



February 14, 2023

BSE Limited

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

National Stock Exchange of India Limited

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

Scrip Code: 543396

Symbol: PAYTM

Sub.: Buy-back of fully paid-up equity shares of face value of Re. 1 each (the "Equity Shares") of One 97 Communications Limited (the "Company") from the open market through stock exchange mechanism (the "Buy-back") under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations")

Re: Post Buy-back Public Announcement for Buy-back of Equity Shares by the Company

Dear Sir/ Ma'am,

This is in furtherance to our intimation on the outcome of the Buy-back Committee meeting of the Company held on February 13, 2023, in which the members of the Buy-back Committee approved the proposal for completion and closure of the Buy-back of Equity Shares, on and with effect from February 13, 2023, in accordance with Buy-back Regulations and the Companies Act, 2013 and the rules made thereunder, as amended.

In accordance with Regulation 24(vi) and other applicable provisions of the Buy-back Regulations, a post Buy-back public announcement dated February 13, 2023 ("**Post Buy-back Public Announcement**") was published as follows:

Newspaper	Language	Edition	Date of Publication
Financial Express	English	All Editions	February 14, 2023
Jansatta	Hindi	All Editions	February 14, 2023
Jansatta	Regional - Hindi	All Editions	February 14, 2023

Please find enclosed a copy of the Post Buy-back Public Announcement.

This disclosure will also be hosted on the Company's website, viz. www.paytm.com.

Kindly take the same on record.

Thanking you

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

Amit Khera
Company Secretary & Compliance Officer

Encl.: As above



ONE 97 COMMUNICATIONS LIMITED

CIN: L72200DL2000PLC108985

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

Corporate Office: One Skymark, Tower-D, Plot No. H-10B, Sector-98, Noida, Uttar Pradesh 201304, India

Contact Person: Mr. Amit Khara, Company Secretary and Compliance Officer

Tel.: +91 120 4770770, Fax No.: +91 120 4770771, E-mail: compliance.officer@paytm.com, Website: www.paytm.com

POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF ONE 97 COMMUNICATIONS LIMITED

This post buy-back public announcement ("Post Buy-back Public Announcement") is being made by One 97 Communications Limited ("Company") in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated December 14, 2022 (which was published on December 15, 2022) ("Public Announcement"), issued in connection with the Buy-back (as defined below). Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement.

1. THE BUY-BACK

- 1.1 Pursuant to the provisions of: (a) Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013, as amended ("Companies Act") and the applicable rules thereunder, (b) the SEBI Buy-back Regulations, and (c) the Articles of Association of the Company, and pursuant to the resolutions passed by the board of directors of the Company ("Board") at its meeting held on December 13, 2022, the Company had approved the buy-back of its fully paid-up equity shares of face value of ₹ 1 (Rupee One Only) each ("Equity Shares") for an aggregate amount not exceeding ₹ 850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) ("Maximum Buy-back Size"), representing 6.67% and 6.97% of the total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company, respectively, as at March 31, 2022 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹ 810 (Rupees Eight Hundred and Ten Only) per Equity Share ("Maximum Buy-back Price"), payable in cash, from the shareholders of the Company by way of open market purchases through the Stock Exchanges (the process being referred hereinafter as the "Buy-back"). The Maximum Buy-back Size does not include the Transaction Costs.
- 1.2 The Buy-back commenced on December 21, 2022. The Buy-back committee, duly constituted and authorized by the Board, at its meeting held on February 13, 2023, approved the closure of the Buy-back with effect from February 13, 2023 and intimated the same to the Stock Exchanges on February 13, 2023. Accordingly, the Buy-back closed on February 13, 2023.

