for any bonus or consolidation of the share capital of our Company*, or (ii) continues to hold an executive position in our Company; (b) Alipay Singapore Holding Pte Ltd and Info Edge (India) Limited shall each be entitled to nominate one non-executive nominee director, each being liable to retire by rotation, on the Board till such time as their respective shareholding, along with their respective affiliates holding securities of our Company, is at least 7.5% of the share capital of our Company on a fully diluted basis.

* *Subsequent to adjustment for the bonus issue dated April 6, 2021, this amounts to 184,739,100 Equity Shares*

As the equity shares of the Company have been listed on recognized stock exchange in India with effect from July 23, 2021, therefore the Board of Directors recommends the same to the shareholders for their approval as a Special Resolution as mentioned at item No. 1 of the Notice. Further if the resolution is assented to by the requisite majority of the shareholders, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Copy of Articles will be open for inspection by the shareholders at the registered office of the Company at Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi 110019, India on all working days, during business hours up to the last date of remote e-voting.

Mr. Deepinder Goyal, Mr. Sanjeev Bikhchandani and Mr. Douglas Feagin and their relatives (to the extent of their shareholding in the Company, if any) or their relatives are interested in the special resolution set out at Item No. 1.

No other directors and Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) or any other officials of the Company is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company.

ITEM NO. 2 & 3:

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on June 27, 2014, approved the Foodie Bay Employee Stock Option Plan 2014 **("ESOP 2014"/"Plan")**, amended on September 07, 2015, March 4, 2016, March 31, 2017 and April 05, 2021.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time **("SEBI (SBEB) Regulations")**, no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes/ plans formulated prior to its Initial Public Offering ("**IPO**") and prior to the listing of its equity shares ("**Pre-IPO Scheme/ Plan**") unless: (i) such Pre-IPO Scheme/ Plan is in conformity with the SEBI (SBEB) Regulations; and (ii) Such Pre-IPO Scheme/ Plan is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI (SBEB) Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre-IPO Scheme/ Plan.

Considering that the Company came out with an IPO of its equity shares, and its equity shares got listed on the BSE Limited and the National Stock Exchange of India Limited with effect from July 23, 2021, and accordingly in terms of the Regulation 12(1) of the SEBI (SBEB) Regulations, the Company seeks approval from its shareholders to ratify the ESOP 2014 in order to enable Company to make any fresh grants under the ESOP 2014.

The Board of Directors ("**Board**") of the Company at its meeting held on August 10, 2021 approved and recommended to the shareholders of the Company, ratification of the ESOP 2014 and the grant of options to the eligible employees of the Company, subsidiary and holding company(ies) of the Company (including both existing and future).

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and disclosure required under SEBI (SBEB) Regulations, and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (as amended from time to time) are given below:

1. **Brief description of the ESOP 2014:**

The plan is called the Foodie Bay Employee Stock Option Plan 2014.

The objective of the ESOP 2014 is to reward the employees for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Plan to attract and retain talent in the organization. The Company views stock options as an instrument that would create wealth for the employees and enable the employees to share the value they create for the Company in the years to come.

After vesting of employee stock options, the option grantee earns a right (but not an obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

ESOP 2014 is implemented and administered through Foodie Bay Employees ESOP Trust ("**ESOP Trust**") under the direction of the Board/ Nomination and Remuneration Committee (hereinafter referred to as the "**NRC/Compensation Committee**").

2. **Total number of options to be granted under the ESOP 2014:**

The maximum number of options that may be granted pursuant to this ESOP 2014 shall not exceed 41,766 (Forty One Thousand Seven Hundred and Sixty Six) which are convertible into 27,98,32,200 (Twenty Seven Crores Ninety Eight Lakhs Thirty Two Thousand Two Hundred) shares.

