

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: Outcome of the meeting of the board of directors of Zomato Limited held on November 10, 2021

Dear Sir/Ma'am,

Pursuant to Regulations 30 and 33 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015, we wish to inform you that the board of directors of Zomato Limited ("**the Board**" and "**the Company**", respectively) at its meeting held today i.e., November 10, 2021, *inter alia*, has considered, approved and taken on record the unaudited standalone and consolidated financial results for the quarter and half year ended September 30, 2021. The said results have been subjected to limited review by the Statutory Auditors of the Company. A copy of the said results along with limited review reports thereon, which have been taken on record, and a letter from Mr. Deepinder Goyal, Managing Director & Chief Executive Officer of the Company, and Mr. Akshant Goyal, Chief Financial Officer of the Company dated November 10, 2021, are attached herewith.

The meeting of the Board commenced at 6:05 P.M. and concluded at 7:35 P.M.

The information is also available on the website of the Company i.e. www.zomato.com.

Kindly take the above 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: Gurugram

Date: November 10, 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



zomato
Q2 FY22
RESULTS

Inflection point

India is at an inflection point for internet businesses. Between the years 2012 and 2020, India saw 25 private companies which were valued at more than \$1 billion (popularly known as unicorns). This calendar year so far, we have seen 35 new unicorns in India. While there is a lot of chatter about this being a 'bubble', a closer look at most of these companies will tell you that real revenue, real growth, and a real revolution in India is underway. We believe the next 10 years in the Indian internet ecosystem will be unprecedented and will create a tremendous amount of wealth and progress for our country.

This has fuelled our ambitions further and we are now thinking about how we can create a \$10 billion business by revenue in a few years time. The paradigm for India has changed within a year and that gives us a new opportunity to build a much bigger Zomato than what we dreamt of a year ago.

Before we delve into our performance for the last quarter, we want to share our updated thinking for the long term success and compounding growth of our business.

The long term view of our business

In this section, we will cover the three main parts of our long term strategy

- a) **Brutal prioritisation** – divest or shut down any businesses which aren't likely to drive exponential value for our shareholders in the long term
- b) **Invest in our core food businesses and the ecosystem around it** to make it a robust long term value driver
- c) **Build the hyperlocal e-commerce ecosystem** by leveraging our key strengths to invest and partner with other companies to tap into growth opportunities beyond food

Brutal prioritisation – divesting or shutting down non-core businesses

Our core food related businesses – a) food ordering and delivery, b) dining-out, and c) hyperpure (B2B supplies for restaurants) will remain the key value drivers for Zomato for the next few years. These are all complex businesses and we want our entire team to stay focused on these most important value drivers for our business.

Keeping this in mind, we are in the process of divesting or shutting down our non-core businesses which were not going to significantly move the needle for our shareholders in the long term. All of these businesses, that we are divesting or shutting down, contributed less than 1% to our Adjusted Revenue and 13% to our Adjusted EBITDA loss in Q2 FY22.

The divestment vs shutdown debate starts and ends with two questions – a) Can we sell the business to someone for whom it is core, and can they realise disproportionate returns from

what we have built? b) Is the divestment process worth the value that we will realise from the divestment? Fitso checked these boxes on divestment and we are in the process of selling Fitso to Curefit (Curefit Healthcare Pvt Ltd) for \$50 million. In order to cultivate a great long term partnership with Curefit, we are also investing cash in Curefit. Net \$50 million cash investment plus value of the Fitso business (worth \$50 million) will give us a cumulative shareholding worth \$100 million in Curefit (6.4% shareholding in Curefit). This will help us potentially explore cross-selling benefits between Zomato and Curefit, as we see food and health becoming the same side of the coin in the long term.

We have shut down our direct-to-consumer (“D2C”) experiment in Nutraceuticals. Instead, we are choosing to back a platform play for all D2C brands (by investing in Shiprocket; more on this later). We are also shutting down our operations in Lebanon, which is the only international business we were left with (other than dining-out business in UAE) after shutting down the rest of our international operations last year.

Invest in our core food businesses and the ecosystem around it

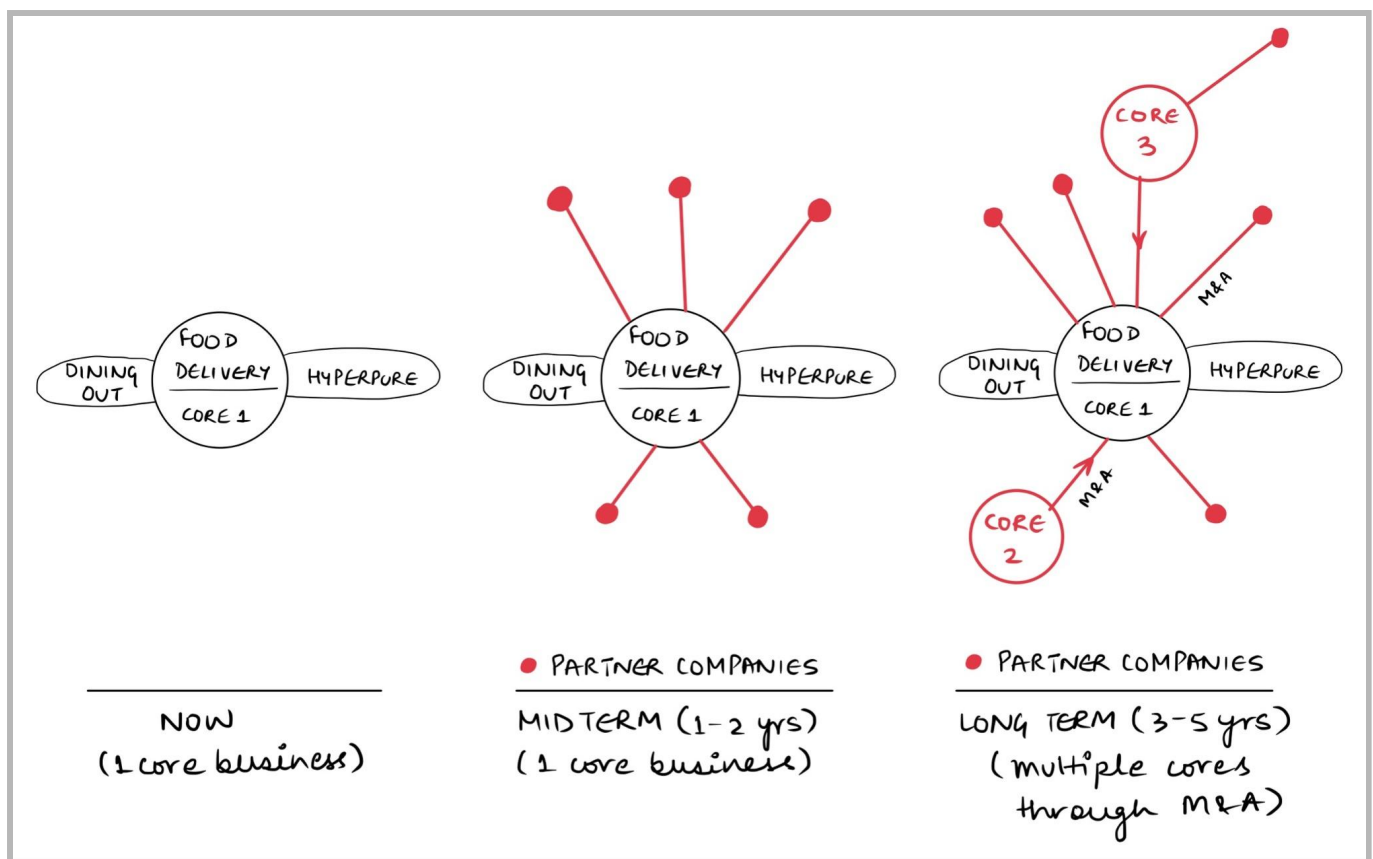
Our mainstay food ordering and delivery business is an opportunity where we expect huge shareholder value creation going forward. We believe that the food delivery market in India is still nascent, and there is an opportunity to grow the market at least 10x over the next few years. In order to make this happen, we are going to continue investing heavily in market creation, in addition to investing in ecosystem companies around our food delivery business so that the cost of running a better food delivery business goes down with time. We are currently in talks with various restaurant point-of-sale (POS) players, e-vehicle fleet operators, among others, to evaluate investments in these companies keeping the long term in mind.

Dining-out is still recovering from the shockwaves of COVID-19, and it will take a few months for the dining-out sector to get back on the growth path it was on pre-COVID. We continue investing in product development and working with our restaurant partners to get the industry back in shape easier and faster.

