



February 24, 2022

**BSE Limited**

Department of Corporate Services Phiroze  
Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Scrip Code: 543396

**National Stock Exchange of India Limited**

The Listing Department  
Exchange Plaza,  
Bandra Kurla Complex,  
Mumbai – 400 051

Symbol: PAYTM

**Subject: Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice dated February 23, 2022 ("Notice") being sent to the members.

The Notice seeks approval of members of One 97 Communications Limited ("Company") through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the following resolutions, as set out in the Notice:

Item No.	Description of Resolution	Type of Resolution
1	Approval of Material Related Party Transactions with Paytm Payments Bank Limited	Ordinary Resolution
2	Approval for right to nominate Directors as required under Article 113 of Article of Association of the Company	Special Resolution

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or respective depository participant and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. **Friday, February 18, 2022**.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL"), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence on **Friday, February 25, 2022 at 9:00 A.M. (IST)** and shall end on **Saturday, March 26, 2022 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by LI IPL thereafter.

The result of Postal Ballot will be announced on or before **Tuesday, March 29, 2022**.

Notice will also be available on the website of the Company i.e. [www.paytm.com](http://www.paytm.com) and on the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.

You are requested to kindly take the same on your records.

Thanking you

Yours faithfully,  
For **One 97 Communications Limited**

**Amit Khera**  
Company Secretary & Compliance Officer

One 97 Communications Limited  
compliance.officer@paytm.com  
[www.paytm.com](http://www.paytm.com)

Corporate Office - B 121, Sector 5, Noida 201301, India  
T: +91 120 4770770 F: +91 120 4770771 CIN: L72200DL2000PLC108985  
Registered Office - 136, First Floor, Devika Tower, Nehru Place, New Delhi-110019



## One 97 Communications Limited

CIN: L72200DL2000PLC108985

**Registered Office:** First Floor, Devika Tower, Nehru Place, New Delhi - 110019, Delhi

**Corporate Office:** B - 121, Sector - 5, Noida - 201301, Uttar Pradesh

**Telephone No.:** +91 - 120 - 4770 770; **Fax:** +91 - 120 - 4770 771

**Email:** [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com); **Website:** [www.paytm.com](http://www.paytm.com)

### Postal Ballot Notice

Dear Members,

Notice is hereby given that in compliance with the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (collectively referred to as the "MCA Circulars") and other applicable laws, rules and regulations, if any, the resolutions set forth below, being unavoidable in nature, are proposed to be passed by the members of One 97 Communications Limited ("Company") through Postal Ballot, **only by way of voting through electronic means ("remote e-voting")**. Communication of assent / dissent of the members on the resolutions proposed in this postal ballot notice ("Notice") will only take place through the remote e-voting system.

In accordance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement only by email to all its members who have registered their email addresses with the Company or Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the notes to this Notice.

Members are requested to cast their vote through the remote e-voting at any time **before 5:00 P.M. (IST) on Saturday, March 26, 2022** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

The Notice shall also be uploaded on the website of the Company ([www.paytm.com](http://www.paytm.com)), on the website of Link Intime India Private Limited, the Company's Registrar and Transfer Agent (<https://instavote.linkintime.co.in>) and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

The detailed explanatory statement under Section 102(1) of the Act setting out the material facts relating to the resolution and instructions for remote e-voting are annexed to this Notice.

