



September 13, 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.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results and Scrutinizer's Report of the 23rd Annual General Meeting of the Company

Dear Sir/ Ma'am,

We wish to inform you that the Members at the 23rd Annual General Meeting of the Company held on Tuesday, September 12, 2023 at 09:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means, have duly passed the following resolutions as set out in the Notice:

S. No.	Description of Resolution	Type of Resolution	% of votes in favour	% of Votes against
1.	Receipt, consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon	Ordinary Resolution	99.98	0.02
2.	Approval for re-appointment of Mr. Madhur Deora (DIN: 07720350), who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution	94.81	5.19
3.	Approval for appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company	Ordinary Resolution	99.93	0.07
4.	Approval for the remuneration of Mr. Madhur Deora (DIN: 07720350), Whole-time Director designated as "Executive Director, President and Group Chief Financial Officer" of the Company	Special Resolution	91.57	8.43

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

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

Corporate Office - One Skymark, Tower-D, Plot No. H-10B, Sector-98, Noida-201304
T: +91120 4770770 F: +91120 4770771 **CIN:** L72200DL2000PLC108985
Registered Office - 136, First Floor, Devika Tower, Nehru Place, New Delhi-110019



- a) 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 A**; and
- b) 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 B**.

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**

Sunil Kumar Bansal
Company Secretary & Compliance Officer

Encl.: As above

One 97 Communications Limited	
Date of the AGM	September 12, 2023
Total number of shareholders on cut-off date i.e. September 5, 2023	10,38,294
No. of shareholders present in the meeting either in person or through Proxy:	
a) Promoters and Promoters Group:	The meeting was held through VC/OAVM and, hence, no arrangement for physical meeting or appointment of proxy was made at AGM
b) Public:	
No. of shareholders attended the Meeting Video Conferencing:	
a) Promoters and Promoters Group:	Not Applicable
b) Public:	180

Resolution No. 1								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon				
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	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	51,33,24,520	44,10,32,841	85.92	44,09,33,689	99,152	99.98	0.02
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	51,33,24,520	44,10,32,841	85.92	44,09,33,689	99,152	99.98	0.02
Public- Non Institutions	E-Voting	12,09,96,851	6,33,95,417	52.39	6,33,92,445	2,972	100.00	0.00
	Poll		1,21,888	0.10	1,21,888	-	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	12,09,96,851	6,35,17,305	52.50	6,35,14,333	2,972	100.00	0.00
Total		63,43,21,371	50,45,50,146	79.54	50,44,48,022	1,02,124	99.98	0.02

Resolution No. 2								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Madhur Deora (DIN: 07720350), who retires by rotation and being eligible offers himself for re-appointment.				
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	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	51,33,24,520	44,10,68,588	85.92	41,49,47,027	2,61,21,561	94.08	5.92
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	51,33,24,520	44,10,68,588	85.92	41,49,47,027	2,61,21,561	94.08	5.92
Public- Non Institutions	E-Voting	12,09,96,851	6,27,06,947	51.83	6,27,01,224	5,723	99.99	0.01
	Poll		1,21,888	0.10	1,21,888	-	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	12,09,96,851	6,28,28,835	51.93	6,28,23,112	5,723	99.99	0.01
Total		63,43,21,371	50,38,97,423	79.44	47,77,70,139	2,61,27,284	94.81	5.19

Resolution No. 3								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company				
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	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	51,33,24,520	44,10,68,588	85.92	44,07,11,728	3,56,860	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	51,33,24,520	44,10,68,588	85.92	44,07,11,728	3,56,860	99.92	0.08
Public- Non Institutions	E-Voting	12,09,96,851	6,33,95,381	52.39	6,33,89,399	5,982	99.99	0.01
	Poll		1,21,888	0.10	1,21,888	-	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	12,09,96,851	6,35,17,269	52.49	6,35,11,287	5,982	99.99	0.01
Total		63,43,21,371	50,45,85,857	79.55	50,42,23,015	3,62,842	99.93	0.07

Resolution No. 4								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the remuneration of Mr. Madhur Deora (DIN: 07720350), Whole-time Director designated as “Executive Director, President and Group Chief Financial Officer” of the Company				
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	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutions	E-Voting	51,33,24,520	44,10,68,588	85.92	39,86,09,456	4,24,59,132	90.37	9.63
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	51,33,24,520	44,10,68,588	85.92	39,86,09,456	4,24,59,132	90.37	9.63
Public- Non Institutions	E-Voting	12,09,96,851	6,27,06,932	51.83	6,26,97,860	9,072	99.99	0.01
	Poll		1,21,888	0.10	1,21,887	1	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	12,09,96,851	6,28,28,820	51.93	6,28,19,747	9,073	99.99	0.01
Total		63,43,21,371	50,38,97,408	79.44	46,14,29,203	4,24,68,205	91.57	8.43