Hyperpure is growing well, and we are excited about what it can become. We are building this business with first principles discipline, and are planning to invest upwards of \$50 million in this business over the next 18-24 months. We will dive deeper into the growth and shape of our Hyperpure business in one of the shareholder letters in the next couple of quarters.

Build the hyperlocal e-commerce ecosystem by investing and partnering with other companies to tap into growth beyond food

Our business today is at the confluence of food and hyperlocal e-commerce. What powers our business is the last mile hyperlocal delivery fleet, which is now 300,000+ delivery partners strong on a monthly active basis. We believe that our last mile fleet is a strong moat and it sets us up well for building one of the most meaningful hyperlocal e-commerce companies in India in the long term. We are bullish about the various use cases that we can plug our delivery fleet into, and we think we can be the primary contenders for building large businesses in hyperlocal e-commerce in India. Keeping this long term view in mind, we have started investing in hyperlocal e-commerce companies (including e-commerce enablers). Over time, the idea is to add multiple large core businesses to the existing core. Here's how we envision this to work –



As these businesses scale, we would want to be the provider of additional capital to these businesses and consolidate our stake leading to a potential merger at some point (at least in some cases, if and when the founders of these companies want to). In the worst case, we would want these investments to generate huge learnings and great financial returns for Zomato.

We want to take an investment route to building these businesses instead of building them in-house. This strategy is inspired by the likes of Alibaba and Tencent, where they invested

behind the ecosystem at large, created multiple M&A options for themselves, and in the worst case of M&A not panning out, realised windfall financial gains from their investments in market leaders across different categories.

All our investments are a mix of math and chemistry. We are only investing behind founders we believe have the ability to create market leaders in their spaces – so much so that we don't think we will ourselves be able to create similar businesses in-house that will beat the companies we are investing behind. Along with infusing capital into these category leaders, we will explore synergies and areas of collaboration amongst these partner companies to drive the best outcomes for the entire ecosystem including our partner companies.

Within all the businesses that we are looking at today, quick-commerce (delivery of products in less than 30 minutes) is clearly emerging as one of the most promising ones. While we decided to not build quick-commerce on our platform, we are excited about the progress our partner company Grofers has made in the 10-min delivery space. High online grocery penetration has remained elusive in India for the past 7-8 years but we feel we might be finally witnessing the inflection point here with the widespread adoption we are seeing in the 10-min delivery format. We are likely to invest more in this space in the near term.

In addition to our planned investment in Curefit as mentioned earlier as part of the Fitso divestment, we are making two new minority investments –

1. We have signed definitive documents for investing ~\$75 million in Bigfoot Retail Solutions Pvt Ltd (**“Shiprocket”**) for a ~8% stake as part of a larger ~\$185 million round. Shiprocket is a B2B logistics-tech company that enables online commerce by providing seamless shipping and fulfillment services to direct-to-consumer (D2C) brands and omni-channel sellers. It currently serves over 60,000+ brands and merchants across categories such as apparel, electronics, beauty and personal care, grocery, among others.
2. We have also signed definitive documents for investing ~\$50 million in Samast Technologies Pvt Ltd (**“magicpin”**) for a ~16% stake as part of a total round size of \$60m. magicpin drives omni-channel growth for local retailers. It has a network of 170,000+ paying merchants in categories including fashion, food, electronics, grocery, pharma, entertainment across 50 cities in India.

Including our \$100 million investment in Grofers earlier in August 2021, we have now committed \$275 million across 4 companies over the past six months. We plan to deploy another \$1 billion over the next 1-2 years, with a large chunk of it likely to go into the quick-commerce space.

Reflections on our performance in the last quarter

[Q2 FY22 and H1 FY22 results update]

The COVID-19 situation improved significantly for India in the last quarter after a devastating second-wave in Q1 FY22. Number of new COVID-19 cases have come down dramatically - thanks to a phenomenal effort by the central and state governments and our healthcare community in getting large parts of our population vaccinated. In less than a year, India has managed to administer 1 billion+ vaccinations, covering 75% of the eligible population with at least one dose and 30% with both the doses.

Somewhere over the last quarter, we came to a conclusion that remote work cannot be the primary work mode if we want to build an enduring business. We believe that while remote work is employee friendly, it is not customer friendly. We are all here to serve our customers in the best way possible, and remote work led to all of us missing a lot of little things. And we believe these little things define the difference between good and great. To get our people back into the office, we initiated vaccination camps for our employees and their families, and are now proud to say that our headquarter in Gurugram is fully operational with every employee vaccinated, and RAT/RT-PCR tests are being conducted for every person once a week. We believe this is the new normal where people are primarily working out of a shared space, but still have the flexibility to go remote a few days/weeks in a year whenever someone needs a change in environment. Most of our employees are happier working live from the office – they now value the benefits of social interactions and in-person coaching and learning – something that we all used to take for granted pre-COVID.

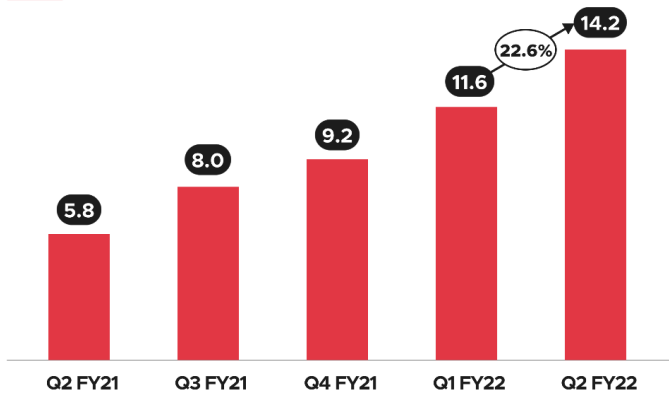
Back to business, we saw the restaurant industry bouncing back nicely in Q2 FY22. Overall customer traffic on our platform in India increased to 59 million average monthly active users (India MAU) in Q2 FY22 as compared to 45 million in Q1 FY22. As we head into the festive season, we believe that almost all the restaurants across the country are open for business today. The restaurant industry was one of the most severely impacted sectors from the COVID-19 pandemic and it gives us immense joy to see the restaurant community getting back up on their feet after a prolonged phase of uncertainty for the past 18 months.

Adjusted Revenue in Q2 FY22 was INR 14.2 billion (\$189 million), a 22.6% growth quarter-over-quarter (“QoQ”) and 144.9% growth year-over-year (“YoY”).

Adjusted Revenue for H1 FY22 was INR 25.8 billion (\$344 million), a sequential growth of 50.1% over H2 FY21 and 178.2% YoY growth over H1 FY21.

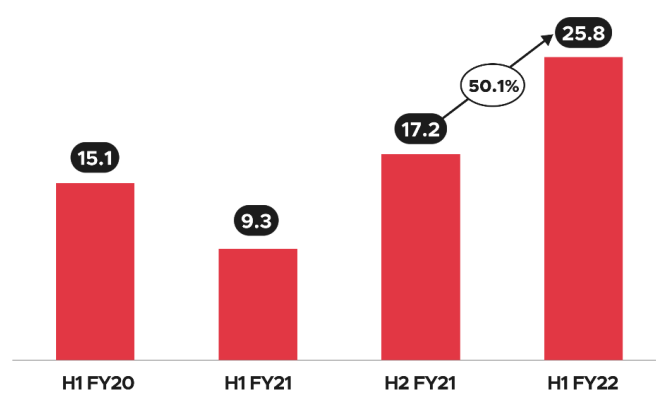
Adjusted Revenue (Quarterly)

INR billion



Adjusted Revenue (Half-yearly)

INR billion

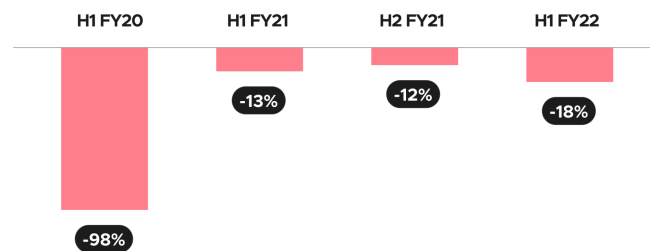


Adjusted EBITDA loss increased to INR 3.1 billion (\$41 million) in Q2 FY22 as compared to INR 1.7 billion (\$22 million) in the previous quarter (Q1 FY22) and INR 0.7 billion (\$10 million) in Q2 FY21 last year.

