



Ref.: 1/ 2021-22

## NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting (“AGM”) of the members of **One 97 Communications Limited (“the Company”)** will be held on Wednesday, June 30, 2021 at 11.00 A.M. (IST) at Hotel Crowne Plaza, Plot No. 1, Community Centre, Okhla I, New Delhi, Delhi 110020 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the audited financial statement of the Company for the year ended March 31, 2021, the report of the Board of Director’s and Auditors’ thereon; and
  - (b) the audited consolidated financial statement of the Company for the year ended March 31, 2021 and the Auditors’ report thereon.
2. To appoint a Director in place of Mr. Todd Anthony Combs (DIN: 08343520) who retires by rotation and offers himself for reappointment.
3. To appoint a Director in place of Mr. Michael Yuen Jen Yao (DIN: 08451050) who retires by rotation and offers himself for reappointment.

### **SPECIAL BUSINESS:**

4. **To consider the re-appointment of Mrs. Pallavi Shardul Shroff, as an Independent and Non-Executive Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors in the meetings held on December 18, 2020, Mrs. Pallavi Shardul Shroff (DIN: 00013580) being eligible, be and is hereby re-appointed as an Independent and Non-Executive Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. upto February 08, 2026.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khera, Company Secretary of the Company, be and are hereby severally authorized to give effect to above appointment and make necessary filing, if applicable, with Registrar of Companies, NCT of Delhi and Haryana and to do all acts, things and deeds incidental thereto.”

5. **To consider and approve the remuneration of Mr. Vijay Shekhar Sharma, Managing Director for FY 2021-22, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with corresponding rules and subject to Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as “Act”), consent of the Members be and is hereby accorded to approve the remuneration to be paid to Mr. Vijay Shekhar Sharma, Managing Director of the

Company for the financial year 2021-22, as recommended by the Board and Nomination and Remuneration Committee at their meetings held on May 28, 2021, on the terms and conditions mentioned herein below:

1. Remuneration: INR 40,000,000/- p.a. (including lease rent accommodation).
2. Perquisites: Following perquisites are inclusive of the remuneration amount, to be provided:
  - (a) Two Vehicles.
  - (b) Fuel Expenses & Toll charges.
  - (c) Accommodation on Lease.
  - (d) Expenses related to electricity, water, maintenance etc. of the accommodation provided by the Company.
  - (e) Driver's Salary and Overtime & Night Charges of Drivers to be paid extra, if any.
  - (f) Vehicle's Insurance.
  - (g) Expenses related to Vehicle's maintenance.
  - (h) Communication Expenses which includes reimbursements of mobile bill, data card bill, internet bills, etc.
  - (i) Reimbursements related to meal expenditure.
  - (j) Travel Expenses
  - (k) Medical Insurance of Mr. Vijay Shekhar Sharma and his family.
  - (l) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
  - (m) Leave Travel Assistance, as per the rules of the Company; value not exceeding one month's salary.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Vijay Shekhar Sharma as Managing Director of the Company, the remuneration approved here shall be treated as minimum remuneration and be payable to him shall be in compliance the provisions of in Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, Company Secretary of the Company be and are hereby authorized severally to make necessary filing with statutory authority (ies) and to do all acts, things and deed expedient and incidental in relation to give effect to this resolution.”

6. **To consider and approve the sub-division of face value of equity shares of the Company, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with the rules framed thereunder, as amended till date, other applicable laws and applicable provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the shareholder be and is hereby accorded to the proposal of sub-division of the existing authorised share capital of the Company from Rs. 104,10,66,000/- (Rupees One Hundred Four Crores Ten Lakhs Sixty Six Thousand Only) consisting of 10,41,06,600 equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company to Rs. 104,10,66,000/- (Rupees

