

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L93030DL2010PLC198141

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCD4946L

(ii) (a) Name of the company

ZOMATO LIMITED

(b) Registered office address

GROUND FLOOR 12A, 94 MEGHDOOT  
NEHRU PLACE  
NEW DELHI  
South Delhi  
Delhi  
110010

(c) \*e-mail ID of the company

secretarial@zomato.com

(d) \*Telephone number with STD code

01140592373

(e) Website

www.zomato.com

(iii) Date of Incorporation

18/01/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/08/2022

(b) Due date of AGM 31/08/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 30

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ZOMATO FINANCIAL SERVICES	U65929DL2022PLC394322	Subsidiary	100
2	ZOMATO HYPERPURE PRIVATE	U74900DL2015PTC286208	Subsidiary	100

3	CARTHERO TECHNOLOGIES PR	U74900DL2015PTC363762	Subsidiary	100
4	ZOMATO ENTERTAINMENT PRI	U74999DL2018PTC342569	Subsidiary	100
5	ZOMATO LOCAL SERVICES PRI	U74900DL2019PTC351669	Subsidiary	100
6	TONGUESTUN FOOD NETWORK	U55101KA2012PTC066805	Subsidiary	100
7	ZOMATO FOODS PRIVATE LIM	U73100DL2020PTC369324	Subsidiary	100
8	ZOMATO PAYMENTS PRIVATE	U74999DL2021PTC384703	Subsidiary	100
9	Zomato Middle East FZ-LLC		Subsidiary	100
10	PT Zomato Media Indonesia		Subsidiary	99.96
11	Zomato Ireland Limited		Subsidiary	100
12	Zomato Media Portugal, Unipe		Subsidiary	100
13	Zomato Chile SpA		Subsidiary	100
14	Zomato Media (Private) Limite		Subsidiary	100
15	Zomato NZ Media Pvt. Ltd.		Subsidiary	100
16	Zomato Vietnam Company Lin		Subsidiary	99.53
17	Zomato Malaysia Sdn. Bhd.		Subsidiary	100
18	Zomato Australia PTY Limited		Subsidiary	100
19	Zomato Ireland LimitedJordan		Subsidiary	100
20	Zomato Inc.		Subsidiary	100
21	Zomato Philippines Inc.		Subsidiary	100
22	Zomato Internet LLC		Subsidiary	100
23	Lunchtime. cz s.r.o		Subsidiary	100
24	Zomato Slovakia s.r.o		Subsidiary	100
25	Gastronauci Sp z.o.o		Subsidiary	100
26	Zomato Netherlands B.V		Subsidiary	100
27	Delivery 21 Inc.		Subsidiary	52.2

28	Zomato Internet Hizmetleri Tic		Subsidiary	100
29	ZMT Europe, LDA		Associate	30
30	Zomato Media WLL		Joint Venture	49

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	8,800,000,000	7,871,932,776	7,871,932,776	7,871,932,776
Total amount of equity shares (in Rupees)	8,800,000,000	7,871,932,776	7,871,932,776	7,871,932,776

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	8,800,000,000	7,871,932,776	7,871,932,776	7,871,932,776
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	8,800,000,000	7,871,932,776	7,871,932,776	7,871,932,776

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,122,019,924	0	0	0
Total amount of preference shares (in rupees)	5,686,329,341	0	0	0

Number of classes

10

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Compulsorily Convertible Cumulative Preference Sh				
Number of preference shares	100,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,000,000	0	0	0

Class of shares Class B 0.0001% Compulsorily Convertible Cumulat	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	32,800	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	328,000	0	0	0
Class of shares Class C 0.0001% Compulsorily Convertible Cumulat	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	27,327	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	273,270	0	0	0
Class of shares Class D 0.0001% Compulsorily Convertible Cumulat	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	28,460	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	284,600	0	0	0
Class of shares Class E 0.0001% Compulsorily Convertible Preferen	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	930,551,391	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	930,551,391	0	0	0
Class of shares Class F 0.0001% Compulsorily Convertible Preferen	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	190,653,540	0	0	0
Nominal value per share (in rupees)	2	2	2	2
Total amount of preference shares (in rupees)	381,307,080	0	0	0
Class of shares Class G 0.00000015%Compulsorily Convertible Cur	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	10,885	0	0	0
Nominal value per share (in rupees)	6,700	6,700	6,700	6,700
Total amount of preference shares (in rupees)	72,929,500	0	0	0

Class of shares Class H 0.00000015%Compulsorily Convertible Cur	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	83,425	0	0	0
Nominal value per share (in rupees)	6,700	6,700	6,700	6,700
Total amount of preference shares (in rupees)	558,947,500	0	0	0
Class of shares Class I, J, J2, J3, J4, J5-1,J5-2, J6, J7 and K 0.0000	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	455,720	0	0	0
Nominal value per share (in rupees)	6,700	6,700	6,700	6,700
Total amount of preference shares (in rupees)	3,053,324,000	0	0	0
Class of shares Non-Voting 0.00000010% Class I-2 Compulsorily Co	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	76,376	0	0	0
Nominal value per share (in rupees)	9,000	9,000	9,000	9,000
Total amount of preference shares (in rupees)	687,384,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	213,893	137,584	351477	351,477	351,477	
<b>Increase during the year</b>	1,513,763,3	6,357,817,9	7871581299	7,871,581,2	7,871,581,,	89,059,028,4
i. Pubic Issues	0	1,184,210,5	1184210526	1,184,210,5	1,184,210,,	88,815,789,4
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	7,422,492	2,373,871,0	2381293530	2,381,293,5	2,381,293,,	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	3,993	3993	3,993	3,993	
vi. Sweat equity shares allotted	0	0	0	0	0	0

