



August 21, 2024

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: Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the Board Meeting held on August 21, 2024

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors ("Board") of One 97 Communications Limited ("Company / Paytm"), at its meeting held on August 21, 2024, has inter alia considered and approved for the Company, along with its two subsidiaries, to enter into following definitive agreements to sell its entertainment ticketing business to Zomato Limited for ₹2,048 crore on a cash-free, debt-free basis, subject to adjustments as agreed under transaction documents. This deal highlights the value Paytm has created by building strong business verticals and aligns with Paytm's focus on core payments and financial services distribution. The transaction generates significant profits for Paytm and further strengthens its balance sheet.

Details of the transaction are provided below:

- I. Approval to enter into a business transfer agreement for transfer of Events Business of the Company to Wasteland Entertainment Private Limited ("**WEPL**" / "**Insider**"), a wholly-owned subsidiary of the Company, on a going concern basis ("**Events BTA**").
- II. Approval to enter into a business transfer agreement for transfer of Movie Ticketing Business of the Company to Orbgen Technologies Private Limited ("**OTPL / Ticketnew**"), a wholly-owned subsidiary of the Company, on a going concern basis ("**Movies BTA**").
- III. Approval to enter into a Share Purchase and Subscription Agreement with OTPL, WEPL and Zomato Limited ("**SPSA**") for subscription by Zomato Limited in the share capital of OTPL and WEPL, simultaneously along with sale and transfer of 100% shareholding of the Company in OTPL and WEPL to Zomato Limited.
- IV. Consummation of the transactions contemplated under the Events BTA, Movies BTA and the SPSA.

The boards of WEPL and OTPL have also approved these transactions, as required. Pursuant to the aforesaid approvals, OCL and its subsidiaries have executed the said definitive agreements.

One 97 Communications Limited

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Registered Office - 136, First Floor, Devika Tower, Nehru Place, New Delhi-110019



The relevant details as required under the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure-I, Annexure II and Annexure III**.

Key Summary Points of the Transaction:

1. The combined entertainment ticketing business achieved ₹297* crore in revenue and ₹29 crore in Adjusted EBITDA in FY24.
2. Paytm built its movie ticketing business from the ground up and acquired Insider and TicketNew for ₹268 crore between 2017 and 2018, demonstrating Paytm's success in building businesses and creating value for shareholders
3. The company's entertainment ticketing business, including movies, sports, and events which will remain available on the Paytm app during a transition period of up to 12 months.
4. This transaction generates significant profits for Paytm, and the cash proceeds will further strengthen the balance sheet.
5. With a strong focus on long-term value creation, the company remains confident in substituting revenue from its entertainment ticketing business by expanding core business areas of payments and financial service distribution.

A press release in this regard is being filed separately.

Additional Update Regarding Investment in GIFT City, Gujarat:

In furtherance to our disclosure dated January 19, 2024, regarding the incorporation of one or more wholly-owned subsidiaries (WOS) of the Company in GIFT City, Gandhinagar, Gujarat, we wish to inform you that the Board of Directors has also been updated that the Company is initiating the process to seek the necessary approvals for the formation of the subsidiary in GIFT City IFSC, Gujarat. This process is expected to be completed within the next 6 months, subject to the required approvals.

The Board meeting commenced at 7.34 p.m (IST) and concluded at 8.18 p.m (IST).

This disclosure will also be hosted on the Company's website viz. <https://ir.paytm.com/>.
Kindly take the same on record.

* excluding intercompany eliminations

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

Sunil Kumar Bansal
Company Secretary and Compliance Officer



Information as required under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Annexure-I

Transfer of events business on a going concern basis to Wasteland Entertainment Private Limited ("WEPL")

S. No.	Particulars	Details								
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year (on standalone basis);	<table border="1"><thead><tr><th>Division</th><th>Amount (INR Crores) and %</th></tr></thead><tbody><tr><td>Events business division of the Company ('OCL') as detailed in the Events BTA</td><td>Income: INR 19 Crores (0.23%) Net worth: INR 285 Crores [2.3%] as of March 31, 2024</td></tr></tbody></table>			Division	Amount (INR Crores) and %	Events business division of the Company ('OCL') as detailed in the Events BTA	Income: INR 19 Crores (0.23%) Net worth: INR 285 Crores [2.3%] as of March 31, 2024		
Division	Amount (INR Crores) and %									
Events business division of the Company ('OCL') as detailed in the Events BTA	Income: INR 19 Crores (0.23%) Net worth: INR 285 Crores [2.3%] as of March 31, 2024									
2.	Date on which the agreement for sale has been entered into;	August 21, 2024								
3.	The expected date of completion of sale/disposal;	Within 90 days from the execution date of the Events BTA.								
4.	Consideration received from such sale/disposal;	<table border="1"><thead><tr><th>Division</th><th>Nature of Transaction</th><th>Consideration to be received (INR)</th></tr></thead><tbody><tr><td>Event business division of the Company</td><td>Transfer of events business by the Company to WEPL on a going concern basis</td><td>INR 89 Crores (subject to the adjustments as agreed under the transaction documents)</td></tr></tbody></table>			Division	Nature of Transaction	Consideration to be received (INR)	Event business division of the Company	Transfer of events business by the Company to WEPL on a going concern basis	INR 89 Crores (subject to the adjustments as agreed under the transaction documents)
Division	Nature of Transaction	Consideration to be received (INR)								
Event business division of the Company	Transfer of events business by the Company to WEPL on a going concern basis	INR 89 Crores (subject to the adjustments as agreed under the transaction documents)								



