



August 31, 2025

**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 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Voting Results and Scrutinizer's Report of the 25th Annual General Meeting of the Company.**

Dear Sir / Ma'am,

We wish to inform you that the Members at the 25th Annual General Meeting ("AGM") of the Company held on Friday, August 29, 2025, at 09:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means, have passed the following resolutions as set out in the Notice of AGM:

S. No.	Description of Resolution	Type of resolution	% of votes in favour	% of votes against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.	Ordinary	100.00	0.00
2*	To approve resolution for not filling up the vacancy caused by the retirement of Mr. Madhur Deora (DIN: 07720350), Executive Director, President and Group Chief Financial Officer, who is liable to retire by rotation and does not seek reappointment.	Ordinary	100.00	0.00
3	To approve payment of remuneration to Mr. Vijay Shekhar Sharma (DIN: 00466521), Managing Director and Chief Executive Officer of the Company.	Special	94.40	5.60
4	To approve appointment of Ms. Urvashi Sahai (DIN: 09521316), as Director in the capacity of Whole-time Director designated as "Executive Director and General Counsel" of the Company.	Ordinary	95.00	5.00
5	To approve payment of remuneration to Ms. Urvashi Sahai (DIN: 09521316), Whole-time Director, designated as "Executive Director and General Counsel" of the Company.	Special	98.59	1.41

One 97 Communications Limited

compliance.officer@paytm.com

[www.paytm.com](http://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

S. No.	Description of Resolution	Type of resolution	% of votes in favour	% of votes against
6	To approve the appointment of M/s Chandrasekaran Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.	Ordinary	99.94	0.06
7	To approve resolution for contribution to Charitable and other Funds.	Ordinary	83.02	16.98

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

- Details of voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure A**; 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 B**.

\*In continuation to our earlier letter dated July 22, 2025 and pursuant to the resolution passed by the Members of the Company at the AGM, Mr. Madhur Deora has ceased as Director and Executive Director w.e.f. August 29, 2025. However, this change is limited to the Board composition only and he will continue in his full-time role as President and Group Chief Financial Officer of the Company. The relevant details as required under the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as **Annexure C**.

This disclosure will also be hosted on the Company's website at <https://ir.paytm.com/> and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com>.

Kindly take the same on record.

Thanking you,

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

**Sunil Kumar Bansal**  
**Company Secretary and Compliance Officer**  
**Encl.: As above**

[Home](#)[Validate](#)**General information about company**

Scrip code	543396
NSE Symbol	PAYTM
MSEI Symbol	NOTLISTED
ISIN	INE982J01020
Name of the company	ONE 97 COMMUNICATIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-08-2025
Start time of the meeting	09:00 AM
End time of the meeting	11:18 AM

[Prev](#)[Next](#)

[Home](#)[Validate](#)

### Scrutinizer Details

Name of the Scrutinizer	Ashok
Firms Name	VAPN & Associates
Qualification	CS
Membership Number	A55136
Date of Board Meeting in which appointed	22-07-2025
Date of Issuance of Report to the company	31-08-2025

[Prev](#)[Next](#)



[Home](#)[Validate](#)

Voting results	
Record date	22-08-2025
Total number of shareholders on record date	893162
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	181
<b>No. of resolution passed in the meeting</b>	<b>7</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

[Home](#)[Validate](#)