vii. Conversion of Preference share	1,506,340,9	2,799,732,3	4306073250	4,306,073,2	4,306,073,2	243,238,989
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	1,513,977,2	6,357,955,4	7871932776	7,871,932,7	7,871,932,7	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	766,256,399	154,214,133	920470532	4,549,312,2	4,549,312,2	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<b>Decrease during the year</b>	766,256,399	154,214,133	920470532	4,549,312,2	4,549,312,2	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Conversion of all existing class of preference share	766,256,399	154,214,133	920470532	4,549,312,2	4,549,312,2	
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE758T01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	



Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

36,109,715,932

**(ii) Net worth of the Company**

167,610,508,027

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	717,085,963	9.11	0	
	(ii) Non-resident Indian (NRI)	15,059,462	0.19	0	
	(iii) Foreign national (other than NRI)	879,572	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	3,400	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	9,159,856	0.12	0	
4.	Banks	4,418,989	0.06	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	221,786,740	2.82	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,835,383,327	74.13	0	
10.	Others FPI, Trust, ESOP Trust, NBFC	1,068,155,467	13.57	0	

	<b>Total</b>	7,871,932,776	100.01	0	0
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**Total number of shareholders (other than promoters)**

1,420,336

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

1,420,336

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	0	0
Members (other than promoters)	74	1,420,336
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	2	1	5	4.69	0
(i) Non-Independent	1	0	1	0	4.69	0
(ii) Independent	0	2	0	5	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	2	0	2	0	0
<b>Total</b>	1	4	1	7	4.69	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DEEPINDER GOYAL	02613583	Managing Director	369,471,500	
SANJEEV BIKHCHAND	00065640	Nominee director	0	
DOUGLAS FEAGIN	07868696	Nominee director	0	
NAMITA GUPTA	07337772	Director	0	
KAUSHIK DUTTA	03328890	Director	0	
SUTAPA BANERJEE	02844650	Director	0	
GUNJAN TILAK RAJ SC	07333270	Director	0	
APARNA POPAT VED	08661466	Director	0	
DEEPINDER GOYAL	AKXPG9683Q	CEO	369,471,500	
AKSHANT GOYAL	AIVPG9914G	CFO	6,435	
SANDHYA SETHIA	ECXPS5529H	Company Secretar	12,510	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUTAPA BANERJEE	02844650	Additional director	12/04/2021	APPOINTMENT
SUTAPA BANERJEE	02844650	Director	19/04/2021	CHANGE IN DESIGNATION
GUNJAN TILAK RAJ SC	07333270	Additional director	19/04/2021	APPOINTMENT
GUNJAN TILAK RAJ SC	07333270	Director	26/06/2021	CHANGE IN DESIGNATION
APARNA POPAT VED	08661466	Additional director	19/04/2021	APPOINTMENT
APARNA POPAT VED	08661466	Director	26/06/2021	CHANGE IN DESIGNATION

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual general meeting	15/07/2021	74	11	52.48
Extra-Ordinary General Meeting	05/04/2021	74	14	53.95
Extra-Ordinary General Meeting	19/04/2021	74	14	61.2
Extra-Ordinary General Meeting	26/06/2021	74	14	61.2

## B. BOARD MEETINGS

\*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2021	5	4	80
2	12/04/2021	5	4	80
3	19/04/2021	6	6	100
4	27/04/2021	8	8	100
5	04/06/2021	8	8	100
6	21/06/2021	8	7	87.5
7	06/07/2021	8	8	100
8	19/07/2021	8	8	100
9	22/07/2021	8	8	100
10	10/08/2021	8	7	87.5
11	10/11/2021	8	8	100
12	27/01/2022	8	7	87.5

## C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/04/2021	3	3	100
2	Audit Committee	04/06/2021	3	3	100
3	Audit Committee	21/06/2021	3	3	100
4	Audit Committee	10/08/2021	4	4	100
5	Audit Committee	10/11/2021	4	4	100
6	Audit Committee	10/02/2022	4	4	100
7	Nomination and Remuneration Committee	12/04/2021	3	3	100
8	Nomination and Remuneration Committee	19/04/2021	3	3	100
9	Nomination and Remuneration Committee	04/06/2021	3	3	100
10	Nomination and Remuneration Committee	21/06/2021	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/08/2022
								(Y/N/NA)
1	DEEPINDER CHHABRA	14	12	85.71	11	10	90.91	Yes
2	SANJEEV BIKHARI	14	14	100	22	22	100	Yes
3	DOUGLAS FERNANDES	14	12	85.71	7	4	57.14	No
4	NAMITA GUPTA	14	14	100	17	17	100	Yes
5	KAUSHIK DUTTA	14	13	92.86	21	21	100	Yes
6	SUTAPA BANERJEE	12	12	100	4	4	100	Yes
7	GUNJAN TILAK	11	11	100	0	0	0	No
8	APARNA POPE	11	11	100	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEEPINDER GOYAL	Managing Director	0	0	0	0	0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AKSHANT GOYAL	CFO	14,483,802	0	684,569,475	0	699,053,277
2	SANDHYA SETHIA	Company Secretary	4,862,904	0	2,340,642	0	7,203,546
	Total		19,346,706	0	686,910,117	0	706,256,823