One Hundred Four Crores Ten Lakhs Sixty Six Thousand Only) consisting of 104,10,66,000 equity shares of face value of Rs. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the authorised share capital of the Company, the existing issued, paid-up and subscribed share capital of the Company, be sub-divided from Rs. 60,53,85,270/- (Rupees Sixty Crores Fifty Three Lakhs Eighty Five Thousand Two Hundred Seventy Only) consisting of 6,05,38,527 equity shares of face value of Rs. 10/- (Rupees Ten only) each to Rs. 60,53,85,270/- (Rupees Sixty Crores Fifty Three Lakhs Eighty Five Thousand Two Hundred Seventy Only) consisting of 60,53,85,270 equity shares of face value of Rs. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** upon sub-division of the equity shares of the Company, the sub divided equity shares of face value of Rs. 1/- (Rupee One only) each be credited to the respective beneficiary accounts of the shareholders as existing on the record date in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the record date for the sub-division of the existing equity shares of the Company shall be June 30, 2021.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder, the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 104,10,66,000/- (Rupees One Hundred Four Crores Ten Lakhs Sixty Six Thousand Only) divided into 104,10,66,000 (One Hundred Four Crores Ten Lakhs Sixty Six Thousand) Equity Shares of Rs. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, each equity share of the face value of Rs. 10/- (Rupees Ten only) as existing on the record date shall stand sub-divided into 10 (Ten) equity shares of the face value of Rs. 1/- (Rupee One only) each ranking pari passu in all respects with the fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khera, Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

**7. To consider and approve subscription of optionally convertible debentures issued by VSS Holdings Private Limited, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with the rules framed thereunder, as amended till date, other applicable laws and applicable provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders, be and is hereby accorded for subscribing Optionally Convertible Debentures to be issued by VSS Holdings Private Limited ("**VSS HoldCo**"), a company in which the Director of the Company is interested, having a tenure of 10 (ten years) at an interest rate of 15% (fifteen per cent) per annum up to an amount of USD 66.2 million (equivalent to INR 4,91,93,62,224/- approx.) ("**OCDs**"), in one or more tranches.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khera, Company Secretary of the Company, be and are hereby severally authorized to negotiate, finalise agree the terms and conditions of the aforesaid OCDs and to do all such acts, deeds and things as may be necessary and incidental including signing and/ or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to this resolution."

8. **To consider and approve grant of inter-corporate deposit/ loan to VSS Investco Private Limited, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with the rules framed thereunder, as amended till date, other applicable laws and applicable provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders, be and is hereby accorded for grant of inter-corporate deposit/ loan ("**ICDs**"), in one or more tranches to VSS Investco Private Limited (hereinafter referred to as "**borrowing company**"/ "**VSS Investco**"), up to a sum not exceeding USD 33.8 million (equivalent to INR 2,50,79,10,168/- approx.) at any point in time, to be utilized for the principal business activities of the borrowing company, a company in which the Director of the Company is interested.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khera, Company Secretary of the Company, be and are hereby severally authorized to negotiate, finalise agree the terms and conditions of the aforesaid ICDs and to do all such acts, deeds and things as may be necessary and incidental including signing and/ or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to this resolution."

**Regd. Off:**

**One 97 Communications Limited**  
**First Floor, Devika Tower,**  
**Nehru Place, New Delhi-110019**  
**CIN: U72200DL2000PLC108985**  
**Website: [www.One97.com](http://www.One97.com)**

**By order of the Board of the Directors**  
**For One 97 Communications Limited**

**Sd/-**  
**Amit Khera**  
**Company Secretary**

**Place: Noida**

**Date: June 5, 2021**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE AGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.**

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the AGM.
3. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
4. An explanatory statement pursuant to section 102 of the Act relating to the special business to be transacted at the AGM is annexed hereto.
5. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members upto the date of this meeting. The same will be shared with the members on receipt of request.
6. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
7. Route map showing directions to reach the venue of the general meeting is annexed.
8. Shareholder may note that Notice of Annual General Meeting has been uploaded on the website of the Company at [www.One97.com](http://www.One97.com). The Notice can also be accessed from the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
9. Non-Resident Indian members are requested to inform the Company’s RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pin Code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
10. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Link

Intime India Private Limited (“LIPL”) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.