Note: Prior to April 05, 2021 41,766 options were convertible into equal number of shares. However, on April 05, 2021 the shareholders of the Company approved a bonus issuance in the ratio 6,699:1 i.e. 6699 new equity shares were given to the holder of 1 Equity Share as bonus shares.. Accordingly, pursuant to the bonus issuance, in accordance with ESOP 2014, the number of shares that can be issued under the ESOP 2014 has been increased from 41,766 shares to 27,98,32,200 shares.

The Company prior to its Initial Public Offer had already granted 38,952 (Thirty Eight Thousand Nine Hundred Fifty Two) options.

3. **Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2014:**

As per the ESOP 2014 the term employee / employees shall have the meaning ascribed to it in (i) Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, where the Company is an unlisted entity; or (ii) Regulation 2(f) of the SEBI (SBEB) Regulations where the Company is listed.

4. **Requirement of vesting and period of vesting:**

Options granted under ESOP 2014 would vest not less than one year and not more than 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this Compensation Committee, may also specify certain performance parameters based on time and on individual performance or company performance subject to which the options would vest. The specific vesting percentage, schedule and conditions subject to which vesting would take place would be outlined in the letter of grant given to the option grantee at the time of grant of options.

5. **Maximum period within which the options shall be vested:**

Maximum period within which the options shall be vested is 5 (Five) years from the date of grant of such options.

6. Exercise price or pricing formula:

The exercise price shall not be less than the face value and shall not be more than FMV of an equity share of the Company at the time of grant of option as determined by Compensation Committee from time to time and shall be in conformity with the applicable accounting policies, if any.

7. Exercise period and process of exercise:

Vested options (whether granted pre-Listing or post-Listing) can be exercised within a) 10 years from the date of vesting of options, or b) 12 years from the date of Listing, whichever is later.

Vested Option shall be deemed to be validly exercised only when ESOP Trust receives written and signed notice of Exercise (Exercise Form, including in an electronic form) from the Option Grantee and receipt of Exercise Price and applicable taxes

8. Appraisal process for determining the eligibility of the employees to ESOP 2014:

The appraisal process for determining the eligibility of the employee will be specified by the NRC constituted by the Board in this regard and will be in accordance with ESOP 2014.

9. The Maximum number of options to be granted per employee and in aggregate:

The maximum number of options that may be granted pursuant to this ESOP 2014 shall not exceed 41,766 (Forty One Thousand Seven Hundred and Sixty Six) which are convertible into 27,98,32,200 (Twenty Seven Crores Ninety Eight Lakhs Thirty Two Thousand Two Hundred) shares.

The maximum number of options that can be granted to any eligible employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. In case the number of options proposed to be granted to an employee equal or exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options, approval of the shareholders by way of a separate resolution in the general meeting shall be obtained.

10. The Maximum quantum of benefits to be provided per employee under the ESOP 2014:

Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2014. Accordingly, the maximum quantum of benefit for the employees under the ESOP 2014 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

11. Whether the ESOP 2014 is to be implemented and administered directly by the Company or through a trust:

The ESOP 2014 is being implemented through ESOP Trust whose trustees are Ms. Mehak Joshi, Ms. Nihkari Mohanty and Mr. Praveen Dahiya. The ESOP 2014 shall be administered by the NRC, which subject to applicable laws, delegate its powers to the ESOP Trust.

12. Whether the ESOP 2014 involves new issue of shares by the company or secondary acquisition by a trust or both.

ESOP 2014 will involve transfer of the equity shares already held by the ESOP Trust to the beneficiaries. However, there will not be any secondary acquisition of shares by the ESOP Trust.

13. The amount of loan to be provided for implementation of the ESOP 2014 by the Company to a trust, its tenure, utilization, repayment terms, etc.:

Not applicable.

14. The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by a trust for the purposes of the ESOP 2014:

Not Applicable

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15;

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its options:

The Company shall adopt fair value method for valuation of the employee stock options.

17. Statement with regard to disclosure in director's report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the directors' report.

18. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable.