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NAMITA GUPTA	Independent Director	2,400,000	0	0	3,200,000	5,600,000
2	KAUSHIK DUTTA	Independent Director	2,400,000	0	0	3,500,000	5,900,000
3	SUTAPA BANERJEE	Independent Director	2,400,000	0	0	1,700,000	4,100,000
4	GUNJAN TILAK RAJ	Independent Director	2,400,000	0	0	1,200,000	3,600,000
5	APARNA POPAT V	Independent Director	2,400,000	0	0	1,200,000	3,600,000
	Total		12,000,000	0	0	10,800,000	22,800,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status



**(B) DETAILS OF COMPOUNDING OF OFFENCES** ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Rupesh Agarwal

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

5673

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

08

dated

19/07/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DEEPI DEEPI  
R GOYAL  
Digitally signed by  
DEEPI DEEPI  
Date: 2022.10.27  
17:05:10 +05'30'

DIN of the director

02613583

**To be digitally signed by**

Sandhya  
a Sethia  
Digitally signed by  
Sandhya Sethia  
Date: 2022.10.27  
16:59:48 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

Form MGT 8.pdf  
Clarification Letter for SHP signed.pdf  
Clarification letter\_ZL signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**October 27, 2022**

To,  
Registrar of Companies,  
4<sup>th</sup> Floor, IFCI Tower,  
61, Nehru Place,  
New Delhi -110019

**Sub: Clarification w.r.t. refiling of Annual Return in Form MGT-7 for the financial year 2021-22**

Dear Ma'am/Sir,

With reference to the above caption subject, we wish to inform you that the Company has filed the Annual Return in Form MGT-7 for the financial year 2021-22 vide SRN F33586611 dated October 27, 2022, and in "**Point XIII** of the Form - *Whether complete list of shareholders, debenture holders has been enclosed as an attachment*", inadvertently selected "**Yes**" instead of "**No**".

In order to rectify this inadvertent error, the Company is refiling the Annual Return after selecting "**No**" in **Point XIII** of the Form MGT-7 and the complete list(s) of shareholders (in given MS-Excel format) will be uploaded on MCA portal.

Hence, we request you to please take this form on record as the Annual Return for the financial year 2021-22.

**For and on behalf of Zomato Limited**  
**(Formerly known as Zomato Private Limited)**

Sd/-  
**Sandhya Sethia**  
**Company Secretary and Compliance Officer**  
**Membership Number: A29579**  
**Address: E-58, Kalkaji, New Delhi -110019**

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**ZOMATO LIMITED**

(Formerly known as Zomato Private Limited)

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

**ZOMATO LIMITED**  
**(FORMERLY KNOWN AS ZOMATO PRIVATE LIMITED)**

**Additional attachment to e-form MGT-7 (Period: April 01, 2021 — March 31, 2022)**

**I. Point IV (i) (b) - Preference share capital**

In view of the technical issues in point no. IV(b) of the e-form MGT-7, the system allows only up to 10 number of classes of preference share capital, but the Company has 19 classes of preference share capital.

Therefore, Class I 0.00000015% Compulsorily Convertible Cumulative Preference Shares (“**Class I CCCPS**”), Class J 0.00000015% Compulsorily Convertible Cumulative Preference Shares (“**Class J CCCPS**”), 0.00000015% Class J2 Compulsorily Convertible Cumulative Preference Shares (“**Class J2 CCCPS**”), 0.00000015% Class J3 Compulsorily Convertible Cumulative Preference Shares (“**Class J3 CCCPS**”), 0.00000015% Class J4 Compulsorily Convertible Cumulative Preference Shares (“**Class J4 CCCPS**”), 0.00000015% Class J5-1 Compulsorily Convertible Cumulative Preference Shares (“**Class J5-1 CCCPS**”), 0.00000015% Class J5-2 Compulsorily Convertible Cumulative Preference Shares (“**Class J5-2 CCCPS**”), 0.00000015% Class J6 Compulsorily Convertible Cumulative Preference Shares (“**Class J6 CCCPS**”), 0.00000015% Class J7 Compulsorily Convertible Cumulative Preference Shares (“**Class J7 CCCPS**”) and 0.00000015% Class K Compulsorily Convertible Cumulative Preference Shares (“**Class K CCCPS**”) having same face value of Rs. 6,700/- each has been clubbed in column no. 9 on page no. 6 and the breakup is given below:

<b>Class I 0.00000015% Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	1,16,350	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	77,95,45,000	0	0	0

<b>Class J 0.00000015% Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	1,20,000	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	80,40,00,000	0	0	0

<b>0.00000015% Class J2 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	1,200	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	80,40,000	0	0	0

<b>0.00000015% Class J3 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	16,000	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0

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Total amount of preference shares (in rupees)	10,72,00,000	0	0	0
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<b>0.00000015% Class J4 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	40,000	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	26,80,00,000	0	0	0