On a half-yearly basis, Adjusted EBITDA margin decreased to -18% in H1 FY22 as compared to -12% in the previous half-year (H2 FY21) and -13% in H1 FY21 last year.

Adjusted EBITDA margin

%



Why did our losses go up? This was due to investments in the growth of our food delivery business. Three reasons to be specific – a) increased spending on branding and marketing for customer acquisition, b) increased investments and growing share of smaller/emerging geographies in our business (which are less profitable today compared to more mature cities) and c) increased delivery costs due to unpredictable weather and increase in fuel prices.

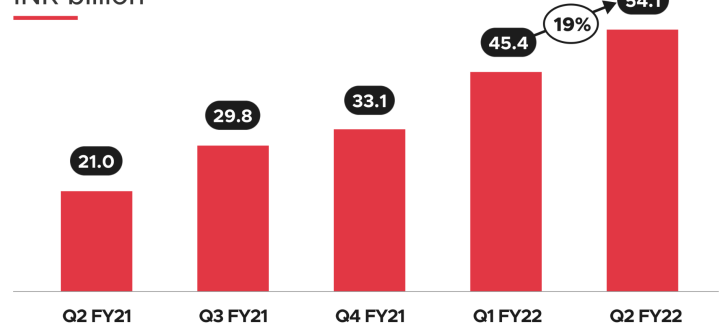
Let's dive deeper into the performance of our food delivery business to understand this better.

India food delivery

India food delivery Gross Order Value ("GOV") in Q2 FY22 grew by 19% QoQ and 158% YoY to INR 54.1 billion (\$721 million). This growth was driven by an increase in the number of transacting users, number of active food delivery restaurants and active delivery partners on our platform, as can be seen from the table below.

GOV

INR billion



	Units	Q2 FY21	Q3 FY21	Q4 FY21	Q1 FY22	Q2 FY22
Average monthly transacting users (MTU)	million	6.0	8.4	9.8	12.3	15.5
Average monthly active food delivery restaurants	# ('000)	101	126	142	151	173
Average monthly active delivery partners	# ('000)	105	141	164	228	301

In line with GOV growth, Adjusted Revenue for India food delivery grew by 20.7% QoQ to INR 12.5 billion (\$166 million). This represents ~88% of the total Adjusted Revenue for our company in the same quarter.

We can attribute a large part of the increase in transacting users (and adjusted revenue) to an increase in branding and marketing expenses. During Q2 FY22, we invested incremental ~INR 0.4 billion (\$5.4 million) in branding and marketing as compared to Q1 FY22. Most of these spends were on television and digital marketing. The idea was to capitalize on the COVID-led Q1 FY22 growth momentum and acquire more new users as well as get a large number of lapsed users back on our platform. While this resulted in our losses expanding further, we believe this was a great opportunity to double down on expanding our user base cost efficiently. Please note that these expenses are not included in the definition of Contribution (they are below Contribution).

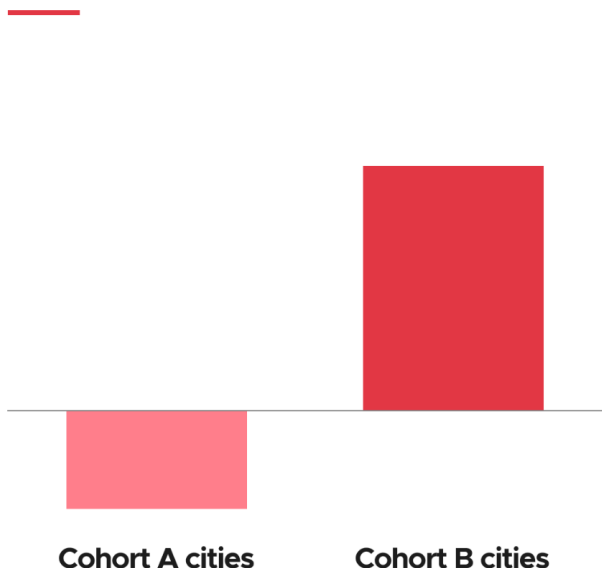
On the profitability front, the Contribution as a % of GOV was 1.2% in Q2 FY22 as compared to 2.8% in Q1 FY22. The reduction in Contribution margin is on account of the following –

- Increased investments in growth geographies – growing share of smaller, emerging cities in our business, which are currently less profitable than the more mature cities
- Increase in delivery cost per order (~INR 5 per order increase in Q2 FY22 as compared to Q1 FY22)

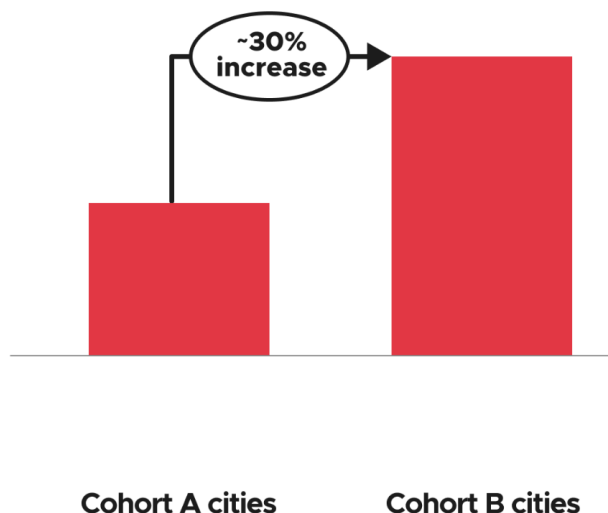
After a hiatus of two years, we have started launching food delivery in new cities again. Over the years, we have seen the penetration of food delivery grow in emerging cities. To start with, these emerging cities are both demand and supply deficient but that changes once we help kick-off the demand-supply flywheel in a particular city. We do this by incentivizing the customers to try restaurant food and once habit formation starts kicking-in, we see more restaurants opening-up which in turn leads to more demand as customers get more choices. Over time, as this flywheel matures, we see a rapid growth in the order frequency as well as profitability of a particular city.

To substantiate this point further, we see a ~30% higher ordering frequency and significantly higher Contribution margin in cities which have a meaningfully higher 'restaurants per 100k customers' metric.

Contribution margin (% of AOV)



Average monthly order frequency



Notes:

1. Data in above charts is for Q2 FY22
2. Cohort A and B represent cities with different 'restaurants per 100k customers' metric. Cohort B cities are substantially higher on this metric as compared to Cohort A

We are investing in seeding more of these emerging cities today and giving them enough time to grow into large and profitable markets for us in the years to come.

While Cohort B cities continue to grow rapidly (58% GOV growth over the past 2 quarters), their share of total GOV on our platform has shrunk by 2 percentage points in the same period as the pace of growth of emerging cities is much higher.

The delivery cost per order increased by INR 5 per order in Q2 FY22 as compared to Q1 FY22. This was on account of the following -

- Prolonged and unpredictable rainy season (which still continues in many parts of the country, oddly)
- Sharp increase in fuel prices

We don't expect the delivery costs to go up further and overall feel confident about our Contribution margin staying positive in the mid, as well as long term.

Dining-out and Hyperpure

While restaurants have started opening-up for dining-out, revenue from dining-out ad-sales in India continues to remain small since the COVID-19 outbreak last year. It will take a while for restaurants to start spending on ads again as they cautiously get back to operations.

At the same time, opening-up of restaurants has made the Zomato Pro membership more valuable for customers since that unlocks the second leg of benefits for them in addition to the benefits they get on food delivery. As a quick recap, Zomato Pro is a customer membership program where customers pay us for quarterly/annual membership and as members they get deals and discounts at partner restaurants - both while eating at these restaurants as well as when they order food. These discounts are funded by our restaurant partners as they see incremental growth coming out of being a Zomato Pro restaurant partner. We also launched Zomato Pro Plus last quarter which is an invite only membership with additional benefit of free delivery on all orders. Unlike in case of Zomato Pro, the free delivery in case of Zomato Pro Plus is funded by Zomato. Between Zomato Pro and Pro Plus, we now have 1.5 million members and over 25k restaurant partners in India as at the end of Q2 FY22.

Last but not the least, revenue from our B2B supplies business Hyperpure grew by 49% QoQ to INR 1.1 billion (\$15 million) in Q2 FY22. Hyperpure is now present in 8 cities and we supplied to over 12,000 restaurants every month on an average in Q2 FY22.

That is it from our side, for now.

One last thing – we have heard that a public listing changes a number of things for companies. We are adamant that we will not let our IPO change anything, and we aren't going to morph into a QSQT business (*'quarter-se-quarter-tak'*). We will continue to focus relentlessly on the long term.