5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	Wasteland Entertainment Private Limited ('WEPL') is currently a wholly owned subsidiary of the Company. The Company ('OCL') is a professionally managed company and does not have any identified promoter.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	The transactions under the Events BTA are with the wholly owned subsidiary of the Company and conducted at "arm's length".
7.	Whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of SEBI Listing Regulations;	Not Applicable
8.	In case of a slump sale, provide indicative disclosures for amalgamation/merger shall be disclosed by the listed entity with respect to such slump sale.	Please refer to the indicative disclosures below.
8.(a)	Name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.	Events business of the Company will be sold to WEPL on a going concern basis. Please further refer to disclosure made under S. No. 1 above.
8.(b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Please refer to disclosure made under S. No. 6 above.
8.(c)	Area of business of the entity(ies)	<p>The Company is involved in the business of, inter-alia, payment services for consumers and merchants, which enables them to send and receive payments both online and in-store and in the business of commerce and cloud services, including ticketing for travel and entertainment.</p> <p>WEPL is engaged in the business of listing, selling, and inventory management (including software to manage) of tickets for events of various genres, through platform, which includes a ticketing website (www.insider.in) and a mobile application (namely, Paytm Insider), and related services.</p>



8.(d)	Rationale for slump sale	The slump sale is being undertaken for transfer of the events business of the Company to WEPL, following which, the entire share capital of WEPL will be sold to Zomato Limited.
8.(e)	In case of cash consideration – amount or otherwise share exchange ratio	Please refer to disclosure made under S. No. 4 above.
8.(f)	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding pattern of the Company pursuant to the slump sale of the events business division of the Company.



Annexure-II

Transfer of Movie ticketing business on a going concern basis to Orbgen Technologies Private Limited ("OTPL")

S. No.	Particulars	Details						
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year (on standalone basis);	<table border="1"><thead><tr><th>Division</th><th>Amount (INR) and %</th></tr></thead><tbody><tr><td>Movie ticketing business division of the Company ('OCL') as detailed in the Movies BTA</td><td>Income :INR 81 Crores (0.99%) Net worth: INR 322 Crores (2.6%) as of March 31, 2024</td></tr></tbody></table>	Division	Amount (INR) and %	Movie ticketing business division of the Company ('OCL') as detailed in the Movies BTA	Income :INR 81 Crores (0.99%) Net worth: INR 322 Crores (2.6%) as of March 31, 2024		
Division	Amount (INR) and %							
Movie ticketing business division of the Company ('OCL') as detailed in the Movies BTA	Income :INR 81 Crores (0.99%) Net worth: INR 322 Crores (2.6%) as of March 31, 2024							
2.	Date on which the agreement for sale has been entered into;	August 21, 2024						
3.	The expected date of completion of sale/disposal	Within 90 days from the execution date of the Movies BTA.						
4.	Consideration received from such sale/disposal;	<table border="1"><thead><tr><th>Division</th><th>Nature of Transaction</th><th>Consideration to be received (INR)</th></tr></thead><tbody><tr><td>Movie ticketing business division of the Company</td><td>Transfer of Movie ticketing business by the Company to OTPL on a going concern basis</td><td>INR 1,195 Crores (subject to the adjustments as agreed under the transaction documents)</td></tr></tbody></table>	Division	Nature of Transaction	Consideration to be received (INR)	Movie ticketing business division of the Company	Transfer of Movie ticketing business by the Company to OTPL on a going concern basis	INR 1,195 Crores (subject to the adjustments as agreed under the transaction documents)
Division	Nature of Transaction	Consideration to be received (INR)						
Movie ticketing business division of the Company	Transfer of Movie ticketing business by the Company to OTPL on a going concern basis	INR 1,195 Crores (subject to the adjustments as agreed under the transaction documents)						
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	OTPL is currently a wholly owned subsidiary of the Company. The Company (OCL) is a professionally managed company and does not have any identified promoter.						