<b>0.00000015% Class J5-1 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	12,700	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	8,50,90,000	0	0	0

<b>0.00000015% Class J5-2 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	12,700	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	8,50,90,000	0	0	0

<b>0.00000015% Class J6 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	1,270	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	85,09,000	0	0	0

<b>0.00000015% Class J7 Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	85,500	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	57,28,50,000	0	0	0

<b>0.00000015% Class K Compulsorily Convertible Cumulative Preference Shares</b>	<b>Authorised Capital</b>	<b>Issued Capital</b>	<b>Subscribed Capital</b>	<b>Paid up Capital</b>
Number of preference shares	50,000	0	0	0
Nominal value per share (in rupees)	6,700	0	0	0
Total amount of preference shares (in rupees)	33,50,00,000	0	0	0

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## II. Point IV (i) (d) – iii. Bonus and v. ESOP

On April 05, 2021, the Company had issued equity shares under bonus issue in the ratio of 6699:1 i.e., 6699 (Six Thousand Six Hundred Ninety Nine) equity shares to be issued as bonus shares for every 1 (one) equity share held in the Company), therefore, a corporate adjustment has also been made under Zomato Employee Stock Option Plan 2018 (“**ESOP 2018**”). Accordingly, 2,67,49,107 equity shares have been allotted against total original allotment of 3993 equity shares on exercise of 3993 ESOPs, pursuant to corporate adjustment made under ESOP 2018 in the ratio of 6699:1.

## III. Point IV (i) (d) - Preference share capital- Conversion

Details of all classes of preference shares converted into equity shares of the Company during the financial year 2021-22 are as follows:

### 1. **Compulsorily Convertible Cumulative Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each**

S. No.	Name of the allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	SCI Growth Investments II	Mauritius	57,566	5,75,660
2	Info Edge (India) Limited	Indian	21,225	2,12,250

### 2. **Class B 0.0001% Compulsorily Convertible Cumulative Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Sequoia Capital India Growth Investment Holdings I	Mauritius	3,824	38,240
2.	VY Investments Mauritius Limited	Mauritius	12,297	1,22,970
3.	Fidelity Contrafund: Fidelity Contrafund	US	67	670
4.	Fidelity Mt. Vernon Street Trust: Fidelity Growth Company Fund	US	29	290
5.	Fidelity Securities Fund: Fidelity OTC Portfolio	US	16	160
6.	Fidelity Advisor Series I: Fidelity Advisor Growth Opportunities Fund	US	12	120
7.	Fidelity Investment Trust: Fidelity International Discovery Fund	US	12	120
8.	Fidelity Securities Fund - Fidelity Blue Chip Growth Fund	US	28	280
9.	Fidelity Investment Trust - Fidelity Emerging Markets Fund	US	8	80

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
10.	Variable Insurance Products Fund III: Growth Opportunities Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund III: VIP Growth Opportunities Portfolio]</i>	US	2	20
11.	Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund	US	4	40
12.	Fidelity Mt. Vernon Street Trust: Fidelity Series Growth Company Fund	US	6	60
13.	Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund	US	4	40
14.	Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund	US	3	30
15.	Fidelity Contrafund: Fidelity Contrafund K6	US	8	80
16.	Fidelity Securities Fund: Fidelity OTC K6 Portfolio	US	1	10
17.	Fidelity Mt. Vernon Street Trust Fidelity Growth Company K6 Fund	US	4	40
18.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool	US	1	10
19.	Fidelity Group Trust For Employee Benefit Plans: Fidelity OTC Commingled Pool	US	2	20
20.	FIAM Group Trust For Employee Benefit Plans: FIAM Target Date Blue Chip Growth Commingled Pool	US	2	20
21.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Growth Company Commingled Pool	US	27	270
22.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Contrafund Commingled Pool	US	19	190
23.	Fidelity Group Trust For Employee Benefit Plans: Fidelity International Discovery Commingled Pool	US	1	10

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
24.	Fidelity Investment Trust - Fidelity Worldwide Fund	US	3	30
25.	Fidelity Contrafund: Fidelity Advisor New Insights Fund	US	13	130
26.	Variable Insurance Products Fund II: Contrafund Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund II: VIP Contrafund Portfolio]</i>	US	3	30

**3. Class C 0.0001% Compulsorily Convertible Cumulative Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Sequoia Capital India Growth Investment Holdings I	Mauritius	9,291	92,910
2.	VY Investments Mauritius Limited	Mauritius	3,826	38,260
3.	Neeraj Arora	US	547	5,470

**4. Class D 0.0001% Compulsorily Convertible Cumulative Preference Shares of face value of INR 10 (Indian Rupees Ten only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Dunearn Investments (Mauritius) Pte Ltd.	Mauritius	25,569	2,27,280
2.	VY Investments Mauritius Limited	Mauritius	6,449	57,320

**5. Class E 0.0001% Compulsorily Convertible Preference Shares of face value of INR 1 (Indian Rupee One only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Sequoia Capital India Growth Investment Holdings I	Mauritius	8,78,57,385	8,78,57,385
2.	VY Investments Mauritius Limited	Mauritius	10,80,07,977	10,80,07,977
3.	SCI Growth Investments II	Mauritius	38,56,34,634	38,56,34,634
4.	Info Edge (India) Limited	Indian	14,21,86,275	14,21,86,275
5.	Neeraj Arora	US	36,64,353	36,64,353
6.	Fidelity Contrafund: Fidelity Contrafund	US	4,48,833	4,48,833