Resolution (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, 2025, 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	407635404	82.8221	407635404	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	407635404	82.8221	407635404	0	100.0000	0.0000
Public- Non Institutions	E-Voting	146296971	77816203	53.1906	77815199	1004	99.9987	0.0013
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77816203	53.1906	77815199	1004	99.9987	0.0013
Total		638478970	485451607	76.0325	485450603	1004	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve resolution for not filling up the vacancy caused by the retirement of Mr. Madhur Deora (DIN: 07720350), Executive Director, President and Group Chief Financial Officer, who is liable to retire by rotation and does not seek reappointment				
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	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	408256771	82.9483	408256771	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	408256771	82.9483	408256771	0	100.0000	0.0000
Public- Non Institutions	E-Voting	146296971	77816157	53.1905	77814000	2157	99.9972	0.0028
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77816157	53.1905	77814000	2157	99.9972	0.0028
Total		638478970	486072928	76.1298	486070771	2157	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve payment of remuneration to Mr. Vijay Shekhar Sharma (DIN: 00466521), Managing Director and Chief Executive 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	408256771	82.9483	381271527	26985244	93.3901	6.6099
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	408256771	82.9483	381271527	26985244	93.3901	6.6099
Public- Non Institutions	E-Voting	146296971	77816096	53.1905	77556993	259103	99.6670	0.3330
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77816096	53.1905	77556993	259103	99.6670	0.3330
Total		638478970	486072867	76.1298	458828520	27244347	94.3950	5.6050
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of Ms. Urvashi Sahai (DIN: 09521316), as Director in the capacity of Whole-time Director designated as "Executive Director and General Counsel" 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	401633771	81.6027	377675749	23958022	94.0349	5.9651
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	401633771	81.6027	377675749	23958022	94.0349	5.9651
Public- Non Institutions	E-Voting	146296971	77816127	53.1905	77814636	1491	99.9981	0.0019
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77816127	53.1905	77814636	1491	99.9981	0.0019
Total		638478970	479449898	75.0925	455490385	23959513	95.0027	4.9973
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve payment of remuneration to Ms. Urvasi Sahai (DIN: 09521316), Whole-time Director, designated as "Executive Director and General Counsel" 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	408256771	82.9483	401430379	6826392	98.3279	1.6721
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	408256771	82.9483	401430379	6826392	98.3279	1.6721
Public- Non Institutions	E-Voting	146296971	77816136	53.1905	77808156	7980	99.9897	0.0103
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77816136	53.1905	77808156	7980	99.9897	0.0103
Total		638478970	486072907	76.1298	479238535	6834372	98.5940	1.4060
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (6)								
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 Chandrasekaran Associates, Practicing Company Secretaries as the Secretarial 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	408252370	82.9474	407945507	306863	99.9248	0.0752
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	408252370	82.9474	407945507	306863	99.9248	0.0752
Public- Non Institutions	E-Voting	146296971	77815133	53.1898	77813785	1348	99.9983	0.0017
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77815133	53.1898	77813785	1348	99.9983	0.0017
Total		638478970	486067503	76.1290	485759292	308211	99.9366	0.0634
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

[Home](#)[Validate](#)

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve resolution for contribution to Charitable and other Funds.				
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	0	0	0.0000	0.0000
	Poll		0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	492181999	408252370	82.9474	325993863	82258507	79.8511	20.1489
	Poll							
	Postal Ballot (if applicable)							
	Total	492181999	408252370	82.9474	325993863	82258507	79.8511	20.1489
Public- Non Institutions	E-Voting	146296971	77815127	53.1898	77559519	255608	99.6715	0.3285
	Poll							
	Postal Ballot (if applicable)							
	Total	146296971	77815127	53.1898	77559519	255608	99.6715	0.3285
Total		638478970	486067497	76.1290	403553382	82514115	83.0241	16.9759
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





# VAPN & ASSOCIATES

COMPANY SECRETARIES

## 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]

To,

**The Chairman,**

**One 97 Communications Limited**

**CIN: L72200DL2000PLC108985**

**Reg. Off:** - First Floor, Devika Tower,

Nehru Place, New Delhi - 110 019

**Corp. Off:** - Paytm Corporate Office, One Skymark,  
Tower-D, Plot No. H-10B, Sector- 98, Noida - 201 304

**Sub: Consolidated Scrutinizer's Report on remote E-voting and E-voting process conducted during the 25<sup>th</sup> Annual General Meeting ("AGM") of One 97 Communications Limited held on Friday, August 29, 2025 at 09:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, Ashok, Partner of M/s. VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500) was appointed as a Scrutinizer by the Board of Directors of **One 97 Communications Limited ("Company")** on July 22, 2025 for the purpose of scrutinizing the process of voting through electronic means i.e., remote e-voting and e-voting at AGM of the Company, in a fair and transparent manner, held on **Friday, August 29, 2025 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 ("**Act**") 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 the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, as extended from time to time and last extended vide General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively "**MCA Circulars**") and the various circulars including SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (collectively "**SEBI Circulars**") and to submit a report thereon to the Company on the resolution(s) forming part of the AGM Notice dated July 22, 2025 ("**AGM Notice**").