#### Special Business

##### Item No. 1: Approval of Material Related Party Transactions with Paytm Payments Bank Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other provisions of applicable law(s), including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter collectively referred to as "Applicable Laws"), the Company's policy on related party transactions, as may be applicable from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and / or to carry out and / or continue to enter, carry out contracts / arrangements / transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise, with Paytm Payments Bank Limited ("PPBL"), a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations ("Related

Party Transactions”), on such terms and conditions as the Board may decide, for a period of 5 (five) financial years from 2021-22 to 2025-26, up to a maximum aggregate value of the Related Party Transactions as mentioned herein below, notwithstanding the fact that the aggregate value of Related Party Transactions may exceed materiality threshold as prescribed under the Applicable Laws, provided however, that the said Related Party Transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company and/ or its subsidiaries, and such Related Party Transactions shall be in the nature of:

- (a) availing of services by the Company and/or its subsidiaries from PPBL including but not limited to payment solutions services, acquiring/issuing services for offline and online card transactions and other services, **up to a maximum aggregate value of Rs. 985 crores for the current financial year 2021-22 and Rs.1,550 crores per annum for each of the subsequent financial years**, as detailed in the explanatory statement to this resolution;
- (b) rendering of services by the Company and/or its subsidiaries to PPBL including but not limited to agent institution arrangement for Bharat Bill Payment System, technology services, payment gateway services, branding, advertising and promotional Services, VAS services, purchase/sale/lease/exchange of assets and/or any equipment, reimbursements of expenses incurred by or on behalf of PPBL, transfer of any resources, services or obligations and other services including providing any guarantee, **up to a maximum aggregate value of Rs. 1,050 crores for the current financial year 2021-22 and Rs. 1,700 crores per annum for each of the subsequent financial years**, as detailed in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to finalizing the terms and conditions, methods and modes, finalizing and executing necessary documents, including contracts, schemes, agreements and such other papers, documents as may be required, filing applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities to give effect to this

resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorised to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Item No. 2: Approval for right to nominate Directors as required under Article 113 of Article of Association of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the Articles of Association of the Company and applicable provisions of the Companies Act, 2013 or any other applicable law(s), if any, including any statutory modification(s) or re-enactment thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded to ratify, confirm and approve Article No. 113 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof or any Key Managerial Personnel of the Company be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: February 23, 2022

By order of the Board of the Directors  
For **One 97 Communications Limited**

**Amit Khara**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
Address: B - 121, Sector - 5,  
Noida - 201301, Uttar Pradesh

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out material facts in respect of the item nos. 1 and 2 is annexed hereto.
2. In view of the continuing COVID-19 pandemic and in accordance with MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent **only through electronic mode** to all those members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 18, 2022 (the 'cut-off date')**.

Members may note that this Notice shall also be uploaded on the website of the Company ([www.paytm.com](http://www.paytm.com)), on the website of Link Intime India Private Ltd. ("LIPL"), the Company's Registrar and Transfer Agent at <https://instavote.linkintime.co.in> and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

3. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members and accordingly, the members are required to communicate their assent or dissent through remote e-voting system.
4. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on **cut-off date i.e. February 18, 2022**. A person, whose name is recorded in the register of members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of Listing Regulations, the members are provided with the facility to cast their vote electronically through remote e-voting services provided by LIPL. Instructions for remote e-voting are provided in this Notice.
6. The remote e-voting period shall commence on **Friday, February 25, 2022 from 9:00 A.M. (IST)** onwards and shall end on **Saturday, March 26, 2022 at 5:00 P.M. (IST) (both days inclusive)**. During this period, members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, February 18, 2022 (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast

their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by LIPL thereafter. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.

7. The Board of Directors of the Company has appointed Mr. Ankit Singhi (C.P No 16274), Company Secretary in Practice and Partner of PI & Associates, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated his willingness to be appointed for the said purpose.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairman or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose on or before **Tuesday, March 29, 2022** at the Registered Office of Company. The said result along with Scrutinizer's report would also be displayed at the Registered and Corporate Office of the Company. Additionally, the Results will also be uploaded on the Company's website of the Company [www.paytm.com](http://www.paytm.com) as well as on LIPL website <https://instavote.linkintime.co.in>
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

**Registration of Email ID:**

- a) In case, the member's email ID is already registered with the Company/its RTA / Depositories, log in details for remote e-voting are being sent on the registered email address.
- b) In case the member has not registered his/her/ their email address with the Company/its RTA/ Depositories and/or not updated the Bank Account mandate, the following instructions to be followed:
  - i. Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit; or
  - ii. In the case of shares held in Demat mode: The member may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.