20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

Vested options may lapse under the following circumstances:

a) expiry of the exercise period:
b) Any other conditions as the Compensation Committee shall, in accordance with this Plan and Applicable Laws determine the conditions under which the Options granted to the Employees may lapse in case of Misconduct, whether resulting in termination of employment or not, or commission of act on part of Option Grantee resulting in adverse impact on the Company.

21. The specified time period within which vested Options are to be exercised in the event of termination or resignation of an employee:

As per Clause 8.2 of the ESOP 2014, prior to the Initial Public Offer of the Company, in case of cessation due to Resignation / Termination (other than due to misconduct or breach of company policies/terms of employment), vested Options were exercisable at the time of Liquidity Events. The unvested Options on the date of submission of resignation/date of termination were cancelled with effect from that date.

However, as per the proviso to Clause 8.2, post listing all the vested Options can be exercised within:

a) 10 years from the date of vesting of options, or
b) 12 years from the date of Listing, whichever is later.

The copies of the related documents will be open for inspection by the members at the registered office of the Company at Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi 110019, India on all working days, during business hours up to the last date of remote e-voting

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the ESOP 2014.

The Board recommend the resolutions set out at Item No. 2 & 3 of the accompanying Notice for your approval as special resolutions.

ITEM NO: 4 AND 5:

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on October 22, 2018 approved Zomato Employee Stock Option Plan – 2018 **("ESOP 2018"),** amended on September 04, 2020 and April 05, 2021.

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time **("SEBI (SBEB) Regulations")**, no company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its Initial Public Offering ("**IPO**") and prior to the listing of its equity shares ('**Pre-IPO Scheme/ Plan**') unless: (i) such Pre-IPO Scheme/ Plan is in conformity with the SEBI (SBEB) Regulations; and (ii) Such Pre-IPO Scheme/ Plan is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI (SBEB) Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre-IPO Scheme/ Plan.

Considering that the Company came out with an IPO, and its equity shares got listed on the BSE Limited and National Stock Exchange of India Limited with effect from July 23, 2021, accordingly in terms of the Regulation 12(1) of the SEBI (SBEB) Regulations, the Company seeks the approval from its shareholders to ratify the ESOP 2018 in order to enable the Company to make any fresh grants under the ESOP 2018.

The Board of Directors ("**Board**") of the Company at its meeting held on August 10, 2021 approved and recommended to the shareholders of the Company, ratification of ESOP 2018 and grant of options to the employees of the Company, subsidiary and holding company(ies) of the Company (including both existing and future).

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB) Regulations and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (as amended from time to time) are given below:

1. **Brief description of the ESOP 2018:**

The plan shall be called the Zomato Employee Stock Option Plan 2018.

The objective of the ESOP 2018 is to attract and retain talented officers and employees for the Company, to reward such officers and employees with incentives to ensure their continued services to the Company. The Company views stock options as an instrument that would create wealth for the employees and enable the employees to get a share in the value they create for the Company in the years to come.

After vesting of employee stock options, the option grantee earns a right (but not an obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

ESOP 2018 is implemented and administered directly by the Company, through the Board/ Nomination and Remuneration Committee (hereinafter referred to as the "**NRC/Compensation Committee**").

2. **Total number of options to be granted under the ESOP 2018:**

The maximum number of options that may be granted pursuant to this ESOP 2018 shall not exceed 18,135 (Eighteen Thousand One Hundred and Thirty Five) which are convertible into 12,15,04,500 (Twelve Crores Fifteen Lakhs Four Thousand Five Hundred) shares.

Note: Prior to April 05, 2021 18,135 options were convertible into equal number of shares. However, on April 05, 2021 the shareholders of the Company approved a bonus issuance in the ratio 6,699:1 i.e. 6699 new equity shares were given to the holder of 1 Equity Share as bonus shares.. Accordingly, the number of shares that can be issued under the ESOP 2018 has been increased from 18,135 shares to 12,15,04,500 shares.