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
7.	Fidelity Mt. Vernon Street Trust: Fidelity Growth Company Fund	US	1,94,271	1,94,271
8.	Fidelity Securities Fund: Fidelity OTC Portfolio	US	1,07,184	1,07,184
9.	Fidelity Advisor Series I: Fidelity Advisor Growth Opportunities Fund	US	80,388	80,388
10.	Fidelity Investment Trust: Fidelity International Discovery Fund	US	80,388	80,388
11.	Fidelity Securities Fund - Fidelity Blue Chip Growth Fund	US	1,87,572	1,87,572
12.	Fidelity Investment Trust - Fidelity Emerging Markets Fund	US	53,592	53,592
13.	Variable Insurance Products Fund III: Growth Opportunities Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund III: VIP Growth Opportunities Portfolio]</i>	US	13,398	13,398
14.	Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund	US	26,796	26,796
15.	Fidelity Mt. Vernon Street Trust: Fidelity Series Growth Company Fund	US	40,194	40,194
16.	Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund	US	26,796	26,796
17.	Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund	US	20,097	20,097
18.	Fidelity Contrafund: Fidelity Contrafund K6	US	53,592	53,592
19.	Fidelity Securities Fund: Fidelity OTC K6 Portfolio	US	6,699	6,699
20.	Fidelity Mt. Vernon Street Trust Fidelity Growth Company K6 Fund	US	26,796	26,796
21.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool	US	6,699	6,699
22.	Fidelity Group Trust For Employee Benefit Plans:	US	13,398	13,398

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
	Fidelity OTC Commingled Pool			
23.	FIAM Group Trust For Employee Benefit Plans: FIAM Target Date Blue Chip Growth Commingled Pool	US	13,398	13,398
24.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Growth Company Commingled Pool	US	1,80,873	1,80,873
25.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Contrafund Commingled Pool	US	1,27,281	1,27,281
26.	Fidelity Group Trust For Employee Benefit Plans: Fidelity International Discovery Commingled Pool	US	6,699	6,699
27.	Fidelity Investment Trust - Fidelity Worldwide Fund	US	20,097	20,097
28.	Fidelity Contrafund: Fidelity Advisor New Insights Fund	US	87,087	87,087
29.	Variable Insurance Products Fund II: Contrafund Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund II: VIP Contrafund Portfolio]</i>	US	20,097	20,097

**6. Class F 0.0001% Compulsorily Convertible Preference Shares of face value of INR 2 (Indian Rupees Two only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Dunearn Investments (Mauritius) Pte Ltd.	Mauritius	17,12,86,731	30,45,09,744
2.	VY Investments Mauritius Limited	Mauritius	4,31,98,501	7,67,97,336

**7. Class G 0.00000015% Compulsorily Convertible Cumulative Preference Shares of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
1.	Moore Strategic Ventures LLC	US	4,25,24,900	4,25,24,900
2.	Sequoia Capital India Investments IV	Mauritius	1,33,33,000	1,33,33,000

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
3.	Apoletto Asia Ltd.	Mauritius	20,70,300	20,70,300
4.	Matrix Partners India Investment Holdings II, LLC	Mauritius	24,92,400	24,92,400
5.	Fidelity Contrafund: Fidelity Contrafund	US	30,21,700	30,21,700
6.	Fidelity Mt. Vernon Street Trust: Fidelity Growth Company Fund	US	13,40,000	13,40,000
7.	Fidelity Securities Fund: Fidelity OTC Portfolio	US	7,43,700	7,43,700
8.	Fidelity Securities Fund: Fidelity OTC K6 Portfolio	US	33,500	33,500
9.	Fidelity Advisor Series I: Fidelity Advisor Growth Opportunities Fund	US	5,29,300	5,29,300
10.	Fidelity Advisor Series I: Fidelity Advisor Series Growth Opportunities Fund	US	20,100	20,100
11.	Fidelity Investment Trust: Fidelity International Discovery Fund	US	5,49,400	5,49,400
12.	Fidelity Investment Trust: Fidelity International Discovery K6 Fund	US	6,700	6,700
13.	Fidelity Group Trust For Employee Benefit Plans: Fidelity International Discovery Commingled Pool	US	33,500	33,500
14.	Fidelity Securities Fund - Fidelity Blue Chip Growth Fund	US	12,93,100	12,93,100
15.	Fidelity Investment Trust - Fidelity Emerging Markets Fund	US	3,68,500	3,68,500
16.	Variable Insurance Products Fund III: Growth Opportunities Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund III: VIP Growth Opportunities Portfolio]</i>	US	73,700	73,700
17.	Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund	US	1,60,800	1,60,800
18.	Fidelity Mt. Vernon Street Trust: Fidelity Series Growth Company Fund	US	2,74,700	2,74,700
19.	Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund	US	1,60,800	1,60,800