As always, we remain grateful to our shareholders, who have believed in us and in the long-term view of our business.

Stay well,
Deepinder (Founder & CEO) and Akshant (CFO)

Note: If you have any questions or clarifications, please write to shareholders@zomato.com.

Annexure

1. Adjusted Revenue and Adjusted EBITDA reconciliation

The following table reconciles audited revenue from operations and stated loss for the period (as per IND AS) with Adjusted Revenue and Adjusted EBITDA.

Adjusted Revenue (INR billion)	Q1 FY22	Q2 FY22
Revenue from operations	8.4	10.2
Add: Customer delivery charges	3.2	4.0
Adjusted Revenue	11.6	14.2
Adjusted EBITDA (INR billion)	Q1 FY22	Q2 FY22
Loss for the period	-3.6	-4.3
Less: Other income	-0.7	-1.4
Add: D&A expense	0.4	0.4
Add: Exceptional items	0.2	-0.1
Add: ESOP expense	2.1	2.3
Add: Other costs	0.05	0.03
Adjusted EBITDA	-1.7	-3.1

Note: Other costs include tax expenses and finance costs.

2. INR / USD exchange rate assumed to be at 75
3. Zomato Limited's financial year ends on 31 March of every year

4. Glossary

Term	Description
Gross order value (GOV)	Total monetary value of Orders including taxes, customer delivery charges, gross of all discounts, excluding tips
Monthly active delivery partners	Unique delivery partners identified by their national identity proof who successfully delivered at least one Order in India in that month
Monthly active food delivery restaurants	Unique restaurant partners that received at least one Order in India in that month
Monthly active users (MAU)	Number of unique devices (laptops, mobile phones, etc.) which have recorded at least one visit to a page / screen on Zomato's website / mobile application in India in that month
Monthly transacting users (MTU)	Number of unique transacting customers identified by customers' mobile number that have placed at least one Order in India in that month
Orders	All food delivery orders placed online on our platform in India, including cancelled orders

Use of non-GAAP financial measures

To supplement our financial information presented in accordance with IND AS, we consider certain financial measures that are not prepared in accordance with IND AS, including Adjusted Revenue and Adjusted EBITDA. We use these financial measures in conjunction with IND AS measures as part of our overall assessment of our performance to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our business and financial performance. We believe that these non-GAAP financial measures provide useful information to investors about our business and financial performance, enhance their overall understanding of our past performance and future prospects, and allow for greater transparency with respect to metrics used by our management in their financial and operational decision making. We are presenting these non-GAAP financial measures to assist our investors and because we believe that these non-GAAP financial measures provide an additional tool for investors to use in comparing results of operations of our business over multiple periods. Information given also includes information related to material subsidiary.

We define Adjusted Revenue and Adjusted EBITDA as –

- Adjusted Revenue = (Revenue from operations as per financials) + (customer delivery charges)
- Adjusted EBITDA = EBITDA less share-based payment expense
- EBITDA = Profit/ loss for the year as per limited review un-audited excluding (i) tax expense (ii) other income (iii) depreciation and amortization expense (iv) finance cost and (v) exceptional items

These metrics have certain limitations and hence should be considered in addition to, not as substitutes for, or in isolation from, measures prepared in accordance with IND AS.

Forward looking statements

This document contains certain statements that are or may be forward-looking statements. These statements include descriptions regarding the intent, belief or current expectations of the senior management of Zomato Limited (“Company”) subject to board approval, wherever applicable with respect to the results of operations and financial condition of the Company. These statements can be recognized by the use of words such as “expects,” “plans,” “will,” “estimates,” “projects,” “marks,” or other words of similar meaning. Forward-looking statements generally are not statements of historical fact, including, without limitation statements made about our strategy, estimates of sales growth, future EBITDA and future financial or operating performance. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties which are difficult to predict and are outside of the control of the Company, and actual results may differ from those in such forward-looking statements as a result of various factors and assumptions which the Company believes to be reasonable in light of its operating experience in recent years. The risks and uncertainties relating to these statements include, but not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth and competition, among others. The Company does not undertake any obligation to revise or update any forward-looking statement that may be made from time to time by or on behalf of the Company.

Any investment in securities issued by the Company will also involve certain risks. There may be additional material risks that are currently not considered to be material or of which the Company, its directors, any placement agent, their respective advisers or representatives are unaware. Against the background of these risks, uncertainties and other factors, viewers of this document are cautioned not to place undue reliance on these forward-looking statements. The Company, its directors, any placement agent, their respective advisers or representatives assume no responsibility to update forward-looking statements or to adapt them

to future events or developments. Accordingly, any reliance you place on such forward-looking statements will be at your sole risk.

The information contained in this document has not been independently verified. The information in this document is in summary form and does not purport to be complete. No representation, warranty, guarantee or undertaking, express or implied, is or will be made as to, and no reliance should be placed on the accuracy, completeness, correctness or fairness of the information, estimates, projections and opinions contained in this document. Potential investors must make their own assessment of the relevance, accuracy and adequacy of the information contained in this document and must make such independent investigation as they may consider necessary or appropriate for such purpose. Such information and opinions are in all events not current after the date of this document.

Further, past performance of the Company is not necessarily indicative of its future results. Any opinions expressed in this document or the contents of this document are subject to change without notice. This document should not be construed as legal, tax, investment or other advice. Neither the Company or its directors, nor any placement agent or their respective advisers or representatives shall have any responsibility or liability whatsoever (for negligence or otherwise) for any loss howsoever arising from this document or its contents or otherwise arising in connection therewith. The information set out herein may be subject to updating, completion, revision, verification and amendment and such information may change materially. Neither the Company, its directors, any placement agent, nor any of their respective advisers or representatives is under any obligation to update or keep current the information contained herein. This document does not constitute or form part of and should not be construed as, directly or indirectly, any advertisement, offer or invitation or inducement to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities of the Company by any person whether by way of private placement or to the public, in any jurisdiction,, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any investment decision or any contract or commitment therefor. Investing in securities involves certain risks and potential investors should note that the value of the securities may go down or up. Accordingly, potential investors should obtain and must conduct their own investigation and analysis of the relevant information carefully before investing.

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF CONSOLIDATED
FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
ZOMATO LIMITED (FORMERLY KNOWN AS ZOMATO PRIVATE LIMITED /
ZOMATO MEDIA PRIVATE LIMITED)**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ZOMATO LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the net loss after tax and total comprehensive loss of its associate and joint venture for the quarter and six months ended September 30, 2021 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities as mentioned in Annexure 1.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Deloitte Haskins & Sells

6. We draw attention to Note 11 to the Consolidated Financial Results, which describes the possible effects of uncertainties relating to COVID-19 on operations and results of the Group as assessed by the management.

Our conclusion on the Statement is not modified in respect of this matter.

7. We did not review the financial results of 2 subsidiaries, whose financial results reflects total assets of Rs. 1,871 million as at September 30, 2021, total revenues of Rs. 1,155 million and Rs. 1,944 million for the quarter and six months ended September 30, 2021, total loss after tax of Rs. 537 million and Rs. 970 million for the quarter and six months ended September 30, 2021, total comprehensive loss of Rs. 537 million and Rs. 976 million for the quarter and six months ended September 30, 2021, and net cash outflows of Rs. 192 million for six months ended September 30, 2021 as considered in the respective standalone unaudited financial results of the entities included in the Group. The financial results of these Subsidiaries have been reviewed by the other auditors whose reports have been furnished to us by the Management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries, is based solely on the report of other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of this matter.

8. The consolidated unaudited financial results includes the financial results of 34 subsidiaries and 2 trusts have not been reviewed by their auditors, whose financial results reflects total assets of Rs. 1,823 million as at September 30, 2021, total revenues of Rs. 61 million and Rs. 316 million for the quarter and six months ended September 30, 2021, total loss after tax of Rs. 245 million and Rs. 488 million for the quarter and six months ended September 30, 2021, total comprehensive loss of Rs. 245 million and Rs. 497 million for the quarter and six months ended September 30, 2021, and net cash outflows of Rs. 297 million for six months ended September 30, 2021 as considered in the Statement. The consolidated unaudited financial results also includes the Group's share of Profit / (loss) after tax of Rs. Nil and Rs. 2 million for the quarter and six months ended September 30, 2021 and total comprehensive Profit / (loss) of Rs. Nil million and Rs. 2 million for the quarter and six months ended September 30, 2021, as considered in the Statement, in respect of one associate and one joint venture, based on their financial information which are unaudited. These financial information are unaudited and have been furnished to us by the Management and our conclusion on the consolidated financial results in so far as it relates to the amounts and disclosures included in respect of these subsidiary and joint venture is based solely on such unaudited financial information. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

Our Conclusion on the Statement is not modified in respect of above matters with respect to our reliance on the work done, the report of other auditors and on the financial information certified by the Management.