6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	The transactions under the Movies BTA are with the wholly owned subsidiary of the Company and conducted at “arm’s length”.
7.	Whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of SEBI Listing Regulations;	Not Applicable
8.	In case of a slump sale, provide indicative disclosures for amalgamation/merger shall be disclosed by the listed entity with respect to such slump sale.	Please refer to the indicative disclosures below.
8.(a)	Name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.	Movies ticketing business of the Company will be sold to OTPL on a going concern basis. Please further refer to disclosure made under S. No. 1 above.
8.(b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”.	Please refer to disclosure made under S. No. 6 above.
8.(c)	Area of business of the entity(ies)	The Company is involved in the business of, inter-alia, payment services for consumers and merchants, which enables them to send and receive payments both online and in-store and in the business of commerce and cloud services, including ticketing for travel and entertainment. OTPL is engaged in the business of listing, and selling movie tickets (on an as-is basis, via the API integration with respective cinemas), and providing a dashboard to cinemas (for sales tracking and reconciliation of such movie tickets), through platform, which includes a ticketing website (www.ticketnew.com), a mobile application (namely, TicketNew), including through the Paytm website (https://paytm.com/movies) and the ‘Paytm’ mobile application, and related services.



8.(d)	Rationale for slump sale	The slump sale is being undertaken for transfer of the movies ticketing business of the Company to OTPL, following which, the entire share capital of OTPL will be sold to Zomato Limited.
8.(e)	In case of cash consideration – amount or otherwise share exchange ratio	Please refer to disclosure made under S. No. 4 above.
8.(f)	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding pattern of the Company pursuant to the slump sale of the movies ticketing business division of the Company.



Annexure-III

Share Purchase And Subscription Agreement with Zomato Limited, Wasteland Entertainment Private Limited ("WEPL") and Orbgen Technologies Private Limited ("OTPL")

S. No.	Particulars	Details						
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year (on a consolidated basis);	<table border="1"><thead><tr><th>Entity</th><th>Amount (INR) and %</th></tr></thead><tbody><tr><td>Wasteland Entertainment Private Limited ('WEPL') , Wholly Owned Subsidiary of the Company ('OCL')</td><td>Income : <i>INR 237 Crores</i> (2.25%) Net worth: <i>INR 4.8 Crores</i> ([0.04%)</td></tr><tr><td>Orbgen Technologies Private Limited ('OTPL') , Wholly Owned Subsidiary of the Company ('OCL')</td><td>Income : <i>INR 13.51 Crores</i> (0.13%) Net worth: <i>INR 12.95 Crores</i> (0.09%)</td></tr></tbody></table>	Entity	Amount (INR) and %	Wasteland Entertainment Private Limited ('WEPL') , Wholly Owned Subsidiary of the Company ('OCL')	Income : <i>INR 237 Crores</i> (2.25%) Net worth: <i>INR 4.8 Crores</i> ([0.04%)	Orbgen Technologies Private Limited ('OTPL') , Wholly Owned Subsidiary of the Company ('OCL')	Income : <i>INR 13.51 Crores</i> (0.13%) Net worth: <i>INR 12.95 Crores</i> (0.09%)
Entity	Amount (INR) and %							
Wasteland Entertainment Private Limited ('WEPL') , Wholly Owned Subsidiary of the Company ('OCL')	Income : <i>INR 237 Crores</i> (2.25%) Net worth: <i>INR 4.8 Crores</i> ([0.04%)							
Orbgen Technologies Private Limited ('OTPL') , Wholly Owned Subsidiary of the Company ('OCL')	Income : <i>INR 13.51 Crores</i> (0.13%) Net worth: <i>INR 12.95 Crores</i> (0.09%)							
2.	Date on which the agreement for sale has been entered into;	August 21, 2024						
3.	The expected date of completion of sale/disposal	Within 90 days from the execution date of the SPSA.						
4.	Consideration received from such sale/disposal;	<table border="1"><thead><tr><th>Entity</th><th>Stake Sale</th><th>Consideration (INR)</th></tr></thead><tbody><tr><td>WEPL</td><td>100% shares held by the Company in WEPL</td><td>INR 695 Crores (subject to the adjustments as</td></tr></tbody></table>	Entity	Stake Sale	Consideration (INR)	WEPL	100% shares held by the Company in WEPL	INR 695 Crores (subject to the adjustments as
Entity	Stake Sale	Consideration (INR)						
WEPL	100% shares held by the Company in WEPL	INR 695 Crores (subject to the adjustments as						



				agreed under the transaction documents)
		OTPL	100% shares held by the Company in WEPL	INR 69 Crores (subject to the adjustments as agreed under the transaction documents)
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	Zomato Limited, a company incorporated under the Companies Act, 1956 with corporate identification number L93030DL2010PLC198141 and listed on Indian Stock Exchanges (National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE')). The Company ('OCL') is a professionally managed company and does not have any identified promoter. Zomato Limited is not a group company or a related party of the Company ('OCL').		
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length	Zomato Limited is not a related party of the Company. Hence, the transaction would not fall within related party transaction.		
7.	Whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of SEBI Listing Regulations;	Not Applicable		
8.	In case of a slump sale, provide indicative disclosures for amalgamation/merger shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable		