TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

A. For Equity Issues

Name of the issue: Zomato Limited

1	**Type of issue**	Initial Public Offer
2	**Issue size (Rs crore)** *Source: Prospectus dated July 19, 2021*	9,375
3	**Grade of issue along with name of the rating agency**	
	Name	Not Applicable
	Grade	Not Applicable
4	**Subscription level (number of times).**	22.6x

Note: Figure is before technical rejections but after removing multiple or duplicate Bids and Bids not banked / blocked
Source: Basis of allotment dated July 22, 2021

5 **QIB holding (as a % of total outstanding capital) as disclosed to stock exchanges**

Particulars	%age
(i) allotment in the issue[(1)(2)]	12.8%
(ii) at the end of the 1st Quarter immediately after the listing of the issue (September 30, 2021)[(1)(2)]	15.0%
(iii) at the end of 1st FY (March 31, 2022)[(1)(2)]	13.5%
(iv) at the end of 2nd FY (March 31, 2023)[(1)(3)]	62.6%
(v) at the end of 3rd FY (March 31, 2024)[(1)(3)]	70.4%

(1) Source: BSE. Includes MFs, AIFs, FPI, Financial Institutions/Banks and Insurance Companies
(2) Does not include "Foreign Direct Investment" under institutional shareholding category, based on reporting to the stock exchanges.
(3) Includes "Foreign Direct Investment" under institutional shareholding category, based on reporting to the stock exchanges. Institutional shareholding excluding "Foreign Direct Investment" stood at 39.66% as of 31-Mar-23 and 62.27% as of 31-Mar-24

6 Financials of the issuer

Parameters (INR Crore)	1st FY (March 31, 2022)	2nd FY (March 31, 2023)	3rd FY (March 31, 2024)
Income from operations	4,192.4	7,079.4	12,114.0
Net Profit for the period	(1,220.5)	(971.0)	351.0
Paid-up equity share capital	764.3	836.4	868.0
Reserves excluding revaluation reserves	15,741.2	18,623.4	19,545.0

7 Trading status in the scrip of the issuer

The equity shares of Zomato Limited are listed on both the BSE Limited ("BSE") and the National Stock Exchange of India Limited("NSE") (and together with BSE the "Stock Exchanges")
The equity shares have not been suspended or delisted.

Particulars	BSE	NSE
(i) at the end of 1st FY (March 31, 2022)	Frequently Traded	Frequently Traded
(ii) at the end of 2nd FY (March 31, 2023)	Frequently Traded	Frequently Traded
(iii) at the end of 3rd FY (March 31, 2024)	Frequently Traded	Frequently Traded

8 Change, if any, in directors of issuer from the disclosures in the offer document

Particulars	Name of Director	Appointed / Resigned
(i) at the end of 1st FY (March 31, 2022)	No Change	No Change
(ii) at the end of 2nd FY (March 31, 2023)	Douglas Feagin	Resigned
(iii) at the end of 3rd FY (March 31, 2024)	No Change	No Change

9 Status of implementation of project/ commencement of commercial production

(i) As disclosed in the offer document	Not Applicable
(ii) Actual implementation	Not Applicable
(iii) Reasons for delay in implementation, if any	Not Applicable

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

10 Status of utilization of issue proceeds

(i) As disclosed in the offer document (INR Crores)	**INR 8,728 Crores**
(ii) Actual Utilization (INR Crores)	**INR 8,728 Crores utilized upto March 31, 2023**
(iii) Reasons for deviation, if any	**No Deviation is Observed**

11 Comments of monitoring agency, if applicable

(a) Comments on use of funds	No Deviation is Observed
(b) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document	No Deviation is Observed
(c) Any other reservations expressed by the monitoring agency about the end use of funds	None

12 Price- related data

Designated Stock Exchange	BSE
Issue price (Rs)	76
Listing Date	July 23, 2021

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

Price parameters	At close of listing day (July 23, 2021)	At close of 30th calendar day from listing day (Aug 23, 2021)(1)	At close of 90th calendar day from listing day (Oct 21, 2021)(1)	As at the end of 1st FY after the listing of the issue (March 31, 2022)		
				Closing price	High (during the FY)	Low (during the FY)
Market Price	125.9	127.0	138.1	82.3	169.1	75.6
Sensex(2)	52,975.8	55,555.8	60,923.5	58,568.5	62,245.4	47,204.5

Note: As per BSE

Price parameters	As at the end of 2nd FY after the listing of the issue (March 31, 2023)			As at the end of 3rd FY after the listing of the issue (March 31, 2024)		
	Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)
Market Price	51.0	88.2	40.6	182.4	189.0	51.0
Sensex(2)	58,991.5	63,583.1	50,921.2	73,651.4	74,245.2	58,793.1