Further to the above, I submit my report as under:

### **1. Management's Responsibility:**

The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Circulars relating to e-voting on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.





## 2. Scrutinizer's Responsibility:

My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting at AGM) is restricted to making a consolidated scrutinizer's report based on the votes cast **"in favor"** or **"against"** on the resolution(s) contained in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), being an agency authorized under the Act and the Rules made thereunder, and engaged by the Company to provide an e-voting facility (i.e., remote e-voting and e-voting at AGM).

## 3. Dispatch of Notice Convening the AGM and Newspaper Advertisements:

3.1. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with the Annual Report for the financial year 2024-25 ("**Annual Report**") was sent only through electronic mode to those members whose email address is registered with the Company / MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), Registrar and Transfer Agent of the Company ("**RTA**")/ Depositories/ Depository Participant(s).

3.2. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice and Annual Report were also placed on the website of the Company at <https://ir.paytm.com/agm> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of RTA and NSDL.

3.3. The Company has published an advertisement informing the completion of dispatch of the Notice to Members as on cut-off date through electronic mode in Financial Express (all India editions in English language) and Jansatta (all India editions in Hindi language) newspapers on August 06, 2025, in compliance with Regulation 47 of SEBI LODR and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

## 4. Cut-off date:

The Members of the Company on the "**Cut-off date**" i.e., Friday, August 22, 2025, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the AGM Notice.

## 5. Remote e-voting process:

### 5.1. Agency

The Company has appointed NSDL to provide an electronic voting facility for conducting remote e-voting and e-voting at the AGM by the Members of the Company.







**5.2. Remote e-voting period**

The remote e-voting period commenced on Tuesday, August 26, 2025, from 09:00 a.m. (IST) and concluded on Thursday, August 28, 2025, at 05:00 p.m. (IST).

**6. E-voting at the AGM:**

The Members who were present in the AGM through VC/OAVM facility and had not cast their votes on the resolutions during the remote e-voting period and were otherwise not barred from doing so, were allowed to cast their votes through e-voting system during the AGM.

**7. Counting Process:**

7.1. After the conclusion of the AGM and closure of e-voting, the votes cast through e-voting (i.e. remote e-voting and e-voting at AGM) were unblocked and downloaded from the e-voting website of NSDL at around 11:46 a.m. (IST) on Friday, August 29, 2025, in the presence of two witnesses, Mr. Ujjwal Thakur and Mr. Rohit Saini, who are not in employment of the Company. The said witnesses have signed below to confirm that e-voting (i.e. remote e-voting and e-voting at AGM) was unblocked in their presence:

*Ujjwal*

(Ujjwal Thakur)

*Rohit Saini*

(Rohit Saini)

7.2. I submit herewith the Consolidated Scrutinizer's Report on the results of the e-voting (i.e. remote e-voting and e-voting at AGM), based on the reports generated from NSDL e-voting system, summary of the total votes cast "**In Favour**" or "**Against**" all the resolutions proposed in the Notice of the AGM, scrutinized on test check basis and relied upon by me, are as under:





# VAPN & ASSOCIATES

COMPANY SECRETARIES

## CONSOLIDATED RESULTS

### ORDINARY BUSINESS:

#### Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,576	48,54,43,358	13	7,245	1,589	4,85,450,603	100.00
Dissent	45	1,004	0	0	45	1,004	0.00
Total	1,621	48,54,44,362	13	7,245	1,634	48,54,51,607	100.00

**Result:** - Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 1** of the AGM Notice has been **passed with requisite majority**.

### SPECIAL BUSINESS:

#### Item No. 2- Ordinary Resolution

Approval for not filling up the vacancy caused by the retirement of Mr. Madhur Deora (DIN: 07720350), Executive Director, President and Group Chief Financial Officer, who is liable to retire by rotation and does not seek re-appointment.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,558	48,60,63,526	13	7,245	1,571	48,60,70,771	100.00
Dissent	60	2,157	0	0	60	2,157	0.00
Total	1,618	48,60,65,683	13	7,245	1,631	48,60,72,928	100.00

**Result:** - Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the AGM Notice has been **passed with requisite majority**.