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (INR)
20.	Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund	US	1,40,700	1,40,700
21.	Fidelity Contrafund: Fidelity Contrafund K6	US	3,88,600	3,88,600
22.	Fidelity Mt. Vernon Street Trust Fidelity Growth Company K6 Fund	US	1,74,200	1,74,200
23.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool	US	46,900	46,900
24.	Fidelity Group Trust For Employee Benefit Plans: Fidelity OTC Commingled Pool	US	73,700	73,700
25.	FIAM Group Trust For Employee Benefit Plans: FIAM Target Date Blue Chip Growth Commingled Pool	US	1,07,200	1,07,200
26.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Growth Company Commingled Pool	US	12,39,500	12,39,500
27.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Contrafund Commingled Pool	US	8,50,900	8,50,900
28.	Fidelity Investment Trust - Fidelity Worldwide Fund	US	1,54,100	1,54,100
29.	Fidelity Contrafund: Fidelity Advisor New Insights Fund	US	5,82,900	5,82,900
30.	Variable Insurance Products Fund II: Contrafund Portfolio <i>[Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund II: VIP Contrafund Portfolio]</i>	US	1,40,700	1,40,700

**8. Class H 0.00000015% Compulsorily Convertible Cumulative Preference Shares of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Alipay Singapore Holding Pte. Ltd.	Singapore	55,89,47,500	55,89,47,500

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**9. Class I 0.00000015% Compulsorily Convertible Cumulative Preference Shares of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Antfin Singapore Holding Pte. Ltd.	Singapore	47,13,45,000	47,13,45,000
2.	Glade Brook Private Investors XVII LP	US	8,71,00,000	8,71,00,000
3.	Delivery Hero SE	Germany	10,72,00,000	10,72,00,000
4.	Saturn Shine Limited	British virgin Islands	1,70,85,000	1,70,85,000
5.	Shunwei Ventures (Mauritius) Limited	Mauritius	1,07,20,000	1,07,20,000

**10. Class J 0.00000015% Compulsorily Convertible Cumulative Preference Shares of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Antfin Singapore Holding Pte. Ltd.	Singapore	7,89,05,900	7,89,05,900

**11. Non-Voting 0.00000010% Class I-2 Compulsorily Convertible Cumulative Preference of face value of INR 9000 (Indian Rupees Nine Thousand only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Uber B.V.	Dutch	61,21,99,100	68,73,84,000

**12. 0.00000015% Class J2 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Pacific Horizon Investment Trust PLC	British	78,85,900	78,85,900

**13. 0.00000015% Class J3 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	MacRitchie Investments Pte. Ltd.	Singapore	10,17,59,600	10,17,59,600

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**14. 0.00000015% Class J4 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Internet Fund VI Pte. Ltd.	Singapore	16,95,97,100	16,95,97,100

**15. 0.00000015% Class J5-1 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Kora Investments I LLC	Cayman Islands	8,47,95,200	8,47,95,200

**16. 0.00000015% Class J6 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Pacific Horizon Investment Trust PLC	British	84,75,500	84,75,500

**17. 0.00000015% Class J7 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Mirae Asset – Naver Asia Growth Investment Pte Ltd	Singapore	6,51,57,500	6,51,57,500
2.	Steadview Capital Mauritius Limited	Mauritius	3,39,15,400	3,39,15,400
3.	Luxor Capital Partners, LP	US	2,20,22,900	2,20,22,900
4.	LCG Holdings, LLC (General Partner) on behalf of Luxor Capital Partners Offshore Master Fund, LP	US	1,40,76,700	1,40,76,700
5.	Luxor Wavefront, LP	US	62,98,000	62,98,000
6.	Lugard Road Capital GP, LLC (General Partner) on behalf of Lugard Road Capital Master Fund, LP	US	5,93,62,000	5,93,62,000
7.	ASP India LP	US	3,28,16,600	3,28,16,600
8.	D1 Capital Partners Master LP	Cayman Islands	8,47,95,200	8,47,95,200
9.	Fidelity Contrafund: Fidelity Contrafund	US	2,13,19,400	2,13,19,400
10.	Fidelity Mt. Vernon Street Trust: Fidelity Growth Company Fund	US	98,35,600	98,35,600
11.	Fidelity Securities Fund: Fidelity OTC Portfolio	US	41,47,300	41,47,300

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
12.	Fidelity Advisor Series I: Fidelity Advisor Growth Opportunities Fund	US	29,27,900	29,27,900
13.	Fidelity Investment Trust: Fidelity International Discovery Fund	US	31,22,200	31,22,200
14.	Fidelity Securities Fund - Fidelity Blue Chip Growth Fund	US	72,09,200	72,09,200
15.	Fidelity Investment Trust - Fidelity Emerging Markets Fund	US	19,96,600	19,96,600
16.	Variable Insurance Products Fund III: Growth Opportunities Portfolio [Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund III: VIP Growth Opportunities Portfolio]	US	4,35,500	4,35,500
17.	Fidelity Contrafund: Fidelity Series Opportunistic Insights Fund	US	11,39,000	11,39,000
18.	Fidelity Mt. Vernon Street Trust: Fidelity Series Growth Company Fund	US	20,77,000	20,77,000
19.	Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund	US	9,11,200	9,11,200
20.	Fidelity Advisor Series I: Fidelity Advisor Series Growth Opportunities Fund	US	1,13,900	1,13,900
21.	Fidelity Securities Fund: Fidelity Flex Large Cap Growth Fund	US	13,400	13,400
22.	Fidelity Contrafund: Fidelity Flex Opportunistic Insights Fund	US	6,700	6,700
23.	Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund	US	7,97,300	7,97,300
24.	Fidelity Contrafund: Fidelity Contrafund K6	US	26,53,200	26,53,200
25.	Fidelity Securities Fund: Fidelity OTC K6 Portfolio	US	1,94,300	1,94,300
26.	Fidelity Mt. Vernon Street Trust Fidelity Growth Company K6 Fund	US	12,66,300	12,66,300
27.	Fidelity Investment Trust: Fidelity International Discovery K6 Fund	US	40,200	40,200