The Company prior to its IPO had already granted 15, 813 (Fifteen Thousand Eight Hundred Thirteen) options.

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2018:

As per the ESOP 2018, the term employee / employees shall have the meaning ascribed to it in (i) Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, where the Company is an unlisted entity; or (ii) Regulation 2(f) of the SEBI (SBEB) Regulations where the Company is listed.

4. Requirement of vesting and period of vesting:

There shall be a minimum period of one (1) year between the grant of options and vesting of options, with a maximum period of ten (10) years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the NRC, may also specify certain performance criteria's subject to satisfaction of which the options would vest.

5. Maximum period within which the options shall be vested:

Maximum period within which the options shall be vested is 10 (Ten) years from the date of grant of such options.

6. Exercise price or pricing formula:

The exercise price per option shall be determined by the NRC at the time of grant, however, shall not be less than the face value of a share as of date of grant of the option and shall be in conformity with the applicable accounting policies, if any.

7. Exercise period and process of exercise:

Vested options (whether granted pre-Listing or post-Listing) can be exercised within a) 10 years from the date of vesting of options or b) 12 years from the date of Listing, whichever is later.

A Vested Option shall be deemed to be validly exercised only when the NRC receives written and signed notice of Exercise (Exercise Form, including in an electronic form) from the Option Grantee and a confirmation that the Exercise Price and applicable taxes has been received from the Option Grantee, if applicable..

8. Appraisal process for determining the eligibility of the employees to ESOP 2018:

The appraisal process for determining the eligibility of the employee will be specified by the NRC constituted by the Board in this regard and will be in accordance with ESOP 2018.

9. The Maximum number of options to be granted per employee and in aggregate:

The maximum number of options that may be granted pursuant to ESOP 2018 shall not exceed 18,135 (Eighteen Thousand One Hundred and Thirty Five) which shall be convertible into 12,15,04,500 (Twelve Crores Fifteen Lakhs Four Thousand Five Hundred) shares.

The maximum number of options that may be granted to each employee shall vary depending upon the designation and the appraisal/assessment process. However, NRC may reserve the right to decide the number of options to be granted and the maximum number of options that can be granted to each employee. In case the number of options proposed to be granted to an employee equals or exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options, approval of the shareholders by way of a separate resolution in the general meeting shall be obtained.

10. The Maximum quantum of benefits to be provided per employee under the ESOP 2018:

Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2018. Accordingly, the maximum quantum of benefit for the employees under the ESOP 2018 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

11. Whether the ESOP 2018 is to be implemented and administered directly by the Company or through a trust:

The Company shall directly implement and administer the ESOP 2018 through the Board/NRC.

12. Whether the ESOP 2018 involves new issue of shares by the company or secondary acquisition by a trust or both:

ESOP 2018 will involve new issue of shares by the Company on exercise of stock options.

13. The amount of loan to be provided for implementation of the ESOP 2018 by the Company to a trust, its tenure, utilization, repayment terms, etc.:

Not applicable.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by a trust for the purposes of the ESOP 2018:

Not applicable.

15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15;

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its options:

The Company shall adopt fair value method for valuation of the employee stock options.

17. Statement with regard to disclosure in director's report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable.

20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

Vested options may lapse under the following circumstances:

a) expiry of the exercise period:
b) Any other conditions as the Compensation Committee shall, in accordance with this Plan and Applicable Laws determine the conditions under which the Options granted to the Employees may lapse in case of Misconduct, whether resulting in termination of employment or not, or commission of act on part of Option Grantee resulting in adverse impact on the Company.

21. The specified time period within which vested Options are to be exercised in the event of termination or resignation of an employee:

As per Clause 8.2 of the ESOP 2018 Prior to the Initial Public Offer of the Company, in case of cessation due to Resignation / Termination (other than due to misconduct or breach of company policies/terms of employment), vested Options were exercisable at the time of Liquidity Events. The unvested Options on the date of submission of resignation/date of termination were cancelled with effect from that date.

