

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra - Kurla Complex
Bandra (E), Mumbai – 400 051

Scrip Code: 543320, Scrip Symbol: ZOMATO
ISIN: INE758T01015

Sub: Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Updates on Acquisition & Divestment

Dear Sir/Ma'am,

Further to our letter dated November 10, 2021 wherein Company had intimated regarding the proposed acquisition of 6.38% of the share capital of Curefit Healthcare Private Limited (“**Curefit**”) (“**Proposed Investment**”) and the proposed divestment by way of sale of 100% of the share capital of Jogo Technologies Private Limited (“**FitSo**”) (“**Proposed Divestment**”) to Curefit Services Private Limited and Curefit, we wish to submit that the Company has executed the transaction agreements for the Proposed Investment and Proposed Divestment (“**Transactions**”). The Transactions are subject to fulfilment of certain customary conditions precedent and other terms and conditions agreed under the transaction agreements.

Further, prior to the Proposed Divestment, the Company has acquired the remaining equity shares held by existing shareholders of FitSo and subsequent to such acquisition, FitSo has become a wholly owned subsidiary of the Company. Details of such acquisition is given hereunder in **Annexure-A**

The details as required under Listing Regulations read with SEBI Circular in relation to the Proposed Investment and Proposed Divestment are enclosed as **Annexure – A and B** respectively.

The above information will also be available on the website of the Company

You are requested to take the same on record.

Thanking You

By Order of the Board

For Zomato Limited

(formerly known as Zomato Private Limited and Zomato Media Private Limited)



Sandhya Sethia

Company Secretary & Compliance Officer

Place: Gurgaon

Date: November 29, 2021

ZOMATO LIMITED

(Formerly known as Zomato Private Limited and Zomato Media Private Limited)

Registered Address: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, Delhi, India.

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

Annexure A

S. No	Particulars	Jogo Technologies Private Limited	Curefit Healthcare Private Limited
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Jogo Technologies Private Limited (FitSo)</p> <p>Authorized Share Capital: INR 14,05,000</p> <p>Turnover as at March 31, 2021 (latest audited): INR 26.46 Mn</p>	<p>Curefit Healthcare Private Limited ("Curefit")</p> <p>Authorized Share Capital: INR 1,264,11,45,000</p> <p>Turnover as at March 31, 2021 (latest draft un-audited): INR 2958.47Mn</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	<p>We have acquired shares of FitSo, subsidiary of the Company from the other existing shareholders of FitSo.</p> <p>Acquisition of shares of subsidiary Company is a related party transaction.</p> <p>We are a professionally managed Company with no promoter/promoter group. The transaction is done on the basis of valuation report obtained and is at arms' length.</p>	<p>We are a professionally managed Company with no promoter/promoter group and the acquisition of shares of Curefit by the Company does not fall under related party transactions with Company/group companies.</p>
3.	Industry to which the entity being acquired belongs	Sports and fitness facility management and coaching	Technology company engaged in the business of providing software services to health, wellness and fitness companies
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition will enable Company to complete the Proposed Divestment of 100% of the share capital of FitSo to Curefit Services Private Limited and Curefit.	We are making a primary investment to acquire a minority stake in Curefit.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable	Not Applicable
6.	Indicative time period for completion of the acquisition;	Completed on November 29, 2021	Expected to be completed by December 10, 2021.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration -payment through electronic mode.	Cash consideration -payment through electronic mode.
8.	Cost of acquisition or the price at which the shares are acquired; Percentage of shareholding /	<p><u>Cost of Acquisition:</u> INR 17,385 per equity share</p> <p><u>Percentage of Shareholding:</u> Presently the Company has acquired 35.44% from</p>	<p><u>Cost of Acquisition:</u> INR 483.62 per share</p> <p><u>Percentage of Shareholding:</u> 6.38 % of the fully diluted basis</p>

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	control acquired and / or number of shares acquired;	the existing shareholders of FitSo, upon acquisition, FitSo has become wholly owned subsidiary of the Company.													
9.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>FitSo was incorporated on August 7, 2015 in India and runs the business with the brand name of Fitso which is a subscription-based programme Providing its members access to multiple fitness and sports facilities.</p> <p><u>Turnover of the last three years (in INR(in Mn)) :</u></p> <table><tr><td>March 31, 2021</td><td>26.46</td></tr><tr><td>March 31, 2020</td><td>131.20</td></tr><tr><td>March 31, 2019</td><td>70.11</td></tr></table>	March 31, 2021	26.46	March 31, 2020	131.20	March 31, 2019	70.11	<p>Curefit Healthcare Pvt Ltd was incorporated on May 24, 2016 in India and runs the business of developing and licensing software technology, Proprietary Rights and brands in the health, wellness and fitness sectors. .</p> <p><u>Turnover of the last three years (in INR(in Mn)) :</u></p> <table><tr><td>March 31, 2021</td><td>2958.47</td></tr><tr><td>March 31, 2020</td><td>5674.03</td></tr><tr><td>March 31, 2019</td><td>2329.90</td></tr></table>	March 31, 2021	2958.47	March 31, 2020	5674.03	March 31, 2019	2329.90
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Annexure-B

S No.	Particulars	Details
1.	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	<p>Turnover and net worth of FitSo as on March 31, 2021 is INR 26.46 Mn and INR -203.53 Mn respectively.</p> <p>Further, FitSo contributed 0.07% towards the consolidated turnover of the Company and - 0.25% towards the consolidated net worth of the Company.</p>
2.	date on which the agreement for sale has been entered into	November 29, 2021
3.	the expected date of completion of sale/disposal	December 10, 2021
4.	consideration received from such sale/disposal	INR equivalent of USD 50 Mn
5.	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	<p><u>Brief Details of Buyer(s):</u></p> <p>a) Curefit Services Private Limited is in the business of developing, distribution and licensing Proprietary Rights and providing digital services, including fitness memberships (whether delivered online or offline) and</p> <p>b) Curefit Healthcare Private Ltd is engaged in the business of developing and licensing software technology, Proprietary Rights and brands in the healthcare, wellness and fitness sectors.</p> <p>None of the buyers belong to promoter/ promoter group/group companies.</p>
6.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length".	No.
7.	additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	Not Applicable

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