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
28.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool	US	2,21,100	2,21,100
29.	Fidelity Group Trust For Employee Benefit Plans: Fidelity OTC Commingled Pool	US	4,42,200	4,42,200
30.	FIAM Group Trust For Employee Benefit Plans: FIAM Target Date Blue Chip Growth Commingled Pool	US	6,09,700	6,09,700
31.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Growth Company Commingled Pool	US	90,98,600	90,98,600
32.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Contrafund Commingled Pool	US	59,36,200	59,36,200
33.	Fidelity Group Trust For Employee Benefit Plans: Fidelity International Discovery Commingled Pool	US	2,07,700	2,07,700
34.	Fidelity Investment Trust - Fidelity Worldwide Fund	US	8,64,300	8,64,300
35.	Fidelity Contrafund: Fidelity Advisor New Insights Fund	US	39,32,900	39,32,900
36.	Variable Insurance Products Fund II: Contrafund Portfolio [Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund II: VIP Contrafund Portfolio]	US	32,76,300	32,76,300
37.	Internet Fund VI Pte. Ltd	Singapore	16,95,97,100	16,95,97,100

**18. 0.00000015% Class J5-2 Compulsorily Convertible Cumulative Preference of face value of INR 6700 (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Kora Investments I LLC	Cayman Islands	8,47,95,200	84,7,95,200

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**19. 0.00000015% Class K Compulsorily Convertible Cumulative Preference Shares of the face value of INR 6700/- (Indian Rupees Six Thousand Seven Hundred only) each**

S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
1.	Internet Fund VI Pte. Ltd.	Singapore	6,31,34,100	6,31,34,100
2.	Kora Holdings II (C) LLC	Cayman Islands	14,52,09,100	14,52,09,100
3.	ASP India LP	US	2,52,59,000	2,52,59,000
4.	DF International Private Partners	Mauritius	1,26,29,500	1,26,29,500
5.	Fidelity Advisor Series I: Fidelity Advisor Growth Opportunities Fund.	US	51,25,500	51,25,500
6.	Variable Insurance Products Fund III: Growth Opportunities Portfolio. [Note: The legal name of the Investor in its jurisdiction is Variable Insurance Products Fund III: VIP Growth Opportunities Portfolio]	US	7,57,100	7,57,100
7.	Fidelity Advisor Series I: Fidelity Advisor Series Growth Opportunities Fund.	US	1,80,900	1,80,900
8.	Fidelity Investment Trust - Fidelity Emerging Markets Fund.	US	37,38,600	37,38,600
9.	Fidelity Securities Fund - Fidelity Blue Chip Growth Fund.	US	1,23,74,900	1,23,74,900
10.	Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund.	US	14,60,600	14,60,600
11.	FIAM Group Trust For Employee Benefit Plans: FIAM Target Date Blue Chip Growth Commingled Pool.	US	9,84,900	9,84,900
12.	Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool.	US	4,28,800	4,28,800
13.	Fidelity Securities Fund: Fidelity Flex Large Cap Growth Fund.	US	26,800	26,800
14.	Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund.	US	13,60,100	13,60,100
15.	Fidelity Mt. Vernon Street Trust: Fidelity Growth Company Fund.	US	1,54,83,700	1,54,83,700
16.	Fidelity Group Trust For Employee Benefit Plans:	US	1,55,70,800	1,55,70,800

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S. No.	Name of the Allottee	Nationality of the Allottee	Number of Fully Paid-up Equity Shares Allotted	Total Amount Including Premium (In INR)
	Fidelity Growth Company Commingled Pool			
17.	Fidelity Mt. Vernon Street Trust: Fidelity Series Growth Company Fund	US	32,96,400	32,96,400
18.	Fidelity Mt. Vernon Street Trust Fidelity Growth Company K6 Fund	US	23,51,700	23,51,700
19.	Fidelity Investment Trust: Fidelity International Discovery Fund	US	51,25,500	51,25,500
20.	Fidelity Group Trust For Employee Benefit Plans: Fidelity International Discovery Commingled Pool.	US	3,55,100	3,55,100
21.	Fidelity Investment Trust: Fidelity International Discovery K6 Fund.	US	67,000	67,000
22.	Fidelity Investment Trust - Fidelity Worldwide Fund.	US	7,57,100	7,57,100

#### IV. Point IX(B) - Board Meetings

In view of the technical issues in point no. IX(B) of the e-form MGT-7, the system allows only up to 12 number of board meetings, but the Company has 14 board meetings during the financial year ended March 31, 2022.