However, as per the proviso to Clause 8.2, post listing all the vested Options can be exercised within:

a) 10 years from the date of vesting of options, or
b) 12 years from the date of Listing, whichever is later.

The copies of the related documents will be open for inspection by the members at the registered office of the Company at Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi 110019, India on all working days, during business hours up to the last date of remote e-voting.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the said Plan.

Board recommend the resolutions set out at Item No. 4 & 5 of the accompanying Notice for your approval as special resolutions.

ITEM NO: 6 AND 7:

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the shareholders of the Company had in their meeting held on April 05, 2021, approved Zomato Employee Stock Option Plan 2021 **("ESOP 2021").**

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time **("SEBI (SBEB) Regulations")**, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its Initial Public Offering ("**IPO**") and prior to the listing of its equity shares ('**Pre-IPO Scheme/ Plan**') unless: (i) such Pre-IPO Scheme/ Plan is in conformity with the SEBI (SBEB) Regulations; and (ii) Such Pre-IPO Scheme/ Plan is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI (SBEB) Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre-IPO Scheme/ Plan.

The Board of Directors ("**Board**") of the Company at its meeting held on August 10, 2021 approved and recommended to the shareholders of the Company, ratification of the ESOP 2021 and extension of grant of options to the eligible employees of the company subsidiary and holding company(ies) of the Company (including both existing and future).

Considering that the Company came out with an IPO, and its equity shares got listed on the BSE Limited and National Stock Exchange of India Limited with effect from July 23, 2021, accordingly in terms of the Regulation 12(1) of the SEBI (SBEB) Regulations, the Company seeks the approval from its shareholders to ratify the ESOP 2021 in order to enable Company to do any fresh grants under the ESOP 2021.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB) Regulations and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (as amended from time to time) are given below:

1. **Brief description of the ESOP 2021:**

The plan shall be called the Zomato Employee Stock Option Plan 2021.

The objective of the ESOP 2021 is to attract and retain talented officers and employees for the Company, to reward such officers and employees with incentives to ensure their continued services to the Company. The Company views stock options as an instrument that would create wealth for the employees and enable the employees to get a share in the value they create for the Company in the years to come.

After vesting of employee stock options, the option grantee earns a right (but not an obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

ESOP 2021 is implemented and administered directly by the Company, through the Board/ Nomination and Remuneration Committee (hereinafter referred to as the "**NRC/Compensation Committee**").

2. Total number of options to be granted under the ESOP 2021:

The maximum number of options that may be granted pursuant to ESOP 2021 shall not exceed 50,25,00,000 (Fifty Crores Twenty Five Lakhs) options, convertible into 50,25,00,000 (Fifty Crores Twenty Five Lakhs) equity shares.

The Company prior to its Initial Public Offer had already granted 36,85,00,000 (Thirty Six Crores Eighty Five Lakhs) options.

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2021:

As per the ESOP 2021 the term employee / employees shall have the meaning ascribed to it in (i) Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, where the Company is an unlisted entity; or (ii) Regulation 2(f) of the SEBI (SBEB) Regulations where the Company is listed.

4. Requirement of vesting and period of vesting:

There shall be a minimum period of one (1) year between the grant of options and Vesting of options, with a maximum period of ten (10) years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time.

Vesting of options would be subject to continued employment with the Company, including subsidiary company(ies), holding company, as the case may be, and thus the options would vest essentially on passage of time. In addition to this, NRC may also specify certain performance criteria subject to satisfaction of which the options would vest.

5. Maximum period within which the options shall be vested:

Maximum period within which the options shall be vested is 10 (Ten) years from the date of grant of such options.

6. Exercise price or pricing formula:

The exercise price per option shall be determined by the NRC at the time of grant, however, shall not be less than the face value of a Share as of date of grant of the option and shall be in conformity with the applicable accounting policies, if any.