Source: www.bseindia.com

(1) 30th / 90th calendar day has been taken as listing date plus 30 / 90 calendar days. Where such day is a holiday, the immediately following trading day has been considered

(2) Being index of BSE, the Designated Stock Exchange

13 Basis for Issue Price and Comparison with Peer Group & Industry Average

Accounting ratio	Name of company	As disclosed in the offer document (1)	At the end of 1st FY (FY22)	At the end of 2nd FY (FY23)	At the end of 3rd FY (FY24)
EPS (Basic) (3)	**Issuer**	(1.5)	(1.7)	(1.2)	0.4
	Peer Group(2)				
	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Industry Avg	**Not Applicable**	**Not Applicable**	**Not Applicable**	**Not Applicable**
P/E(6)	**Issuer**	NM	NM	NM	NM
	Peer Group(2)				
	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Industry Avg	**Not Applicable**	**Not Applicable**	**Not Applicable**	**Not Applicable**

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

RoNW [4]	**Issuer**	(10.0%)	(7.3%)	(5.5%)	2.0%
	Peer Group[2]				
	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Industry Avg	**Not Applicable**	**Not Applicable**	**Not Applicable**	**Not Applicable**
NAV per share [5]	**Issuer**	15.1	21.0	23.7	23.5
	Peer Group[2]				
	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Industry Avg	**Not Applicable**	**Not Applicable**	**Not Applicable**	**Not Applicable**

Notes:

(1) Source: Prospectus dated July 19, 2021

(2) There are no listed companies in India whose business portfolio is comparable with that of Zomato and comparable to Zomato scale of operations

(3) Weighted average number of equity shares for calculating basic EPS for the Financial Year ended March 31, 2021 are post conversion of convertible securities on April 6, 2021, as per the SEBI ICDR Regulations

(4) Return on Net Worth (%) = Restated total comprehensive income / (loss) for the year attributable to owners of the Company divided by restated net worth at the end of the year

(5) Net Asset Value per Equity Share = Restated net worth at the end of the year divided by the Weighted average number of equity shares outstanding at the end of year.

(6) Multiples <0x and >100x have been specified as Not Meaningful ("NM").

14 Any other material information

Announcement	Date
Company has incorporated a wholly owned subsidiary in the name of Zomato Payments Private Limited on August 4, 2021	4-Aug-21
Zomato Inc, Step down subsidiary of the Company has entered stock purchase agreement with Justin Doshi, Thusith Desilva and Robert Tyree for sale of shares held by Zomato Inc of Nextable Inc. ("NI") another step down subsidiary of the Company	11-Aug-21
Zomato has completed the acquisition of (i) 9.16% of shareholding on a fully diluted basis in Grofers India Private Limited for a consideration of NR 5,182,155,000/-(Indian Rupees Five Billion One Hundred Eighty Two Million One Hundred Fifty Five Thousand) and (ii) 8.94% of shareholding on fully diluted basis in Hands on Trades Private Limited for a consideration of INR 2,228,359,140/- (Indian Rupees Two Billion Two Hundred Twenty- Eight Million Three Hundred Fifty Nine Thousand One Hundred Forty), with the an aggregate consideration of INR 7,410,514, 140 (Indian Rupees Seven Billion Four Hundred Ten Million Five Hundred Fourteen Thousand One Hundred Forty)	18-Aug-21
Zomato USA LLC ("ZUL"), step down subsidiary of the Company has been dissolved and wound up.	19-Aug-21
Nomination & Remuneration Committee of the Company has approved allotment of 2,62,10,400 equity shares of Face Value of Rs. 1 as fully paid up shares to identified employees of the company and its subsidiaries under the company's ESOP plan	25-Oct-21