For Deloitte Haskins & Sells

Chartered Accountants

(Firm's Registration No. 015125N)



Vikas Khurana

(Partner)

(Membership No. 503760)

UDIN: 21503760AAAADE6815

Place: Gurugram

Date: November 10, 2021

Deloitte Haskins & Sells

Annexure 1

S.No.	Name of the Entity	Relationship
1	Zomato Hyperpure Private Limited	Subsidiary
2	Zomato Australia Pty Limited	Subsidiary
3	Zomato Middle East FZ-LLC	Subsidiary
4	Tonguestun Food Networks Private Limited	Subsidiary
5	Zomato Ireland Limited	Subsidiary
6	Zomato Media Portugal, Unipessoal, Lda	Subsidiary
7	Zomato Philippines Inc.	Subsidiary
8	Pt Zomato Media Indonesia	Subsidiary
9	Zomato Internet Hizmetleri Ticaret Anonim Sirketi	Subsidiary
10	Zomato Internet LLC	Subsidiary
11	Zomato NZ Media Private Limited	Subsidiary
12	Nextable Inc. (till June 30, 2021)	Subsidiary
13	Zomato USA, LLC (till August 17, 2021)	Subsidiary
14	Zomato Netherlands B.V.	Subsidiary
15	Zomato Canada Inc.	Subsidiary
16	Zomato Media WLL	Joint Venture
17	Zomato Entertainment Private Limited	Subsidiary
18	Gastronauci SP Z.O.O	Subsidiary



19	Zomato Slovakia s.r.o	Subsidiary
20	Lunchtime.Cz s.r.o	Subsidiary
21	Zomato Malaysia Sdn. Bhd.	Subsidiary
22	Zomato UK Limited	Subsidiary
23	Zomato Chile SpA	Subsidiary
24	Zomato Local Services Private Limited	Subsidiary
25	Zomato South Africa (Pty) Limited	Subsidiary
26	Zomato Media Private Limited	Subsidiary
27	Zomato Vietnam Company Limited	Subsidiary
28	Cibando Ltd. (till May 18, 2021)	Subsidiary
29	Zomato Hungary Kft. (till May 28, 2021)	Subsidiary
30	Zomato Media (Private) Limited	Subsidiary
31	Zomato Inc.	Subsidiary
32	Delivery 21 Inc.	Subsidiary
33	Zomato Ireland Limited	Subsidiary
34	Zomato Foods Private Limited	Subsidiary
35	Carthero Technologies Private Limited	Subsidiary
36	Jogo technologies Private Limited	Subsidiary
37	Zomato Payments Private Limited	Subsidiary
38	ZMT Europe	Associate
39	Foodie Bay Employees ESOP Trust	Trust
40	Myfri Benefit Trust	Trust



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

CIN : L93030DL2010PLC198141

Registered office- Ground Floor, 12A, 94 Meghdoot, Nehru Place, New Delhi- 110019, Delhi, India
Telephone- 011-40592373. Email- companysecretary@zomato.com, Website- www.zomato.com

Statement of unaudited consolidated financial results for the quarter and half-year ended September 30, 2021

INR million

S. No.	Particulars	Quarter ended			Half-year ended		Year ended
		September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	March 31, 2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue from operations	10,242	8,444	4,260	18,686	6,920	19,938
II	Other income	1,368	722	209	2,090	384	1,246
III	Total income (I+II)	11,610	9,166	4,469	20,776	7,304	21,184
IV	Expenses						
	Purchase of stock-in-trade	1,172	747	425	1,919	718	2,029
	Changes in inventories of stock-in-trade	(68)	(3)	(57)	(71)	(71)	(110)
	Employee benefits expense	4,241	3,907	2,055	8,148	3,646	7,408
	Finance costs	31	33	20	64	38	101
	Depreciation and amortisation expenses	384	355	349	739	694	1,377
	Other expenses	10,255	7,558	3,057	17,813	4,657	15,283
	Total expenses	16,015	12,597	5,849	28,612	9,682	26,088
V	Loss before share of profit / (loss) of an associate, exceptional items and tax (III-IV)	(4,405)	(3,431)	(1,380)	(7,836)	(2,378)	(4,904)
VI	Share of profit / (loss) of an associate	2	(0)	-	2	-	-
VII	Loss before exceptional items and tax (V+VI)	(4,403)	(3,431)	(1,380)	(7,834)	(2,378)	(4,904)
VIII	Exceptional items (refer note 5)	54	(159)	(918)	(105)	(918)	(3,247)
IX	Loss before tax (VII+VIII)	(4,349)	(3,590)	(2,298)	(7,939)	(3,296)	(8,151)
X	Tax expense:						
	Current tax	-	17	-	17	-	13
	Deferred tax	-	-	-	-	-	-
XI	Loss for the period/year (IX-X)	(4,349)	(3,607)	(2,298)	(7,956)	(3,296)	(8,164)
XII	Other comprehensive income/ (loss)						
	(i) Items that will not be reclassified to profit or loss						
	- Re-measurement gain/ (loss) on defined benefit plans	(49)	(43)	(4)	(92)	(4)	(24)
	- Income tax relating to above	-	-	-	-	-	-
	(ii) Items that will be reclassified to profit or loss						
	- Exchange differences on translation of foreign operations	1	18	(28)	19	(19)	(35)
	- Income tax relating to above	-	-	-	-	-	-
	Other comprehensive income/ (loss) for the period/ year	(48)	(25)	(32)	(73)	(23)	(59)
XIII	Total comprehensive loss for the period/ year (XI+XII)	(4,397)	(3,632)	(2,330)	(8,029)	(3,319)	(8,223)
XIV	Loss for the period/ year attributable to:						
	Equity holders of the parent	(4,296)	(3,562)	(2,296)	(7,858)	(3,294)	(8,128)
	Non-controlling interests	(53)	(45)	(2)	(98)	(2)	(36)
XV	Other comprehensive loss for the period/ year attributable to:						
	Equity holders of the parent	(52)	(24)	(36)	(76)	(25)	(57)
	Non-controlling interests	4	(1)	4	3	2	(2)
XVI	Total comprehensive loss for the period/ year attributable to:						
	Equity holders of the parent	(4,348)	(3,586)	(2,332)	(7,934)	(3,319)	(8,185)
	Non-controlling interests	(49)	(46)	2	(95)	0	(38)
XVII	Paid-up share capital (face value of INR 1 per share)	7,565.35	6381.14	0.31	7,565.35	0.31	0.31
XVIII	Other equity						76,438
XIX	Loss per equity share (INR)¹ (face value of INR 1 each)						
	(a) Basic	(0.59)	(0.56)	(0.46)	(1.15)	(0.67)	(1.51)
	(b) Diluted	(0.59)	(0.56)	(0.46)	(1.15)	(0.67)	(1.51)

¹ EPS is not annualised for the quarter and half-year ended September 30, 2021, quarter ended June 30, 2021 and quarter and half-year ended September 30, 2020.