7. Exercise period and process of exercise:

Option grantee may exercise the vested options (whether granted pre-Listing or post-Listing) within (a) 10 (ten) years from the date of vesting of options, or (b) 12 (twelve) years from the date of Listing, whichever is later.

A vested option shall be deemed to be validly Exercised only when NRC receives written and signed notice of Exercise (by way of an Exercise Form, including in an electronic form) from the Option Grantee and a confirmation that the Exercise Price and applicable taxes has been received from the Option Grantee, if applicable.

8. Appraisal process for determining the eligibility of the employees to ESOP 2021:

The appraisal process for determining the eligibility of the employee will be specified by the NRC constituted by the Board in this regard and will be in accordance with ESOP 2021.

9. The maximum number of options to be granted per employee and in aggregate:

The maximum number of options that may be granted pursuant to ESOP 2021 shall not exceed 50,25,00,000 (Fifty Crores Twenty Five Lakhs) options, convertible into 50,25,00,000 (Fifty Crores Twenty Five Lakhs) equity shares.

The maximum number of options that can be granted to any eligible employee during any one year shall not be equal to or exceed 0.5% of the issued capital of the Company at the time of grant.

In case the number of options proposed to be granted to an employee equal or exceeds 0.5% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options, approval of the shareholders by way of a separate resolution in the general meeting shall be obtained.

Further Company has already vide resolution passed by the shareholders of the Company dated April 5, 2021 approved issuance of grants exceeding 1% of issued capital of the Company to Mr. Deepinder Goyal, Managing Director and CEO of the Company.

10. The Maximum quantum of benefits to be provided per employee under the ESOP 2021:

Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2021. Accordingly, the maximum quantum of benefit for the employees under the ESOP 2021 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

11. Whether the ESOP 2021 is to be implemented and administered directly by the Company or through a trust:

The Company shall directly implement and administer the ESOP 2021 through the Board / the NRC.

12. Whether the ESOP 2021 involves new issue of shares by the company or secondary acquisition by a trust or both:

ESOP 2021 involves new issue of shares by the Company on exercise of stock options.

13. The amount of loan to be provided for implementation of the ESOP 2021 by the Company to a trust, its tenure, utilization, repayment terms, etc.:

Not applicable.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by a trust for the purposes of the ESOP 2021:

Not applicable.

15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15;

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its options:

The Company shall adopt fair value method for valuation of the employee stock options.

17. Statement with regard to disclosure in director's report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable.

20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

Vested options may lapse under the following circumstances:
a) expiry of the exercise period:
b) Any other conditions as the Compensation Committee shall, in accordance with this Plan and Applicable Laws determine the conditions under which the Options granted to the Employees may lapse in case of Misconduct, whether resulting in termination of employment or not, or commission of act on part of Option Grantee resulting in adverse impact on the Company.

21. The specified time period within which vested Options are to be exercised in the event of termination or resignation of an employee:

As per Clause 8.2 of the ESOP 2021 Prior to the Initial Public Offer of the Company, in case of cessation due to Resignation / Termination (other than due to misconduct or breach of company policies/terms of employment), vested Options were exercisable at the time of Liquidity Events. The unvested Options on the date of submission of resignation/date of termination were cancelled with effect from that date.

However, as per the proviso to Clause 8.2, post listing all the vested Options can be exercised within:

a) 10 years from the date of vesting of options, or
b) 12 years from the date of Listing, whichever is later.

The copies of the related documents will be open for inspection by the members at the registered office of the Company at Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi 110019, India on all working days, during business hours up to the last date of remote e-voting.

The Board recommend the resolutions set out at Item No. 6 & 7 of the accompanying Notice for your approval as special resolutions.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the ESOP 2021.

By Order of the Board of Directors
For Zomato Limited
(Formerly known as Zomato Private Limited and Zomato Media Private Limited)

Sd/-

Ms. Sandhya Sethia
(Company Secretary & Compliance Officer)
Mem. No. A29579

Date: August 16, 2021
Place: Gurgaon