Zomato Ireland Limited (Lebanon Branch} ("Lebanon Branch"), branch of Zomato Ireland Limited, wholly owned subsidiary of the Company has shut down operations w.e.f. December 15, 2021	27-Oct-21
Zomato UK Limited ("ZUL"), step down subsidiary of the Company has been dissolved effective from November 16, 2021	17-Nov-21
Zomato Limited has completed the acquisition of 55,514 compulsorily convertible preference shares, aggregating to 16.1% of share capital of Samast Technologies Private Limited, for an aggregate cash consideration of Rs. 3,71,34,98,002 on November 23, 2021.	23-Nov-21
Zomato Limited has completed the acquisition of 6.4% of the share capital of Curefit Healthcare Private Limited for an aggregate consideration of approx $100Mn and the divestment by way of sale of 33,860 equity shares aggregating to 100% of the share capital of Jogo Technologies Private Limited ("Fitso"), an existing subsidiary and investee company of the Company for an aggregate cash consideration of $50mn to CureFit, after acquiring the equity shares held by other existing shareholders of FitSo	2-Dec-21
Zomato Media Private Limited ("ZMPL"), step down subsidiary of the Company located in Singapore has been struck off effective from December 7. 2021.	8-Dec-21
Zomato Limited has completed the acquisition of 1,53,914 compulsorily convertible preference shares, and 9,824 equity shares aggregating to 7.89% of share capital of Bigfoot Retail Solution Private Limited, for an aggregate cash consideration of Rs. 5,57,17,55,258	17-Dec-21
Zomato South Africa Proprietary (Pty) Ltd. ("Zomato SA"), step down subsidiary of the Company has been deregistered effective from January 3, 2022	13-Jan-22
Nomination and remuneration committee of the Company has approved allotment of 5,42,700 equity shares pursuant to exercise of ESOPs under Zomato Employee Stock Option Plan 2018.	31-Jan-22
Zomato Limited has completed the acquisition of (i) 11,214 compulsorily convertible preference shares and 10 equity shares of Adonmo Private Limited ("Adonmo"); and (ii) 1,259 compulsorily convertible preference shares and 1 equity share of Urban Piper Technology Private Limited on January 31, 2022.	1-Feb-22
Zomato Financial Services Limited, wholly owned subsidiary of the Company and a Non Banking Financing Company has been incorporated on February 25, 2022	26-Feb-22
Zomato Limited has decided to grant a loan up to INR equivalent of $150 Mn to Grofers India Private Limited	15-Mar-22
Zomato Canada Inc. ("Zomato Canada"), step down subsidiary of the Company located in Canada is dissolved w.e.f March 22, 2022.	23-Mar-22
Zomato Limited has completed the investment in Mukunda by way of subscription of 13,289 Series B1 Compulsorily Convertible Preference Shares and 10 equity shares for an aggregate cash consideration of INR equivalent of US$5 million	25-Mar-22
Issue and allotment of 628,530,012 equity shares of the Company towards acquisition of 33,018 equity shares of Blink Commerce Private Limited	24-Jun-22

Zomato Limited has informed the Exchange about the completion of the acquisition of BCPL (Blink Commerce India Private Limited) from its shareholders	10-Aug-22
Zomato Limited has informed the Exchange about General Update - Resignation of Mr. Nitin Savara, the Deputy CFO of the company	31-Aug-22
Zomato Media WLL, joint venture of the Company is liquidated w.e.f. October 25, 2022.	31-Oct-22
Zomato Limited has informed the exchange regarding resignation of Mr. Rahul Ganjoo, the head of new initiative at the company	14-Nov-22
Zomato Limited has informed the exchange regarding resignation of Mr. Mohit Gupta, the co-founder of the company	18-Nov-22
Mr. Gunjan Patidar, Co-founder and Chief Technology Officer at the Company has tendered his resignation	2-Jan-23
Zomato Limited has informed the exchange regarding resignation of Mr. Douglas Feagin, Non-Executive-Non-Independent Director of the Company (Nominee Director)	9-Feb-23
Zomato Limited has liquidated Zomato Ireland Limited Jordan ("Zomato Jordan"), a step-down subsidiary of the Company, w.e.f. March 12, 2023.	12-Mar-23
Announced initiating liquidation process of following subsidiaries – Zomato NZ Media Private Limited (wholly owned subsidiary in new Zealand) and Zomato Australia Pty Limited (Step-down subsidiary in Australia)	31-Mar-23
Announced that most of the Blinkit stores impacted by delivery executive strikes have resumed operations. Disruptions are not expected to have material impact on company's operations / financial performance (less than 1% revenue impact)	19-Apr-23
Appointed Rakesh Ranjan as CEO – food ordering and delivery business, Rinshul Chandra as COO – food ordering and delivery business, and Rishi Arora as CEO - Hyperpure business	19-May-23
Announced appointment of S. R. Batliboi & Associates LLP as statutory auditor for Zomato Hyperpure Private Limited (material subsidiary of Zomato Limited)	9-Jun-23
Announced that Zomato Australia Pty Limited, step down subsidiary of Zomato Limited located in Australia, has been deregistered effective from June 11, 2023	13-Jun-23
Announced initiating liquidation process for its Indonesia-based wholly owned subsidiary, PT Zomato Media Indonesia	5-Jul-23
Announced initiating liquidation process for its Portugal-based wholly owned subsidiary, Zomato Media Portugal, Unipessoal Lda	21-Jul-23
Announced initiating liquidation process for its Czech Republic-based wholly owned subsidiary, Lunchtime.cz s.r.o	1-Sep-23
Announced initiating liquidation process for its Slovakia-based step down subsidiary, Zomato Slovakia s.r.o	15-Sep-23
Announced initiating liquidation process for its Chile-based wholly-owned subsidiary, Zomato Chile SpA	30-Sep-23