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

Unaudited consolidated balance sheet

INR million

Particulars	As at September 30, 2021	As at March 31, 2021
	Unaudited	Audited
Assets		
Non-current assets		
Property, plant and equipment	411	233
Right-of-use assets	1,018	605
Goodwill	12,478	12,478
Other intangible assets	1,530	2,074
Intangible assets under development	1	1
Financial assets		
- Investments	7,412	-
- Other financial assets	71,556	30,063
Income tax assets (net)	122	54
Other non-current assets	72	22
Total non-current assets	94,600	45,530
Current assets		
Inventories	188	148
Financial assets		
- Investments	10,806	22,052
- Trade receivables	1,422	1,299
- Cash and cash equivalents	3,264	3,065
- Other bank balances	34,702	5,971
- Other financial assets	26,187	6,295
Income tax assets (net)	429	445
Other current assets	1,549	2,230
Total current assets	78,547	41,505
Total assets	1,73,147	87,035
Equity and liabilities		
Equity		
Equity share capital	7,565	0*
Instruments entirely equity in nature	-	4,549
Other equity	1,57,376	76,438
Equity attributable to equity holders of the parent	1,64,941	80,987
Non-controlling interests	(152)	(57)
Total equity	1,64,789	80,930
Liabilities		
Non-current liabilities		
Financial Liabilities		
- Lease liabilities	915	530
Provisions	569	259
Other non-current liabilities	66	139
Total non-current liabilities	1,550	928
Current liabilities		
Financial liabilities		
- Borrowings	5	13
- Lease liabilities	219	182
- Trade payables		
a. total outstanding dues of micro enterprises and small enterprises	27	30
b. total outstanding dues of creditors other than micro enterprises and small enterprises	4,775	2,942
- Other financial liabilities	165	746
Provisions	127	70
Other current liabilities	1,490	1,194
Total current liabilities	6,808	5,177
Total liabilities	8,358	6,105
Total equity and liabilities	1,73,147	87,035

*Amount in absolute term is INR 0.31 million



Zomato Limited (formerly known as Zomato Private Limited and Zomato Media Private Limited)
Unaudited consolidated statement of cash flows

INR million

Particulars	Half-year ended	
	September 30, 2021	September 30, 2020
	Unaudited	Unaudited
A) Cash flows from operating activities		
Loss before tax	(7,939)	(3,296)
Adjustments to reconcile loss before tax to net cash flows:		
- Liabilities written back	(39)	(28)
- Depreciation on property, plant and equipment and right-of-use assets	194	198
- Amortisation on intangible assets	545	496
- Loss on account of movements in foreign exchange rate and consumer price index in one of the Company's subsidiary operating in a hyperinflationary economy	159	-
- Provision for doubtful debts and advances	146	(26)
- Share-based payment expense	4,365	790
- Net gain on mutual funds	(308)	(86)
- Share in loss of associates	(2)	-
- Provision for obsolete stock	31	-
- Advances written off	-	1
- (Profit)/ loss on sale of property, plant and equipment (net)	-	(0)
- Interest expense	7	1
- Reversal of fair value gain on contingent consideration on assignment of contracts	-	918
- Gain on sale / disposal of Investment	(54)	-
- Rent waiver on lease liabilities	(27)	(16)
- Interest on lease liabilities	51	31
- Interest income	(1,588)	(86)
- Fair value loss/ (gain) on financial instruments at fair value through profit or loss	-	15
Operating loss before changes in working capital	(4,459)	(1,088)
Movements in working capital :		
- (Increase) / decrease in trade receivables	(284)	73
- (Increase)/ decrease in other financial assets	(184)	(102)
- (Increase) in inventory	(71)	(71)
- Decrease in other assets	658	290
- (Decrease) in financial liabilities and other liabilities	(302)	(327)
- Increase in provisions	290	16
- Increase in trade payables	1,718	452
Cash used in operations	(2,634)	(757)
Income taxes refund/ (paid) (net)	(69)	314
Net cash used in operating activities (A)	(2,703)	(443)
B) Cash flows from investing activities		
Purchase of property, plant & equipment (including capital work-in-progress, capital advances and capital creditors)	(301)	(7)
Proceeds from sale of property, plant and equipment	0	1
Investment in bank deposits (having maturity of more than 3 months)	(88,459)	(93)
Redemption of bank deposits (having maturity of more than 3 months)	82	529
Proceeds from sale of liquid mutual fund units	24,338	10,079
Payment to acquire liquid mutual fund units	(12,784)	(22,712)
Proceeds from sale of subsidiary	14	-
Purchase of non-current investments	(7,410)	-
Interest received	15	77
Net cash used in investing activities (B)	(84,505)	(12,126)
C) Cash flows from financing activities		
Proceeds from issue of share capital	90,000	14,001
Proceeds from borrowings	-	9
Loan repaid during the year	(9)	-
Transaction costs paid on issue of shares	(2,163)	(1)
Share-based payment on cancellation of option	-	(1,751)
Payment of principal portion of lease liabilities	(81)	(64)
Payment of interest portion of lease liabilities	(51)	(31)
Interest expense	(7)	-
Net cash flow from financing activities (C)	87,689	12,163
Net increase in cash and cash equivalents (A+B+C)	481	(406)
Foreign exchange gain/ (loss) (net)	2	49
Loss on account of movements in foreign exchange rate in one of the Company's subsidiary operating in a hyperinflationary economy	(284)	-
Cash and cash equivalents as at the beginning of the period	3,065	1,672
Cash and cash equivalents as at the end of the period	3,264	1,315

Zomato Limited (formerly known as Zomato Private Limited and Zomato Media Private Limited)
Notes to the consolidated financial results

- 1 The consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on November 10, 2021.
- 2 The financial results have been prepared in accordance with the Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- 3 The Company has been converted from a private limited company to a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 05, 2021 and consequently, the name of the Company has been changed to Zomato Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies on April 09, 2021.
- 4 During quarter ended September 30, 2021, the Company has completed initial public offer (IPO) of 1,233,552,631 equity shares of face value of INR 1 each at an issue price of INR 76 per share, comprising fresh issue of 1,184,210,526 shares and offer for sale of 49,342,105 by Info Edge (India) Limited. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on July 23, 2021.

The Company has received an amount of INR 87,280 million (net off IPO expenses of INR 2,720 million) from proceeds out of fresh issue of equity shares. The utilisation of the net IPO proceeds is summarised below:

Objects of the issue as per prospectus	Amount to be utilised as per prospectus	INR million	
		Utilisation up to September 30, 2021	Unutilised amount as on September 30, 2021
Funding organic and inorganic growth initiatives	67,500	4,862	62,638
General corporate purposes	19,780	772	19,008
Net Proceeds	87,280	5,634	81,646

Net IPO Proceeds which were unutilised as at September 30, 2021 were temporarily invested in deposits with scheduled commercial banks.

- 5 Exceptional items include:

Particulars	Quarter ended			Half-year ended		INR million
	September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	Year ended March 31, 2021
Fair value loss of contingent consideration on assignment of contracts	-	-	(918)	-	(918)	(918)
Fair value loss on financial instruments at fair value through profit or loss	-	-	-	-	-	(2,329)
Gain on sale / disposal of investment including foreign currency translation reserve on foreign subsidiaries sale / disposed off during the period	54	-	-	54	-	-
Loss on account of movements in foreign exchange rate in one of the Company's subsidiary operating in a hyperinflationary economy	-	(159)	-	(159)	-	-
Total	54	(159)	(918)	(105)	(918)	(3,247)

6 Consolidated segment information

The Group's operating businesses are organised and managed separately according to the geographical locations of the customers, with each segment representing a strategic business unit that serves different markets.

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM), in deciding how to allocate resources and assessing performance. The Group's CODM is the Chief Executive Officer and Managing Director.

The Group has identified geographical segments as reportable segments. The geographical segments comprise:

- 1) India
- 2) United Arab Emirates (UAE)
- 3) ROW (such as Australia, New Zealand, Philippines, Indonesia, Malaysia, USA, Lebanon, Turkey, Czech, Slovakia, Poland, Qatar, Ireland)



Summarised segment information is as follows:

INR million

Particulars	Quarter ended			Half-year ended		Year ended
	September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	March 31, 2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Revenue from operations (external customers)						
India	9,815	8,069	3,897	17,884	6,109	18,065
UAE	330	316	251	646	569	1,229
ROW	97	59	112	156	242	644
Total	10,242	8,444	4,260	18,686	6,920	19,938
Revenue from operations (inter-segment)						
India	10	12	29	22	48	75
UAE	-	-	-	-	-	-
ROW	-	-	-	-	-	-
Adjustments and eliminations	(10)	(12)	(29)	(22)	(48)	(75)
Total	-	-	-	-	-	-
Depreciation and amortisation						
India	381	353	336	734	672	1,343
UAE	2	2	2	4	4	8
ROW	1	0	11	1	18	26
Total	384	355	349	739	694	1,377
Profit/ (loss) before tax						
India	(4,430)	(3,548)	(1,030)	(7,978)	(2,024)	(6,862)
UAE	158	136	(962)	294	(834)	(503)
ROW	(77)	(178)	(306)	(255)	(438)	(786)
Total	(4,349)	(3,590)	(2,298)	(7,939)	(3,296)	(8,151)
Total assets						
India	1,70,979	83,913	36,746	1,70,979	36,746	84,833
UAE	1,707	1,478	1,057	1,707	1,057	1,327
ROW	461	550	831	461	831	875
Total	1,73,147	85,941	38,634	1,73,147	38,634	87,035
Total liabilities						
India	7,391	5,827	20,362	7,391	20,362	5,271
UAE	633	573	839	633	839	571
ROW	334	223	680	334	680	263
Total	8,358	6,623	21,881	8,358	21,881	6,105