- iii. Alternatively, Members may send an e-mail request to the email id: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.
10. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Saturday, March 26, 2022.**
11. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).
12. Instructions for remote e-voting are as below:
- Pursuant to SEBI circular dated December 9, 2020, Individual members holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.
- Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual members holding securities in demat mode/ physical mode is given below:

Type of members	Login Method
<b>Individual Members holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Member/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
<b>Individual Members holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>

Type of members	Login Method
Individual Members (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Members holding securities in Physical mode & e-voting service Provider is LINKINTIME	<ul style="list-style-type: none"> <li>Open the internet browser and launch <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on <b>“Sign Up”</b> under <b>“SHARE HOLDER”</b> tab and register with your following details: -                             <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol>                             Shareholders/ members holding shares in <b>physical form</b> but have not recorded <b>‘C’</b> and <b>‘D’</b>, shall provide their Folio number in <b>‘D’</b> above                             <ul style="list-style-type: none"> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click <b>“confirm”</b> (Your password is now generated).</li> </ul> </li> <li>Click on <b>‘Login’</b> under <b>‘SHARE HOLDER’</b> tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> <li>After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on <b>‘No’</b> and accordingly modify your vote.</li> </ul> </li> </ul>

**Guidelines for Institutional members:**

Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

**Individual Members holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Members holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
  - ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: February 23, 2022

**Helpdesk for Individual Members holding securities in demat mode:**

In case members/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Helpdesk for members regarding E-voting**

In case members have any queries or issues regarding remote e-voting, they may refer the (i) Frequently Asked Questions ("FAQs"); or (ii) Instavote e-voting manual, available under Help section at <https://instavote.linkintime.co.in>, or contact Mr. Rajiv Ranjan, AVP - evoting, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or Call at :- Tel : 022 – 49186000 or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

By order of the Board of the Directors  
For **One 97 Communications Limited**

**Amit Khera**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
Address: B - 121, Sector - 5,  
Noida - 201301, Uttar Pradesh

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The equity shares of One 97 Communications Limited ("Company") got listed on the BSE Limited and National Stock Exchange of India Limited on November 18, 2021, pursuant to an initial public offer.

Prior to listing of equity shares, the Company was governed with the provisions of the Companies Act, 2013 ("Act"). Upon listing of equity shares, the Company is governed with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, in addition to the provisions of the Act.

In terms of Regulation 23 of the Listing Regulations, approval of members through resolution is required for all material related party transactions.

As per Regulation 23 of the Listing Regulations, with effect from April 01, 2022, a transaction with a related party, undertaken by the listed entity and any of its subsidiaries, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company is engaged in the business of providing payment & financial services, commerce & cloud services etc. and is required to enter into various operational transactions with its related parties in the ordinary course of business to achieve business objectives.

Paytm Payments Bank Limited ("PPBL") is one such entity and a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations with which the Company and its subsidiaries keep on entering into contracts and / or arrangements and / or transactions ("Related Party Transactions"), on an arm's length basis and in the ordinary course of business.

PPBL is registered with RBI as a Payments Bank under the provisions of Banking Regulation Act, 1949 and engaged in the business of providing banking, wallet, net banking and other financial related products & services. The details of Related Party Transactions entered by the Company and its subsidiaries, with PPBL during the preceding two financial years 2019-20 and 2020-21, are given below:

(Rs. In Crores)

Category of transactions	FY 20-21	FY 19-20
Availing of services	984	1,078
Rendering of services	939	991

Note: The members may please note that the aforesaid Related Party Transactions were done on an arm's length basis and in the ordinary course of business in compliance with the applicable provisions of the Act.

The members may note that the Company and its subsidiaries presently undertake and propose to undertake similar nature of Related Party Transactions, as mentioned above, with PPBL, and in view of the current transactions and future business projections, it is expected that the aggregate value of Related Party Transactions by the Company and its subsidiaries, with PPBL, during a tenure / duration of 5 (five) financial years from 2021-22 to 2025-26, may exceed the thresholds of material Related Party Transactions as specified under Regulation 23 of Listing Regulations.

The Related Party Transactions, being operational and critical in nature, play a significant role in Company's / its subsidiaries business(es) and therefore, approval of members of the Company is sought for material Related Party Transactions with PPBL.

The relevant details with respect to material Related Party Transactions entered/ to be entered into with PPBL, are outlined as under:

### 1. Name of the Related Party and Relationship

Paytm Payments Bank Limited ("PPBL") is an associate company of the Company. The Company holds 49% of paid up share capital (directly and through its subsidiaries) of PPBL.

### 2. Name of Director(s) or Key Managerial Personnel who is related, if any

Mr. Vijay Shekhar Sharma, Chairman, Managing Director & CEO of the Company is a Director on the Board of PPBL and holds more than 2% of the paid up equity share capital of PPBL.

Mr. Madhur Deora, Chief Financial Officer and Key Managerial Personnel of the Company is a Director on the Board of PPBL.

### 3. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement

The Company and its subsidiaries have entered into Related Party Transactions with PPBL on an arm's length basis and in the ordinary course of business. The relevant details of the material Related Party Transactions are as under:

#### a) Availing of Services : Payment Solution Services and other services

The Company offers various services to its Merchants including services relating to Bill Payment and other Payment Solutions. The



Company facilitates merchants to accept payment from the customers through various payment options including Credit Cards, Debit Cards, Net Banking, IMPS, UPI, Paytm Wallet etc. The Company and its subsidiaries have arrangements with various banks for the said purpose which, *inter-alia*, include certain arrangements with PPBL. All acquiring banks including PPBL levy certain charges for acquiring / issuing transactions. Apart from the above, the Company and its subsidiaries also avail certain other services from PPBL including but not limited to business gratification services, procurements of fast tags, purchase/ lease of assets/ equipment, other Banking and related services etc.

The Company presently undertakes and proposes to continue undertaking above mentioned Related Party Transactions during the duration/ tenure of 5 (five) financial years from 2021-22 to 2025-26, up to a maximum aggregate value of **Rs. 985 crores for the current financial year 2021-22 and Rs. 1,550 crores per annum for each of the subsequent financial years.**

**b) Rendering of Services : Payment Gateway Services, Agent Institution for Bharat Bill Payment System (BBPS), Technology Services and other services:**

The Company provides certain services to PPBL such as payment gateway, Technology services, Branding, Advertising and Promotional Services, VAS services, agent institution services as per BBPS guidelines to facilitate bill payment transactions, sale/ lease/ exchange of assets and/ or any equipment to meet its business objective/requirement, reimbursements of expenses, and other services including providing any guarantee, in the ordinary course of business.

The Company presently undertakes and proposes to continue undertaking abovementioned Related Party Transactions during the duration/ tenure of 5 (five) financial years from 2021-22 to 2025-26, up to a maximum aggregate value of **Rs. 1,050 crores for the current financial year 2021-22 and Rs. 1,700 crores per annum for each of the subsequent financial years.**

Notes:

1. The amounts for each of the financial year mentioned above does not include value of pass through transaction such as GMV / Gross bill payments etc.
2. Pursuant to the requirements of amended provisions of Regulation 23, which shall be effective from April 01, 2022, the amount of Related Party Transactions for subsequent financial years, as mentioned above, includes Related Party Transactions proposed to be undertaken by the Company alongwith its Subsidiaries.

**c) Any advance paid or received for the contract or arrangement**

The Company (including its subsidiaries) maintain rolling balance / advance of up to Rs. 500 crores towards payments solution service as mentioned in para 3(a) and 3(b) above, for services relating to payments business with a provision to increase by up to Rs. 500 crores depending on the business requirements.

**4. Percentage of Company's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions**

- a) Availing of Services- Approximately 35% of the annual consolidated turnover of the Company for the financial year 2020-21.
- b) Rendering of Services- Approximately 37% of annual consolidated turnover of the Company for the financial year 2020-21.

Notes:

- (i) The percentage mentioned above is based on the estimated transaction amount of current financial year 2021-22 and consolidated turnover of previous financial year 2020-21 and the actual percentage shall depend upon consolidated turnover of the Company for the respective financial years from 2021-22 to 2025-26.
- (ii) The percentage(s) mentioned in a) and b) above excludes value of pass through transaction such as GMV / Gross bill payments etc.

**5. Details about Valuation/ Arm's Length and Ordinary Course of Business**

The Company undertakes all Related Party Transactions based on the transfer pricing study report from the Independent global valuation/ accounting firm confirming that the pricing mechanism for a particular transaction meets the arm's length criteria.

The Related Party Transactions are in the ordinary course of business of the Company given the industry in which the Company operates.

**6. Rationale/ benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company**

- PPBL is one of the largest Prepaid Payment Instruments ('PPI' or 'Wallet') operator in India. The Company provides payment solutions and it has contracts with all major banks to enable acquiring connectivity comprising of various payment

instruments. The Company integrates Paytm Wallet and other PPBL instruments in its offerings in the past, and proposes to do so in the future. PPBL's exposure and in-depth reach to the customer base will help the Company in achieving its business objective.

- The Company runs payments business for merchants and therefore PPBL has availed its payment gateway services.
- The Company has been providing bill payment solutions as agent institution of PPBL. Therefore it has arrangement that help its consumers to make bill payments in seamless manner.
- Other Arrangements: The Company and its subsidiaries in past have availed or rendered these services from/to PPBL. PPBL's exposure and in-depth reach to the customer base will help the Company and its subsidiaries in achieving its business objective.

#### **7. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries**

The material Related Party Transactions entered/ proposed to be entered with PPBL do not relate to any loan, inter-corporate deposit or investment by the Company and / or its subsidiaries.

#### **8. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant**

All relevant/ important information form a part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Based on the information on Related Party Transactions, summarised in this Postal Ballot Notice, the Audit Committee and the Board have approved entering into / continuing the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be also sought for the resolution set out at Item No. 1.

Members may note that these Related Party Transactions as placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be an arm's length basis and in the ordinary course of business of the Company. As per the amended Listing Regulations which are effective from January 01, 2022, all the related party transactions are required

to be approved by only those members of the Audit committee, who are independent directors.

The aforesaid related party transactions with PPBL shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at [www.paytm.com/our-policy](http://www.paytm.com/our-policy), shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The related party transactions with PPBL shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

Mr. Vijay Shekhar Sharma, Chairman, Managing Director & CEO and Mr. Madhur Deora, Chief Financial Officer and Key Managerial Personnel of the Company, are interested in the Ordinary Resolution set out at Item No. 1 being directors of PPBL. The relative(s) of Mr. Vijay Shekhar Sharma and Mr. Madhur Deora may be deemed to be interested in the said Ordinary Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the Notice.

Pursuant to Regulation 23 of the Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 1.

The Board accordingly recommends the resolution set forth in Item no. 1 for approval of the members as Ordinary Resolution.

#### **Item No. 2:**

The members of the Company in their Extra-Ordinary General Meeting held on July 12, 2021, by way of passing special resolution, had adopted new set of Articles of Association ('AoA') to conform the requirements of the Securities and Exchange Board of India ('SEBI') and the relevant stock exchanges.

As disclosed in the Prospectus dated November 11, 2021, filed with SEBI and Registrar of Companies, NCT of Delhi and Haryana under Section IV titled "Our Principal Shareholders", certain rights as mentioned in Article 113 (as reproduced below) of AoA are subject to approval by the members of the Company at the General Meeting post listing of equity shares on the stock exchanges, in accordance with applicable Laws.

Article 113 of the AoA is given below:

*“113. After the consummation of an initial public offering of the Equity Shares of the Company (i.e. listing of the Equity Shares on the BSE Limited and/ or the National Stock Exchange of India Limited) subject to Applicable Laws and the approval of the Shareholders by way of a special resolution in the first general meeting convened after the consummation of the initial public offering:*

- a) *Notwithstanding anything contained elsewhere in the Articles, so long as the Founder either (x) directly or indirectly holds at least 3,100,000 Equity Shares on a fully diluted basis (which shall in no event be less than 2.5% of the issued and subscribed share capital of the Company on a fully diluted basis) or, (y) continues to hold an executive position in the Company (“Founder Director Threshold”), the Founder shall be entitled to nominate one (1) Director on the Board (the “Founder Director”), provided that if the Founder fails to meet either (but not both) of the conditions of the Founder Director Threshold at any time, the Founder himself shall be the Founder Director and shall not be entitled to nominate anybody else as the Founder Director; provided, further that when the Founder fails to meet both the conditions contained in the Founder Director Threshold, then he shall not be entitled to have himself or anyone else nominated as the Founder Director; and*
- b) *Notwithstanding anything contained elsewhere in the Articles, so long as each of API, SVF and/or SAIF (as applicable) hold at least 10% (ten per cent.) of the Equity Shares (“Shareholder Director Threshold”) on a fully diluted basis, each of API, SVF and/or SAIF shall be entitled to nominate a Director on the Board (each, a “Nominee Director”). For the avoidance of doubt, it is clarified that: (i) in determining the*

*Shareholder Director Threshold with reference to API, the shareholding of API and any Affiliates of API which hold Shares at that time (collectively, the “API Entities”) shall be aggregated; and (ii) API shall, at all times, subject to holding the Shareholder Director Threshold, be entitled to assign/ transfer its right to appoint the Nominee Director, to an Affiliate which pursuant to requisite approvals from Governmental Authorities, if required under Applicable Law, holds Shares at the time of such assignment/ transfer.”*

As the equity shares of the Company have been listed on the National Stock Exchange of India Limited and BSE Limited with effect from November 18, 2021, it is proposed to approve the rights available with certain members as stated in Article 113 of AoA by way of passing Special Resolution.

Copy of AoA will be open for inspection through electronic mode during the working hours of the Company on all working day up to the last date of the e-voting on the request received at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).

Mr. Vijay Shekhar Sharma is interested in the Special Resolution set out at Item No. 2 to the extent of right available with him being founder as specified in Article 113 of AoA. The relative(s) of Mr. Vijay Shekhar Sharma may be deemed to be interested in the said Special Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board accordingly recommends the resolution set forth in Item no. 2 for approval of the members as Special Resolution.

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: February 23, 2022

By order of the Board of the Directors  
For **One 97 Communications Limited**

**Amit Khara**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
Address: B - 121, Sector - 5,  
Noida - 201301, Uttar Pradesh



## One 97 Communications Limited

**CIN:** L72200DL2000PLC108985

**Registered Office:** First Floor, Devika Tower, Nehru Place, New Delhi - 110019, Delhi

**Corporate Office:** B - 121, Sector - 5, Noida - 201301, Uttar Pradesh

**Telephone No.:** +91 - 120 - 4770 770; **Fax:** +91 - 120 - 4770 771

**Email:** [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com); **Website:** [www.paytm.com](http://www.paytm.com)

## E-Mail Registration Form

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To  
Link Intime India Private Limited  
Unit: **One 97 Communications Limited**  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai 400 083, Maharashtra, India

Name of the First / Sole Member	
Folio no.	
Email ID	
Mobile no.	
Address	

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Signature of the 1st Registered Holder / Sole Holder