

**A SUMMARY OF THE PROPOSED TRANSACTION, AS REQUIRED UNDER REGULATION 13(1A) OF THE COMPETITION COMMISSION OF INDIA (PROCEDURE IN REGARD TO THE TRANSACTION OF BUSINESS RELATING TO COMBINATIONS) REGULATIONS, 2011 (AS AMENDED)**

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**(a) Name of the parties to the combination**

1. Zomato Limited (**Zomato/Acquirer**)
2. Grofers India Private Limited (**Grofers India**)
3. Hands on Trades Private Limited (**HoT**)
4. Grofers International Pte. Limited (**Grofers International**)

Grofers India, HoT and Grofers International are collectively referred to as the **Target**.

Zomato and the Target are together referred to as the Parties.

**(b) Nature and purpose of the combination**

5. The Notification Form is being filed in relation to the proposed acquisition by Zomato of approximately 9.3% stake in each of Grofers India and HoT along with certain rights in each of the Targets (**Proposed Transaction**). The Proposed Transaction falls under Section 5(a) of the Competition Act, 2002.

**(c) Products, services and business(es) of the parties to the combination**

6. **Zomato** is a public limited company that was incorporated on 18 January 2010. It primarily operates in the food services market and provides a platform that connects customers, restaurant partners and delivery partners, serving their multiple needs. Zomato's subsidiary, Zomato Internet Private Limited, also operates Hyperpure, wherein it largely supplies fresh, high quality ingredients (such as vegetables, fruits, meats etc.) primarily to Zomato's restaurant partners.
7. **Grofers India** Grofers India is a private limited company incorporated on 26 May 2015. It operates an e-commerce marketplace in India,

providing an information technology platform on a digital and electronic network to act as a facilitator between third-party sellers of various products (such as grocery, fruits and vegetables, bakery items, personal care, health and hygiene, pet care, and baby care etc.) and potential buyers of goods.

8. **HoT** is a private limited company incorporated on 30 September 2015. It is engaged in the business of B2B wholesale trading with third party merchants, contract manufacturing of food products, grocery and other goods for the purpose of onward sale on a wholesale basis, and providing warehousing services including storage of food products and grocery goods to third party merchants.<sup>2</sup>
9. **Grofers International** is an investment holding company and is the holding company of Grofers India and HoT.

**(d) Respective market(s) in which the parties to the combination operate**

10. At the outset, it is submitted that the relevant product and geographic markets can be left open, given that the Proposed Transaction relates to a minority investment by Zomato in the Target. The activities of the Parties overlap in the following potential relevant markets and segments:
  - i. the market for supply of groceries, household items, general merchandise, personal hygiene products, fruits and vegetables in India (**Broad Relevant Market**) and in the narrower segment of B2B supply of groceries, household items, general merchandise, personal hygiene products, fruits and vegetables in India (**Narrower Relevant Segment**).
  - ii. market for services provided by online platforms for the sale of groceries, household items, general merchandise, personal hygiene products, fruits and vegetables in India (**Online Marketplace Market**).

11. The Parties submit that the potential relevant markets/segments identified above are highly fragmented with the presence of multiple players, including several unorganized players, who will continue to impose significant competitive constraints. The Proposed Transaction will have no impact on the competitive landscape in any potential relevant market in India, in any manner.

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