Office : B-5/41, Vivekanand Apartment, Sector-8, Rohini, Delhi-110085

Page | 4





## Item No. 3- Special Resolution

To approve the payment of remuneration to Mr. Vijay Shekhar Sharma (DIN: 00466521), Managing Director and Chief Executive Officer of the Company.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1422	45,88,21,305	12	7,215	1,434	45,88,28,520	94.40
Dissent	195	2,72,44,347	0	0	195	2,72,44,347	5.60
Total	1617	48,60,65,652	12	7,215	1,629	48,60,72,867	100.00

**Result:** - Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 3** of the AGM Notice has been **passed with requisite majority**.

## Item No. 4- Ordinary Resolution

To approve the appointment of Ms. Urvashi Sahai (DIN: 09521316), as Director in the capacity of Whole-time Director designated as “Executive Director and General Counsel” of the Company.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,383	45,54,83,140	13	7,245	1,396	45,54,90,385	95.00
Dissent	239	2,39,59,513	0	0	239	2,39,59,513	5.00
Total	1,622	47,94,42,653	13	7,245	1,635	47,94,49,898	100.00

**Result:** - Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 4** of the AGM Notice has been **passed with requisite majority**.





## Item No. 5- Special Resolution

To approve the payment of remuneration to Ms. Urvashi Sahai (DIN: 09521316), Whole-time Director, designated as “Executive Director and General Counsel” of the Company.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,481	47,92,31,290	13	7,245	1,494	47,92,38,535	98.59
Dissent	141	68,34,372	0	0	141	68,34,372	1.41
Total	1,622	48,60,65,662	13	7,245	1,635	48,60,72,907	100.00

**Result:** - Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 5** of the AGM Notice has been **passed with requisite majority**.

## Item No. 6- Ordinary Resolution

To approve the appointment of M/s Chandrasekaran Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,553	48,57,52,047	13	7,245	1,566	48,57,59,292	99.94
Dissent	62	3,08,211	0	0	62	3,08,211	0.06
Total	1,615	48,60,60,258	13	7,245	1,628	48,60,67,503	100.00

**Result:** - Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 6** of the AGM Notice has been **passed with requisite majority**.







# VAPN & ASSOCIATES

COMPANY SECRETARIES

## Item No. 7- Ordinary Resolution

To approve the contribution to Charitable and other Funds.

Particulars	Remote E-Voting		E-Voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,188	40,35,46,167	12	7,215	1,200	40,35,53,382	83.02
Dissent	433	8,25,14,085	1	30	434	8,25,14,115	16.98
Total	1,621	48,60,60,252	13	7,245	1,634	48,60,67,497	100.00


**Result:** - Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 7** of the AGM Notice has been **passed with requisite majority**.

### Notes:

- Aforesaid resolutions contained in the AGM Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- The figures in percentage have been rounded off to 2 decimal points.
- All electronic data and relevant records of e-voting will remain in my custody until the Chairman considers, approves, and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

For VAPN & Associates  
Practicing Company Secretaries  
ICSI Unique Code: P2015DE045500  
Peer Review Certificate No.975/2020

 31/08/2025

Ashok  
Partner (Scrutinizer)  
ACS No: 55136 | COP No: 20599  
ICSI UDIN: A055136G001123819

Date: August 31, 2025  
Place: New Delhi



Countersigned by:  
For One 97 Communications Limited



Sunil Kumar Bansal  
Company Secretary and Compliance Officer  
Membership No. F 4810  
(Under Authority by the Chairman)



# VAPN & ASSOCIATES

COMPANY SECRETARIES

**Restriction on Use:**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on the website of the Company and (iii) placing on the website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.





**Annexure C**

S.No.	Particulars	Details
1.	Name of the Director	Mr. Madhur Deora (DIN: 07720350)
2.	Reason for change	Mr. Madhur Deora, was liable to retire by rotation at the 25th Annual General Meeting ("AGM") of the Company held on August 29, 2025. However, he had not sought re-appointment at the AGM, and accordingly, he ceased as Director and Executive Director w.e.f. August 29, 2025.
3.	Date of Cessation	August 29, 2025
4.	Brief Profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between the Directors (in case of appointment of a director)	Not Applicable