11. In compliance with Section 108 of the Act, read with the corresponding rules, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the LIPL. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
12. The Board has appointed Mr. Nitesh Latwal, Company Secretary in Practice and Partner of PI & Associates, as the Scrutinizer to scrutinize the process of e-voting and voting through poll in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of e-voting at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting and make, not exceeding 3 days of conclusion of the meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results accordingly.
14. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at [www.One97.com](http://www.One97.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
15. Members, who cast their vote by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again. During the voting period, members can login to LIPL’s e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The facility of voting through polling papers shall also be made available at the venue of the AGM.
16. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
17. The Notice of the AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members as on May 28, 2021 whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. The Notice calling the AGM has been uploaded on the website of the Company at [www.One97.com](http://www.One97.com) and is also available on the website of LIPL (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
18. The Chairman shall, at the AGM and at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer and e-voting agency i.e. LIPL

by use of “Polling Paper / e-voting (Insta Poll)” for all those members who shall be present at the AGM but have not casted votes by availing the e-voting facility.

**19. Instructions for shareholders to vote electronically:**

- i. The remote e-voting period begins on **Sunday, June 27, 2021 at 9.00 A.M. (IST)** and ends on **Tuesday, June 29, 2021 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person who is not a member as on the cut-off date shall treat this notice for information purpose only.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, June 23, 2021**. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e., **Wednesday, June 23, 2021**, may obtain the Login Id and Password by following instructions mentioned below.
- iv. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
- v. **Procedure for Remote E-voting**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

	<ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
<p>Individual Shareholders</p>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p>



<p>holding securities in <b>Physical mode &amp; evoting service Provider</b> is <b>LINKINTIME</b></p>	<p>▶ Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -</p> <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none"> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’.</li> </ol> <p>A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>
<p>Individual Shareholders holding securities in <b>Physical mode &amp; evoting service Provider</b> is <b>LINKINTIME</b>, <b>have forgotten the password</b></p>	<ul style="list-style-type: none"> <li>○ Click on ‘<b>Login</b>’ under ‘<b>SHARE HOLDER</b>’ tab and further Click ‘<b>forgot password?</b>’</li> <li>○ Enter <b>User ID</b>, select <b>Mode</b> and Enter Image Verification (CAPTCHA) Code and Click on ‘<b>Submit</b>’.</li> </ul> <ul style="list-style-type: none"> <li>• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.</li> <li>• Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer,</li> </ul>

	<p>PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.</p> <ul style="list-style-type: none"> <li>The password should contain minimum 8 characters, at least one special character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</li> </ul>
<p>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password</p>	<ul style="list-style-type: none"> <li>Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website. <ul style="list-style-type: none"> <li>It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> </ul> </li> </ul> <p>During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.</p>
<p>Institutional shareholders</p>	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.</p>

## 20. HELPDESK

### i. Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### ii. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

Mrs. Pallavi Shardul Shroff (DIN: 00013580) was appointed as Independent and Non-Executive Directors of the Company to hold office as Independent Directors of the Company upto February 08, 2021 (“**first term**”).

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on December 18, 2020, had approved and recommended to the shareholder for re-appointment of Mrs. Pallavi Shroff as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of her performance as Independent Director. Given the background and experience and contributions made by Mrs. Shroff during her tenure, your Directors are of the view that the continued association of Mrs. Shroff would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Shroff as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mrs. Shroff is not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mrs. Shroff that she meet with the criteria of independence as prescribed under Section 149(6) of the Act.

Mrs. Shroff is interested in the resolution set out at Item No. 4 of the Notice with regard to her re-appointments. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**ITEM NO. 5**

The Members of the Company, at 17<sup>th</sup> Annual General Meeting (AGM) held on August 31, 2017, had appointed Mr. Vijay Shekhar Sharma as Managing Director w.e.f. December 19, 2017 for a period of five (5) years.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 28, 2021 have approved the managerial remuneration of Mr. Vijay Shekhar Sharma, Managing Director of the Company for the FY 2021-22 in accordance with the provision of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of Companies (Appointment & Remuneration of Managerial Remuneration Personnel) Rules, 2014 framed and all other applicable provision of the Companies Act, 2013, the remuneration payable to Mr. Vijay Shekhar Sharma is placed before the shareholders for their approval vide special resolution.