- 7 During the half-year ended September 30, 2021, the Company has approved and issued bonus shares in the ratio of 6699:1 to existing equity shareholders and has also approved bonus issuance to option holders whose names appear in the register of employee stock options, which will be issued basis the equity shares held by the option holders upon the exercise of the option. Further, the Company has approved and converted the CCCPS of Class A to C and CCPS of Class E to the equity shares in the ratio of 1:1, CCCPS of Class D and CCPS of Class F in the ratio of 1:1.125. For other class of CCCPS, the Company has converted the CCCPS in the ratio of 1:6700.
- 8 The Company has granted 368,500,000 ESOPs to the Managing Director and Chief Executive Officer on April 12, 2021 after taking necessary approvals as disclosed in the Prospectus filed with SEBI. The ESOPs have an aggregate fair value of INR 13,635 million (basis registered valuer report) and will vest over a period of 1-6 years. Accordingly, the Company has recorded a cost of INR 3,657 million during the half-year ended September 30, 2021.
- 9 During the quarter ended September 30, 2021, the group has acquired 9.16% stake in Grofers India Private Limited and 8.94% stake in Hands on Trades Private Limited at a consideration of INR 5,182 million and INR 2,228 million respectively. As per terms of the arrangement, it has been classified as an investment in equity for accounting purposes and is being fair valued through other comprehensive income at each reporting date. As on September 30, 2021, there was no change in the fair value.
- 10 The Group's management has decided that operations in Zomato Foods Private Limited and Zomato Ireland Limited (Lebanon branch) will be suspended and entities will be liquidated/dissolved/sold in the foreseeable future. The Group has recognized probable loss of INR 176 Mn for the period ended September 30, 2021.
- 11 Owing to the outbreak of the global pandemic COVID-19, the governments across the globe deployed varied degrees of measures including lockdown and restrictions on movement which had a negative impact on the food and entertainment sector. This in turn had impacted the Group's operations since dining out in restaurants was suspended which led to demand for advertisement and memberships subscriptions across dining out restaurants slowing down. Further, there is no stress on revenue from platform services owing to high level of activity on the platform. Accordingly, the Group has assessed the carrying value of assets and expects to recover the same, specially goodwill and other intangible assets, by considering internal and external information up to the date of approval of these consolidated financial results and current indicators of future economic conditions. The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial results and the Group will continue to closely monitor any material changes to future economic condition.

For and on behalf of the board of directors of Zomato Limited
(formerly known as Zomato Private Limited and Zomato Media Private Limited)

Sd/- 
Deepinder Goyal
Managing Director and Chief Executive Officer
(DIN-02613583)

Date: November 10, 2021
Place: Gurugram



INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF ZOMATO LIMITED (FORMERLY KNOWN AS ZOMATO PRIVATE LIMITED / ZOMATO MEDIA PRIVATE LIMITED)

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **ZOMATO LIMITED** ("the Company") for the quarter and six months ended September 30, 2021 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 11 to the Standalone Financial Results, which describes the possible effects of uncertainties relating to COVID-19 on operations and results of the Company as assessed by the management.

Our conclusion on the Statement is not modified in respect of this matter.



Deloitte Haskins & Sells

6. We did not review the financial results of one trust included in the Statement whose interim financial results reflects total assets of Rs. 0.63 million as at September 30, 2021, total revenue of Rs. Nil and Nil for the quarter and six months ended September 30, 2021, total net profit / (loss) after tax of Rs. 0.01 million and Rs. 0.01 million for the quarter and six months ended September 30, 2021, total comprehensive income / loss of Rs. 0.01 million and Rs. 0.01 million for the quarter and six months ended September 30, 2021, and net cash outflows of Rs. 0.04 million for six months ended September 30, 2021 as considered in this Statement. These financial information are unaudited and have been furnished to us by the Management and our conclusion on the standalone Financial results in so far as it relates to the amounts and disclosures included in respect of the trust is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Company.

Our conclusion on the Statement is not modified in respect of this matter.

7. The comparative financial information of the Company for the quarter and six months ended September 30, 2020 prepared in accordance with Ind AS included in this Statement are unaudited and have been furnished to us by the Management which is neither audited or reviewed by us.

Our conclusion on the Statement is not modified in respect of this matter.

For Deloitte Haskins & Sells

Chartered Accountants

(Firm's Registration No. 015125N)



Vikas Khurana

(Partner)

(Membership No. 503760)

UDIN: 21503760AAAADD9343

Place: Gurugram

Date: November 10, 2021

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

CIN : L93030DL2010PLC198141

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Statement of unaudited standalone financial results for the quarter and half-year ended September 30, 2021

INR million

S. No.	Particulars	Quarter ended			Half-year ended		Year ended
		September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	March 31, 2021
		Unaudited	Unaudited	Unaudited (refer note 12)	Unaudited	Unaudited (refer note 12)	Audited
I	Revenue from operations	8,971	7,579	3,760	16,550	5,950	17,139
II	Other income	1,350	704	207	2,054	412	1,319
III	Total income (I+II)	10,321	8,283	3,967	18,604	6,362	18,458
IV	Expenses						
	Employee benefits expense	3,782	3,503	1,199	7,285	2,451	5,784
	Finance costs	12	18	16	30	32	79
	Depreciation and amortisation expenses	334	319	330	653	661	1,289
	Other expenses	9,801	7,347	3,640	17,148	5,135	14,698
	Total expenses	13,929	11,187	5,185	25,116	8,279	21,850
V	Loss before exceptional items and tax (III-IV)	(3,608)	(2,904)	(1,218)	(6,512)	(1,917)	(3,392)
VI	Exceptional items (refer note 5)	(534)	(4)	(1,884)	(538)	(1,974)	(5,468)
VII	Loss before tax (V+VI)	(4,142)	(2,908)	(3,102)	(7,050)	(3,891)	(8,860)
VIII	Tax expense:						
	Current tax	-	-	-	-	-	-
	Deferred tax	-	-	-	-	-	-
IX	Loss for the period/ year (VII-VIII)	(4,142)	(2,908)	(3,102)	(7,050)	(3,891)	(8,860)
X	Other comprehensive income/ (loss)						
	(i) Items that will not be reclassified to profit or loss						
	- Re-measurement gain/ (loss) on defined benefit plans	(49)	(29)	1	(78)	1	(19)
	- Income tax relating to above	-	-	-	-	-	-
	(ii) Items that will be reclassified to profit or loss						
	- Exchange differences on translation of foreign operations	(1)	8	(9)	7	(3)	(14)
	- Income tax relating to above	-	-	-	-	-	-
	Other comprehensive income/ (loss) for the period/ year	(50)	(21)	(8)	(71)	(2)	(33)
XI	Total comprehensive loss for the period/ year (IX+X)	(4,192)	(2,929)	(3,110)	(7,121)	(3,893)	(8,893)
XII	Paid-up share capital (face value of INR 1 per share)	7,565.35	6,381.14	0.31	7,565.35	0.31	0.31
XIII	Other equity						77,545
XIV	Loss per equity share (INR)¹ (face value of INR 1 each)						
	(a) Basic	(0.57)	(0.46)	(0.63)	(1.03)	(0.79)	(1.65)
	(b) Diluted	(0.57)	(0.46)	(0.63)	(1.03)	(0.79)	(1.65)

¹ EPS is not annualised for the quarter and half-year ended September 30, 2021, quarter ended June 30, 2021 and quarter and half-year ended September 30, 2020.