Announced that the District Consumer Dispute Redressal Forum (II) Jodhpur imposed a monetary penalty of INR 1,00,000 for violation of Consumer Protection Act, 2019 on Zomato and Mcdonalds (the restaurant partner whose food was delivered through Zomato) and	13-Oct-23
Sale of entire voting rights constituting to 30% in ZMT Europe LDA, an associate company, located in Portugal, for an aggregate sale consideration of Euro 1,80,000	3-Nov-23
Issued clarification regarding certain media speculation and news articles circulating in the mainstream media with the subject “Zomato offers to acquire Shiprocket for $2 billion”	21-Dec-23
Zomato Limited (‘the Company’) has received a show cause notice (‘SCN’) on 26 December 2023 from the Directorate General of GST Intelligence, Pune Zonal Unit. The SCN requires the Company to show cause as to why an alleged tax liability of INR 401,70,14,706/- (INR Four Hundred and One Crore, Seventy lacs, Fourteen Thousand Seven Hundred and Six Only) along with interest and penalty for the period from 29 October 2019 to 31 March 2022 should not be demanded from the Company. Company will be filing an appropriate response to the SCN.	27-Dec-23
Company has received 3 orders from Sales Tax Officer, Ward 300, Delhi and Deputy Commissioner, DGSTO-4, Bengaluru, Karnataka alleging short payment of GST along with applicable interest and penalty under Section 73 of the Central Goods and Services Tax Act, 2017 (‘CGST Act, 2017’), Delhi Goods and Services Tax Act, 2017 (‘DGST Act, 2017’) and Karnataka Goods and Services Tax Act, 2017 (‘KGST Act, 2017’) with an amount totaling to INR 4,24,12,179	31-Dec-23
Zomato Limited has informed the exchange regarding initiation of liquidation of its step down subsidiary Gastronauci SP. Z.O.O	3-Jan-24
Zomato Limited has informed the exchange regarding initiation of liquidation of its step down subsidiary Zomato Vietnam Company Limited	4-Jan-24
Nomination and Remuneration Committee of the Company ("NRC”) by way of circular resolution on January 11, 2024 has approved a total grant of 3,18,24,550 stock options under Foodie Bay Employee Stock Option Plan 2014 (“ESOP 2014”), Zomato Employee Stock Option Plan 2021 (“ESOP 2021”) to the eligible employees	11-Jan-24
Zomato Limited has informed exchange that Zomato Payments Private Limited, wholly owned subsidiary, has been granted certificate of authorization from RBI to operate as an "Online Payment Aggregator" w.e.f. January 24, 2024	25-Jan-24
Announced completion of liquidation process for its Czech Republic-based wholly owned subsidiary, Lunchtime.cz s.r.o	7-Feb-24
Zomato Limited has informed the exchange regarding liquidation of Zomato Vietnam Company Limited, step down subsidiary of the Company	7-Feb-24
Zomato Limited has informed the exchange regarding initiation of liquidation of Zomato Malaysia Sdn Bhd, step down subsidiary of the Company	15-Feb-24
Zomato Limited has received an order for FY 2018-19 pursuant to the audit of GST returns and accounts by the Deputy Commissioner of State Tax, Gujarat raising demand of GST of INR 4,11,68,604/-, along with applicable interest and penalty totaling to INR 8,57,77,696/-. The company will be filing an appeal against the order before the appropriate authority	16-Mar-24

