



DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

A. Disclosures with respect to Foodie Bay Employee Stock Option Plan, 2014 (“ESOP 2014”), Zomato Employee Stock Option Plan, 2018 (“ESOP 2018”) and Zomato Employee Stock Option Plan, 2021 (“ESOP 2021”) of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on March 31, 2022:

Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time. Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 21-22.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Accounting Standard 20 - Earnings Per Share’ issued by Central Government or any other relevant accounting standards as issued from time to time.

Consolidated diluted EPS for the FY 2021-22 is INR (1.67) calculated in accordance with Ind AS 33 (Earnings Per Share). Employee stock options are not considered for calculation of EPS since they are anti-dilutive in nature.

C. Details related to ESOP 2014, ESOP 2018 and ESOP 2021

S. No.	Particulars	ESOP 2014	ESOP 2018	ESOP 2021
1(a)	Date of shareholders’ approval	June 27, 2014, September 7, 2015, March 4, 2016, March 31, 2017 and April 5, 2021 and September 18, 2021	October 22, 2018, September 4, 2020, April 5, 2021 and September 18, 2021	April 5, 2021 and September 18, 2021
(b)	Total number of options approved under ESOS	41,766	18,135	50,25,00,000
(c)	Vesting requirements	1- 4 years	1- 4 years	1- 4 years
(d)	Exercise price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any
(e)	Maximum term of options granted	4 years	4 years	4 years
(f)	Source of shares (primary, secondary or combination)	Primary	Primary	Primary
(g)	Variation in terms of options	There has been variation in terms of vesting schedule of few employees as per their letter of grant		



S. No.	Particulars	ESOP 2014	ESOP 2018	ESOP 2021
2	Method used to account for ESOS - Intrinsic or fair value	Fair value		
3	Where the company opts for expensing of the options using the intrinsic value of the options, 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 of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	Not Applicable		
4	Option movement during the year			
(a)	Outstanding at the beginning of the year	37,959	15,386	-
(b)	Granted during the year	2,539	718	36,85,25,258
(c)	Forfeited during the year	-	-	-
(d)	Expired during the year	4,453	1,069	-
(e)	Number of options vested during the year	14,911	5,955	-
(f)	Exercised during the year	7,588	4,000	-
(g)	Number of shares arising as a result of exercise of options	5,08,39,600	2,68,00,000	-
(h)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	13,66,94,490	4,000	-
(i)	Loan repaid by the Trust during the year from exercise price received	NA	NA	NA
(j)	Outstanding at the end of the year	28,457	11,035	36,85,25,258
(k)	Exercisable at the end of the year	14,911	5,955	-
5	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted-average exercise prices for options granted during the year: INR 1 Weighted-average fair values for options granted during the year: INR 42		

S. No.	Particulars	ESOP 2014	ESOP 2018	ESOP 2021
6	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to			
(a)	senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure-A		
(b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Annexure-B		
(c)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Annexure-C		
7	A description of the method and significant assumptions used during the year to estimate the fair value of options :			
(a)	Method used	Black Scholes valuation model		
(b)	Dividend yield (%)	0%		
(c)	Expected volatility (%)	27.12% - 51.36%		
(d)	Risk-free interest rate (%)	0.45% - 2.65%		
(e)	Expected life of share options	5.5 - 6.25 years		
(f)	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	The volatility is based on annualised standard deviation of the continuously compounded rates of return based on the peer companies and competitive stocks over a period of time.		
(g)	"Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The following factors have been considered: a) Share price b) Exercise prices c) Expected volatility d) Expected option life e) Dividend Yield f) Risk free interest rate		



D. Details related to Trust (for administering ESOP 2014)

S. No.	Particulars	ESOP 2014
1(a)	Name of the Trust	Foodie Bay Employees ESOP Trust
(b)	Details of the Trustee(s)	Niharika Mohanty, Mehak Joshi, & Praveen Dahiya
(c)	Amount of loan disbursed by company / any company in the group, during the year	NIL
(d)	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL
(e)	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
(f)	Any other contribution made to the Trust during the year	NIL
2(a)	Number of shares held at the beginning of the year	41,766
(b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	27,97,90,434
(c)	Number of shares transferred to the employees along with the purpose thereof	5,08,40,002 equity shares transferred pursuant to exercise of ESOPs by the employees of the Company and its subsidiaries.
(d)	Number of shares held at the end of the year	22,89,92,198

Details of Options granted during the year to Senior Managerial Personnel

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	Damini Bhalla	General Counsel	117	1
2	Sandhya Sethia	Company Secretary and Compliance Officer	10	1

Detail of employee who receives a grant of option amounting to 5% or more of option granted during the year

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	Deepinder Goyal	Managing Director & CEO	36,85,00,000	1

Detail of identified employee who were granted option, during any one year, equal to or exceeding 1% of the issued capital

Sr. No.	Name of Employee	Designation	Options granted during the year	Exercise Price per option in INR
1	Deepinder Goyal	Managing Director & CEO	36,85,00,000	1