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

Unaudited standalone balance sheet

INR million

Particulars	As at September 30, 2021	As at March 31, 2021
	Unaudited	Audited
Assets		
Non-current assets		
Property, plant and equipment	325	177
Right-of-use assets	315	398
Goodwill	12,093	12,093
Other intangible assets	1,316	1,837
Intangible assets under development	1	1
Financial assets		
- Investments	11,039	3,117
- Other financial assets	71,522	30,029
Income tax assets (net)	112	52
Other non-current assets	9	19
Total non-current assets	96,732	47,723
Current assets		
Financial assets		
- Investments	10,551	21,942
- Trade receivables	1,330	1,237
- Cash and cash equivalents	2,372	1,686
- Other bank balances	34,681	5,966
- Loans	730	400
- Other financial assets	26,110	6,237
Income tax assets (net)	256	261
Other current assets	1,240	2,031
Total current assets	77,270	39,760
Total assets	1,74,002	87,483
Equity and liabilities		
Equity		
Equity share capital	7,565	0*
Instruments entirely equity in nature	-	4,549
Other equity	1,59,452	77,545
Total equity	1,67,017	82,094
Liabilities		
Non-current liabilities		
Financial liabilities		
- Lease liabilities	263	334
Provisions	449	197
Other non-current liabilities	60	133
Total non-current liabilities	772	664
Current liabilities		
Financial liabilities		
- Lease liabilities	119	128
- Trade payables		
a. total outstanding dues of micro enterprises and small enterprises	12	21
b. total outstanding dues of creditors other than micro enterprises and small enterprises	4,309	2,720
- Other financial liabilities	336	818
Provisions	102	49
Other current liabilities	1,335	989
Total current liabilities	6,213	4,725
Total liabilities	6,985	5,389
Total equity and liabilities	1,74,002	87,483

*Amount in absolute term is INR 0.31 million



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

Unaudited standalone statement of cash flows

INR million

Particulars	Half-year ended	
	September 30, 2021	September 30, 2020
	Unaudited	Unaudited (refer note 12)
A) Cash flows from operating activities		
Loss before tax	(7,049)	(3,890)
Adjustment to reconcile loss before tax to net cash flows:		
- Liabilities written back	(15)	(23)
- Depreciation of property, plant and equipment and right-of-use assets	132	167
- Amortisation on intangible assets	522	494
- Provision for doubtful debts and advances	41	643
- Net gain on mutual funds	(303)	(85)
- Provision for impairment in value of investment in subsidiaries	538	1,056
- Share-based payment expense	4,146	474
- (Profit)/ loss on sale of property, plant and equipment (net)	(0)	(0)
- Reversal of fair value gain on contingent consideration on assignment of contracts	-	918
- Rent waiver on lease liabilities	-	(16)
- Interest on lease liabilities	22	29
- Interest income	(1,594)	(88)
- Fair value loss/ (gain) on financial instruments at fair value through profit or loss	-	14
Operating loss before changes in working capital	(3,560)	(307)
Movements in working capital:		
- (Increase)/ decrease in trade receivables	(133)	(565)
- Decrease/ (increase) in financial assets	(128)	14
- Decrease/ (increase) in other assets	802	349
- (Increase)/ decrease in loans	(330)	160
- (Decrease)/ increase in other financial liabilities	(483)	(418)
- Increase/ (decrease) in provisions	226	6
- (Decrease)/ increase in other liabilities	273	54
- Increase/ (decrease) in trade payables	1,435	113
Cash used in operations	(1,898)	(594)
Income taxes refund/ (paid) (net)	(56)	107
Net cash used in operating activities (A)	(1,954)	(487)
B) Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(215)	(6)
Proceeds from sale of property, plant and equipment	0	0
Investment in bank deposits (having maturity of more than 3 months)	(88,436)	(66)
Redemption of bank deposits (having maturity of more than 3 months)	67	494
Proceeds from sale of liquid mutual fund units	23,412	10,078
Payment to acquire liquid mutual fund units	(11,719)	(22,430)
Investment in subsidiaries	(830)	(695)
Investment in equity investments	(7,411)	-
Interest received	14	94
Net cash used in investing activities (B)	(85,118)	(12,531)
C) Cash flows from financing activities		
Proceeds from issue of share capital	90,000	14,001
Transaction costs paid on issue of shares	(2,163)	(1)
Payment of principal portion of lease liabilities	(62)	(48)
Payment of interest portion of lease liabilities	(22)	(29)
Share-based payment on cancellation of option	-	(1,139)
Net cash flows from financing activities (C)	87,753	12,784
Net increase in cash and cash equivalents (A+B+C)	681	(234)
Foreign exchange gain/ (loss) (net)	5	(34)
Cash and cash equivalents as at the beginning of the period	1,686	900
Cash and cash equivalents as at the end of the period	2,372	632



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Notes to the standalone financial results

- 1 The standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on November 10, 2021.
- 2 The financial results have been prepared in accordance with the Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- 3 The Company has been converted from a private limited company to a public limited company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 05, 2021 and consequently, the name of the Company has been changed to Zomato Limited pursuant to a fresh certificate of incorporation by the Registrar of Companies on April 09, 2021.

- 4 During quarter ended September 30, 2021, the Company has completed initial public offer (IPO) of 1,233,552,631 equity shares of face value of INR 1 each at an issue price of INR 76 per share, comprising fresh issue of 1,184,210,526 shares and offer for sale of 49,342,105 by Info Edge (India) Limited. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on July 23, 2021.

The Company has received an amount of INR 87,280 million (net off IPO expenses of INR 2,720 million) from proceeds out of fresh issue of equity shares. The utilisation of the net IPO proceeds is summarised below:

Objects of the issue as per prospectus	Amount to be utilised as per prospectus	Utilisation up to September 30, 2021	INR million
			Unutilised amount as on September 30, 2021
Funding organic and inorganic growth initiatives	67,500	4,862	62,638
General corporate purposes	19,780	772	19,008
Net Proceeds	87,280	5,634	81,646

Net IPO Proceeds which were unutilised as at September 30, 2021 were temporarily invested in deposits with scheduled commercial banks.

- 5 Exceptional items include:

Particulars	Quarter ended			Half-year ended		Year ended
	September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020	March 31, 2021
Fair value loss of contingent consideration on assignment of contracts	-	-	(918)	-	(918)	(918)
Provision for impairment in value of investment in subsidiaries (refer note 10)	(534)	(4)	(966)	(538)	(1,056)	(2,221)
Fair value loss on financial instruments at fair value through profit or loss	-	-	-	-	-	(2,329)
Total	(534)	(4)	(1,884)	(538)	(1,974)	(5,468)

- 6 The Company publishes these financial results along with the consolidated financial results. In accordance with Ind AS 108, 'Operating Segments', the Company has disclosed the segment information in the consolidated financial results.
- 7 During the half-year ended September 30, 2021, the Company has approved and issued bonus shares in the ratio of 6699:1 to existing equity shareholders and has also approved bonus issuance to option holders whose names appear in the register of employee stock options, which will be issued basis the equity shares held by the option holders upon the exercise of the option. Further, the Company has approved and converted the CCCPS of Class A to C and CCPS of Class E to the equity shares in the ratio of 1:1, CCCPS of Class D and CCPS of Class F in the ratio of 1:1.125. For other class of CCCPS, the Company has converted the CCCPS in the ratio of 1:6700.
- 8 The Company has granted 368,500,000 ESOPs to the Managing Director and Chief Executive Officer on April 12, 2021 after taking necessary approvals as disclosed in the prospectus filed with SEBI. The ESOPs have an aggregate fair value of INR 13.635 million (basis registered valuer report) and will vest over a period of 1-6 years. Accordingly, the Company has recorded a cost of INR 3,657 million during the half-year ended September 30, 2021.
- 9 During the quarter ended September 30, 2021, the Company has acquired 9.16% stake in Grofers India Private Limited and 8.94% stake in Hands on Trades Private Limited at a consideration of INR 5,182 million and INR 2,228 million respectively. As per terms of the arrangement, it has been classified as an investment in equity for accounting purposes and is being fair valued through other comprehensive income at each reporting date. As on September 30, 2021, there was no change in the fair value.
- 10 The Company's management has decided that operations in Zomato Foods Private Limited and Zomato Ireland Limited (Lebanon branch) will be suspended and entities will be liquidated/dissolved/sold in the foreseeable future. The Company has recognized Impairment on investment of INR 534 Mn for the period ended September 30, 2021.
- 11 Owing to the outbreak of the global pandemic COVID-19, the governments across the globe deployed varied degrees of measures including lockdown and restrictions on movement which had a negative impact on the food and entertainment sector. This in turn had impacted the Company's operations since dining out in restaurants was suspended which led to demand for advertisement and memberships subscriptions across dining out restaurants slowing down. Further, there is no stress on revenue from platform services owing to high level of activity on the platform.
- Accordingly, the Company has assessed the carrying value of assets and expects to recover the same, specially goodwill, other intangible assets and investment in subsidiaries, by considering internal and external information up to the date of approval of these standalone financial results and current indicators of future economic conditions. The impact of the global health pandemic may be different from that estimated as at the date of approval of these standalone financial results and the Company will continue to closely monitor any material changes to future economic condition.
- 12 The standalone financial results for the quarter and half-year ended September 30, 2020 have not been subjected to limited review or audit.

For and on behalf of the board of directors of Zomato Limited
(formerly known as Zomato Private Limited and Zomato Media Private Limited)

Sd/- 
Deepinder Goyal
Managing Director and Chief Executive Officer
(DIN-02613583)

Date: November 10, 2021
Place: Gurugram

