



March 24, 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.: Voting Results of Postal Ballot through remote e-voting

Dear Sir/ Ma'am,

This is in continuation to our earlier intimation dated February 21, 2023 informing about the notice of Postal Ballot dated February 03, 2023 ("Notice") seeking approval of members of the Company in respect of the item set out in the Notice through remote e-voting system.

We wish to inform you that, based on the scrutinizer report dated March 24, 2023 on the Postal Ballot, the members of the Company have duly passed the following resolution as set out in the Notice as Ordinary Resolution:

S. No.	Description of Resolution	Type of Resolution	% of votes in favour	% of votes against
1.	Approval of Material Related Party Transactions with Paytm Payments Bank Limited	Ordinary Resolution	99.85	0.15

In view of the above, please find enclosed herewith the following documents:

- Details of consolidated voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure I**; and
- Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure II**.

This disclosure will also be hosted on the Company's website viz. www.paytm.com and website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in/>

Kindly take the same on record.

Thanking you

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

Madhur Deora
Executive Director, President & Group CFO

Encl.: As above

One 97 Communications Limited
compliance.officer@paytm.com
www.paytm.com

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T: +91120 4770770 F: +91120 4770771 CIN: L72200DL2000PLC108985
Registered Office - 136, First Floor, Devika Tower, Nehru Place, New Delhi-110019

Resolution No. 1								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Not Applicable				
Description of resolution considered				Approval of Material Related Party Transactions with Paytm Payments Bank Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public- Institutions	E-Voting	47,38,99,310	6,69,60,212	14.13	6,68,94,846	65,366	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		47,38,99,310	6,69,60,212	14.13	6,68,94,846	65,366	99.90
Public- Non Institutions	E-Voting	16,15,13,431	3,31,06,535	20.50	3,30,18,317	88,218	99.73	0.27
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,15,13,431	3,31,06,535	20.50	3,30,18,317	88,218	99.73
Total		63,54,12,741*	10,00,66,747	15.75	9,99,13,163	1,53,584	99.85	0.15

*Note: The Company has extinguished 16,45,100 no. of Equity Shares pursuant to Buy-back on February 18, 2023 i.e. after the Cut-off date for determining voting rights of the members on the aforesaid resolution. There was no voting made on the said no. of Equity Shares.

SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)
FOR
ONE 97 COMMUNICATIONS LIMITED

To,
The Chairman
One 97 Communications Limited
CIN: L72200DL2000PLC108985
First Floor, Devika Tower, Nehru Place,
New Delhi- 110019

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot Process

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of One 97 Communications Limited (“the Company”) on February 3, 2023, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated February 3, 2023 (“Notice”) under the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“Rules”) and in accordance with the terms of 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, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as the “MCA Circulars”), the Securities and Exchange Board of India

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CORPORATE OFFICE



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(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolution forming part of the Notice:-

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval of Material Related Party Transactions with Paytm Payments Bank Limited

In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from Link Intime India Pvt Ltd (“RTA”) as on Friday, February 17, 2023 (“cut-off date”).
2. The Company completed the dispatch of Notice by e-mail on Tuesday, February 21, 2023. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Financial Express (all India editions in English language) and Jansatta (all India editions in Hindi language), newspapers on February 22, 2023 regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Wednesday, February 22, 2023 from 9:00 A.M. (IST) onwards and ended on Thursday, March 23, 2023, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by Link Intime



[Handwritten Signature]

India Private Limited ("**Authorized Agency**") to provide remote e-voting facility viz.: <https://instavote.linkintime.co.in>.

5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: <https://instavote.linkintime.co.in>.
6. The remote e-voting was unblocked on Thursday, March 23, 2023, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for resolution set out in said Notice, and all votes cast up to Thursday, March 23, 2023, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
11. Based on such results, I hereby certify that the resolution as set out in Notice has been approved and passed by the requisite consent of the members.



12. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Thursday, March 23, 2023.

Countersigned by



Authorised Signatory

One 97 Communications Limited

Date: March 24, 2023

Place: New Delhi

Thanking You

For PI & Associates

Company Secretaries



Nitesh Latwal

Partner

ACS No.: A32109

C P No.: 16276

PR: 1498/2021

UDIN: A032109D003318678

Annexure- A

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

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution*			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	1,684	9,99,13,163	99.8446	240	1,53,584	0.1535	1*	8,39,09,556
Postal Ballot	Not Applicable							
Total	1,684	9,99,13,163	99.8446	240	1,53,584	0.1535	1	8,39,09,556

* Invalid votes represent the votes cast by a member in favour of the resolution, however, these have not been considered in view of the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015 (Related party members can either abstain or vote against the resolution).

Result: The ordinary resolution has been passed with requisite consent.