Zomato Limited has received an order for FY 2018-19 pursuant to the audit of GST returns and accounts by the Assistant Commissioner of Commercial Taxes (Audit), Karnataka raising demand of GST of INR 11,27,23,564, along with applicable interest and penalty totaling to INR 23,26,64,271	31-Mar-24
Nomination and Remuneration Committee of the Company by way of circular resolution today, on April 1, 2024 has approved a total grant of 15,16,229 stock options under Foodie Bay Employee Stock Option Plan 2014 (“ESOP 2014”), Zomato Employee Stock Option Plan 2021 (“ESOP 2021”) to the eligible employees	1-Apr-24
The company has received an order for the period October 2014 to June 2017 passed by the Commissioner, Adjudication, Central Tax, Delhi raising demand of service tax of INR 92,09,90,306, along with applicable interest (not quantified) and penalty of INR 92,09,90,306	1-Apr-24
The company has received an order for the period July 2017 to March 2021 passed by Additional Commissioner, Central Goods and Services Tax, Gurugram raising demand of GST of INR 5,90,94,889/- with applicable interest (not quantified) and penalty of INR 5,90,94,889/-	19-Apr-24
Zomato Limited has informed the exchange regarding liquidation of PT Zomato Media Indonesia, wholly owned subsidiary of the Company located in Indonesia	30-Apr-24
The company has received an order for the period April 2018 to March 2019 passed by Sales Tax Officer, Ward 300, Delhi confirming demand of GST of INR 2,22,91,376/- with interest of INR 2,08,98,164/- and penalty of INR 22,29,136/-	1-May-24

Nomination and Remuneration Committee of the board of directors of the Company at its meeting held today i.e., May 08, 2024, has approved the allotment of 72,01,563 equity shares having a face value of Re. 1/- each, as fully paid-up upon exercise of 23,91,681 vested options to identified employees of the Company and its subsidiaries	8-May-24
Zomato Limited has informed the exchange that M/s S.R. Batliboi & Associates LLP, statutory auditors of Zomato Hyperpure Private Limited and Blink Commerce Private Limited, wholly owned subsidiaries of the Company have resigned w.e.f May 12, 2024	12-May-24
Zomato Limited has informed the exchange that board of directors of Zomato Payments Private Limited, wholly owned subsidiary at its meeting held today i.e. May 13, 2024 has decided to voluntarily surrender the certificate of authorization issued by RBI to operate as an online payment aggregator and to withdraw the application submitted with RBI to operate as the issuer of prepaid payment instruments	13-May-24
Zomato Limited has informed the exchange regarding appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as statutory auditors of Zomato Hyperpure Private Limited and Blink Commerce Private Limited, wholly owned subsidiaries of the Company respectively	27-May-24
Zomato disclosed to the exchange that it was in non binding discussions with Paytm to acquire its movies, ticketing business.	16-Jun-24
Zomato Limited has informed exchange that board of directors of Zomato Financial Services Limited, wholly owned subsidiary, has decided to voluntarily withdraw the application submitted with RBI for getting certificate of registration for undertaking the business of Non-Banking Financial Company	2-Jul-24
Nomination and Remuneration Committee of the Company by way of circular resolution on July 11, 2024 has approved a total grant of 40,739,453 stock options under Foodie Bay Employee Stock Option Plan 2015 to the eligible employees	11-Jul-24
Zomato Slovakia s.r.o. ("Zomato Slovakia"), step down subsidiary of Zomato Limited situated in Slovak Republic has been dissolved w.e.f. July 12, 2024	12-Jul-24
Nomination and remuneration committee of the board of directors of the Company approved the allotment of 3,517,051 equity shares having a face value of Re. 1/- each, as fully paid-up upon exercise of 1,982,980 vested options to identified employees of the Company and its subsidiaries	1-Aug-24
Zomato signed definitive agreements to acquire Paytm's entertainment ticketing business which is used by customers in India to discover and purchase tickets for movies, sports and events (live performances)	21-Aug-24
Zomato informed the exchanges that it has completed the acquisition of Wasteland Entertainment Private Limited and Orbgen Technologies Private Limited from One 97 Communication Limited ("Paytm"), in order to acquire Paytm's entertainment ticketing business	27-Aug-24

Nomination and remuneration committee of the board of directors of the Company approved the allotment of 3,872,814 equity shares having a face value of Re. 1/- each, as fully paid-up upon exercise of 1,548,261 vested options to identified employees of the Company and its subsidiaries	29-Aug-24
Zomato has informed Ms. Gunjan Tilak Raj Soni's resignation as independent director of the company w.e.f. October 11, 2024	11-Oct-24
Board of Directors of Zomato has approved (i) raising of funds by issue of equity shares through qualified institutional placement for up to INR 8,500 crore subject to shareholders approval and other regulatory/statutory approval (ii) Subscription of upto 600 equity shares of Byondnxt Smart Home Private Limited for a total purchase consideration of INR 6,000	22-Oct-24
Zomato has completed the subscription of shares of Byondnxt Smart Home Private Limited	25-Oct-24
Zomato's investee company Adonmo Private Limited has raised additional capital from new investors due to which Zomato's shareholding in Adonmo stands reduced to 17%	1-Nov-24

Source: www.bseindia.com

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