Annexure - B

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

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

Sub.: Consolidated Scrutinizer's Report on voting through remote e-voting and e-voting at the 23rd Annual General Meeting ("AGM") of One 97 Communications Limited ("Company"), held on Tuesday, September 12, 2023, at 09:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s. PI & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on July 21, 2023, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the Company held on **Tuesday, September 12, 2023, at 09:00 a.m. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of various circulars including General Circular No. 10/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs ("MCA Circulars") and various circulars including SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by SEBI ("SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) 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 resolutions forming part of the AGM Notice dated August 16, 2023 ("AGM Notice").

1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice.



CORPORATE OFFICE

D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

2. I submit my report as under: -

- i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the financial year 2022-23 was dispatched by the Company on Monday, August 21, 2023 by electronic mode to all those Members, whose e-mail address were registered with the Company/ Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company ("RTA")/ Depositories/ Depository Participants.
- ii. The Company engaged National Securities Depository Limited ("NSDL") for providing services related to remote e-voting and e-voting at the AGM.
- iii. The AGM Notice along with the Annual Report was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the websites of the Company, RTA and NSDL.
- iv. 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 August 19, 2023, as prescribed in Clause IV of the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA. The advertisement contained all the required information as provided under clause IV (a) to (g) of Part A of the said circular.
- v. The Company had also published an advertisement in Financial Express (all India editions in English language) and Jansatta (all India editions in Hindi language) newspapers on August 22, 2023, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014. The advertisement contained all the required information as specified in sub rule 4(v) of the said Rule.
- vi. The Members of the Company as on the "cut off" date i.e., Tuesday, September 05, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the AGM Notice.
- vii. The remote e-voting period commenced on Friday, September 08, 2023 at 9.00 a.m. (IST) and ended on Monday, September 11, 2023 at 5.00 p.m. (IST).
- viii. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company.
- ix. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the RTA of the Company and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.
- x. The consolidated summary of results of remote e-voting and e-voting at the AGM is annexed herewith as Annexure- A.



- xi. For the purpose of preparation of this report, the number of individual shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN).
- xii. Based on the aforesaid results, I report that all Four (4) Resolutions as contained in the Item No(s). 1 to 4 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by
For One 97 Communications Limited


Authorised Signatory
One 97 Communications Limited



Thanking You
For PI & Associates
Company Secretaries
FRN: P2014UP035400
PR: 1498/2021


Ankit Singhi
Partner

FCS No. 11685
CP No. 16274
UDIN: F011685E001002279

Date: September 13, 2023
Place: New Delhi

Item No. 1:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favor 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
Remote e-voting	1,565	50,43,26,134	99.9798	72	102124	0.0202	Nil	
E-Voting at AGM	18	1,21,888	100	Nil				
Total	1,583	50,44,48,022	99.9798	72	1,02,124	0.0202		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 2:

To appoint a director in place of Mr. Madhur Deora (DIN: 07720350), who retires by rotation and being eligible offers himself for re-appointment.

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
Remote e-voting	1,413	47,76,48,251	94.8137%	220	2,61,27,284	5.1863%	Nil	
E-Voting at AGM	18	1,21,888	100	Nil				
Total	1,431	47,77,70,139	94.8150%	220	2,61,27,284	5.1850%		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 3:

To approve the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company.

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
Remote e-voting	1,529	50,41,01,127	99.9281%	107	3,62,842	0.0719	Nil	
E-Voting at AGM	18	1,21,888	100	Nil				
Total	1,547	50,42,23,015	99.9281	107	3,62,842	0.0719		

Result: The Ordinary Resolution has been passed with requisite consent.



Item No. 4:

To approve the remuneration of Mr. Madhur Deora (DIN: 07720350), Whole-time Director designated as "Executive Director, President and Group Chief Financial Officer" of the Company.

Type of Resolution: Special 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
Remote e-voting	1,325	46,13,07,316	91.5700	309	4,24,68,204	8.4300	Nil	
E-Voting at AGM	17	1,21,887	99.9992	1	1	0.0008		
Total	1,342	46,14,29,203	91.5721	310	4,24,68,205	8.4279		

Result: The Special Resolution has been passed with requisite consent.