2. DETAILS OF THE BUY-BACK

- 2.1 The Company bought back an aggregate of 1,55,66,746 (One Crore Fifty Five Lakh Sixty Six Thousand Seven Hundred and Forty Six Only) Equity Shares, utilizing a total amount of ₹ 849,83,39,982 (Rupees Eight Hundred Forty Nine Crores Eighty Three Lakhs Thirty Nine Thousand Nine Hundred and Eighty Two Only) (excluding the Transaction Costs), which represents approximately 99.98% of the Maximum Buy-back Size. The price at which Equity Shares were bought back was dependent on the price quoted on the Stock Exchanges. The highest price at which the Equity Shares were bought back was ₹ 702.65 (Rupees Seven Hundred Two and Sixty Five Paise Only) per Equity Share while the lowest price was ₹ 480.25 (Rupees Four Hundred Eighty and Twenty Five Paise Only) per Equity Share. The Equity Shares were bought back at a volume weighted average price of ₹ 545.93 (Rupees Five Hundred Forty Five and Ninety Three Paise Only) per Equity Share. These prices, which are rounded off to the nearest paisa, are based on the contract notes issued by Axis Capital Limited ("Company's Broker") and exclude the Transaction Costs.
- 2.2 The pay-out formalities have been completed as per the settlement mechanism applicable to the respective Stock Exchange. As on February 13, 2023, the Company has extinguished 1,39,21,646 (One Crore Thirty Nine Lakh Twenty One Thousand Six Hundred Forty Six Only) Equity Shares bought back under the Buy-back and is in the process of extinguishing the remaining 16,45,100 (Sixteen Lakh Forty Five Thousand One Hundred Only) Equity Shares bought back.
- 2.3 The Equity Shares were bought in the dematerialized segment from the Stock Exchanges. As the Buy-back was conducted by way of open market purchases through the Stock Exchange(s), the identity of the shareholders, if any, from whom Equity Shares exceeding 1% (one percent) of the total Equity Shares were bought in the Buy-back is not known.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1 The capital structure of the Company pre and post the Buy-back, is as follows:

Particulars	Pre Buy-back*	Post Buy-back**
Authorised share capital	INR 1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹ 1 each)	INR 1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹ 1 each)
Issued, subscribed and fully paid up share capital	INR 64,93,34,387 (64,93,34,387 Equity Shares of ₹ 1 each)	INR 63,37,67,641 (63,37,67,641 Equity Shares of INR ₹ 1 each)

*As on the date of the Public Announcement

** The Company shall extinguish the balance of 16,45,100 Equity Shares out of the total of 1,55,66,746 Equity Shares bought back. The post Buy-back equity share capital is assuming extinguishment of all Equity Shares bought back by the Company until closure of the Buy-back.

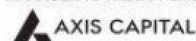
- 3.2 The shareholding pattern of the Company pre and post the Buy-back, is as follows:

Category of Shareholder	Pre Buy-back*		Post Buy-back**	
	Number of Equity Shares*	% to existing Equity Share Capital	No. of Equity Shares post Buy-back	% to the post Buy-back Equity Share Capital
Promoters and persons acting in Concert	Nil	-	Nil	-
Public	64,93,34,387	100.00	63,37,67,641	100.00
Total	64,93,34,387	100.00	63,37,67,641	100.00

*As on the date of the Board meeting approving the Buy-back i.e. December 13, 2022

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4. MANAGER TO THE BUY-BACK



Axis Capital Limited

1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai - 400 025, Maharashtra, India

Tel: +91 22 4325 2183, Fax: +91 22 4325 3000, E-mail: ool.buyback@axiscap.in, Contact Person: Mr. Ankit Bhatia

5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buy-back Regulations, the Board accepts full and final responsibility for the information contained in this Post Buy-back Public Announcement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of One 97 Communications Limited

Vijay Shekhar Sharma

Managing Director & Chief Executive Officer

DIN: 00466521

Madhur Deora

Executive Director, President & Group Chief Financial Officer

DIN: 07720350

Amit Khara

Company Secretary & Compliance Officer

Membership No.: A10827

Place: New Delhi

Date: February 13, 2023

CONCEPT





ONE 97 COMMUNICATIONS LIMITED

CIN: L72200DL2000PLC108985

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

Corporate Office: One Skymark, Tower-D, Plot No. H-10B, Sector-98, Noida, Uttar Pradesh 201304, India

Contact Person: Mr. Amit Khara, Company Secretary and Compliance Officer

Tel.: +91 120 4770770, Fax No.: +91 120 4770771, E-mail: compliance.officer@paytm.com, Website: www.paytm.com

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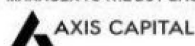
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Tel: +91 22 4325 2183, Fax: +91 22 4325 3000, E-mail: ocl.buyback@axiscap.in, Contact Person: Mr. Ankit Bhatia

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For and on behalf of the Board of Directors of One 97 Communications Limited

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Managing Director & Chief Executive Officer
DIN: 00466521

Madhur Deora
Executive Director, President & Group Chief Financial Officer
DIN: 07720350

Amit Khara
Company Secretary & Compliance Officer
Membership No.: A10827

Place: New Delhi
Date: February 13, 2023

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