Therefore, the details of 13<sup>th</sup> and 14<sup>th</sup> board meetings are given below:

S. No.	Date of Meeting	Total no. of Directors associated as on the date of meeting	Attendance	
			No. of Director attended	% of Attendance
13.	February 10, 2022	8	8	100
14.	March 15, 2022	8	8	100

#### V. Point IX(C) - Committee Meetings

In view of the technical issues in point no. IX(C) of the e-form MGT-7, the system allows only up to 10 number of meetings, but the Company has convened 24 meetings during the financial year ended March 31, 2022.

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Therefore, the details of 11<sup>th</sup> to 24<sup>th</sup> meeting are given below:

S. No.	Type of meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Nomination and Remuneration Committee (“NRC”)	August 9, 2021	3	3	100
12.	NRC	October 25, 2021	3	3	100
13.	NRC	January 31, 2022	3	3	100
14.	Corporate Social Responsibility	April 12, 2021	3	3	100
15.	Risk Management Committee	February 10, 2022	3	3	100
16.	Stakeholder Relationship Committee (“SRC”)	April 6, 2021	3	3	100
17.	SRC	February 10, 2022	3	3	100
18.	Investment committee	March 15, 2022	5	5	100
19.	Initial Public Offer (“IPO”) Committee	April 20, 2021	4	3	75
20.	IPO Committee	April 27, 2021	4	4	100
21.	IPO Committee	July 4, 2021	4	3	75
22.	IPO Committee	July 5, 2021	4	3	75
23.	IPO Committee	July 7, 2021	4	4	100
24.	IPO Committee	July 13, 2021	4	3	75

## VI. Point VI(b) and VII

In Point VI(b) and VII of Form MGT-7, total number of shareholders indicates the total number of folios (without consolidation of shareholding of public shareholders) as on March 31, 2022.

Total number of shareholders of the Company as on March 31, 2022 are 14,45,215, however, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017, as on March 31, 2022 total number of shareholders, after consolidation of shareholding of public shareholders which are having more than one folio on the basis of their PAN, where available, are 14,20,336.

For **Zomato Limited**  
(Formerly known as Zomato Private Limited)

Sd/-  
**Sandhya Sethia**  
Company Secretary and Compliance Officer  
Membership Number: A29579  
Address: E-58, Kalkaji, New Delhi -110019

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**Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **M/s Zomato Limited** (formerly *Zomato Private Limited*) ("**the Company**") as required to be maintained under the Companies Act, 2013 ("**the Act**") and the rules made thereunder for the financial year ended on March 31, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company and its officers, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

During the financial year ended on March 31, 2022, the Company was not required to file any forms and returns with the Regional Director, the Tribunal or Court.

4. calling/ convening/ holding meetings of Board of Directors or its Committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. closure of Register of Members / Security holders, as the case may be.

During the financial year ended on March 31, 2022, the Company was not required to close the Register of Member/Security holders.

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

During the financial year ended on March 31, 2022, the Company has not made any advances/ loans to its directors and/ or firms or companies referred in section 185 of the Act.

7. contracts/arrangements with related parties as specified in section 188 of the Act;

During the financial year ended on March 31, 2022, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Companies Act, 2013, in the ordinary course of business and at arm's length basis, therefore the provisions of section 188 of the Act were not attracted.

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the financial year ended on March 31, 2022, the Company has not made any

- Transmission or Buy back of securities;
- Redemption of preference shares or debentures; and
- Reduction of share capital

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

During the financial year ended on March 31, 2022, the Company was not required to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provision of the Act.

10. declaration/ payment of dividend/ transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the financial year ended on March 31, 2022, the Company has not declared/paid dividend. Further Company was not required to make any transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), ~~(4)~~ and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year ended on March 31, 2022, there was no retirement, filing up of casual vacancies of the Directors.

Further, during the financial year ended on March 31, 2022, there was no appointment, re-appointments, retirement and filling up casual vacancies of Key Managerial Personnel.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

During the financial year ended on March 31, 2022, the Company has not made any appointment/ reappointment/ filling up casual vacancies of auditors of auditors as per the provisions of section 139 of the Act.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the financial year ended on March 31, 2022, the Company has not required to take any approvals from the Tribunal, Regional Director, Court under the various provisions of the Act;

15. acceptance/ renewal/ repayment of deposits;

During the financial year ended on March 31, 2022, the Company has not made any acceptance and was not required to make any renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the financial year ended on March 31, 2022, the Company has not made any borrowings from its directors, members, public financial institutions, banks and others and there was no creation/ modification/ satisfaction of charges in that respect.

Further, the company has availed bank guarantees in normal course of business from banks and created / modified / satisfied charges with that respect.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

During the financial year ended on March 31, 2022, the Company has not given any guarantee or provided security in connection with a loan to other bodies corporate or persons falling under the provisions of section 186 of the Act.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

**For Chandrasekaran Associates**

**Company Secretaries**

**FRN: P1988DE002500**

**Peer Review Certificate No.: 1428/2021**

**Sd/-**

**Rupesh Agarwal**

Managing Partner

Membership No. A16302

Certificate of Practice No.: 5673

UDIN: A016302D000690536

Date: July 26, 2022

Place: Delhi

Note:

- (i) *Due to restricted movement amid COVID-19 pandemic, we examine the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct.*
- (ii) *This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March' 2022.*