The remuneration payable to Mr. Vijay Shekhar Sharma as the Managing Director, shall be same as it was for FY 2020-21 and as approved by the shareholder of the Company, i.e. INR 4 crore p.a. as detailed in the resolution.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules forms part of this notice.

Mr. Vijay Shekhar Sharma is interested in the resolution set out at Item No. 5 of the Notice with regard to his remuneration for FY 2021-22. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding in the Company) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **ITEM NO. 6**

The Company intends to sub-divide equity shares of the Company from the face value of Rs. 10/- (Rupees Ten only) to the Face value of Rs. 1/- (Rupee One only) each. The existing authorised share capital of the Company is proposed to be sub-divided from Rs. 104,10,66,000 /- (Rupees One Hundred Four Crores Ten Lakhs Sixty Six Thousand Only) consisting of 10,41,06,600 equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company to Rs. 104,10,66,000 /- (Rupees One Hundred Four Crores Ten Lakhs Sixty Six Thousand Only) consisting of 104,10,66,000 equity shares of face value of Rs. 1/- (Rupee One only) each.

Further, the existing issued, paid-up and subscribed share capital of the Company, be sub-divided from Rs. 60,53,85,270/- (Rupees Sixty Crores Fifty Three Lakhs Eighty Five Thousand Two Hundred Seventy Only) consisting of 6,05,38,527 equity shares of face value of Rs. 10/- (Rupees Ten only) each to Rs. 60,53,85,270/- (Rupees Sixty Crores Fifty Three Lakhs Eighty Five Thousand Two Hundred Seventy Only) consisting of 60,53,85,270 equity shares of face value of Rs. 1/- (Rupee One only) each.

The Record Date for the sub-division of the existing equity shares of the Company shall be June 30, 2021.

Pursuant to the provision of section 61 and Section 13 of the Companies Act 2013, approval of the shareholders is sought by way of an ordinary resolution for sub-division of equity shares of the Company and alteration of the authorized share capital under the memorandum of association of the Company respectively. The Board recommends the resolution for the approval of the shareholders.

None of the Directors and key managerial personnel or their relatives (to the extent of their shareholding in the Company) are, in anyway concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **ITEM NO. 7**

Pursuant to the provisions of Section 185 of the Companies Act, 2013, no Company, shall directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that – (a) a Special Resolution is passed by the Company (b) the loans are utilised by the borrowing company for its principal business activities.

Keeping in view the above, the Company proposes to subscribe to Optionally Convertible Debentures (“OCDs”) issued by VSS Holdings Private Limited (“VSS HoldCo”) on the terms and conditions as stipulated below:

Total Subscription amount of OCDs	USD 66.2 million (equivalent to Rs. 4,91,93,62,224 approx.)
Tenure	10 years
Rate of Interest	15%

Conversion	Option to convert OCDs into equity shares (giving 96%+ of equity control) of VSS HoldCo any time post issuance, Conversion Price to be FMV at the time of issuance
------------	--

The aforesaid amount will be utilised by VSS HoldCo for its respective principal business activities only. Mr. Vijay Shekhar Sharma, is a common Director and also a member of VSS HoldCo and fall under the definition of ‘any other person in whom director is interested’. Accordingly, the proposal for subscribing to the OCDs to be issued by VSS HoldCo, is placed before the shareholders for approval.

Mr. Vijay Shekhar Sharma is interested in the resolution set out at Item No. 7 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding in the Company) are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

### ITEM NO. 8

Pursuant to the provisions of Section 185 of the Companies Act, 2013, no Company, shall directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that – (a) a Special Resolution is passed by the Company (b) the loans are utilised by the borrowing company for its principal business activities.

The Company proposed to grant inter-corporate deposit/ loan (“ICDs”), in one or more tranches, to VSS Investco Private Limited (hereinafter referred to as “**borrowing company**”/ “**VSS Investco**”), up to a sum not exceeding USD 33.8 million (equivalent to Rs. 250,79,10,168 approx.) at any point in time, to be utilized for the principal business activities of VSS Investco. Mr. Vijay Shekhar Sharma, is a common Director and also member of VSS Investco and do fall under the definition of ‘any other person in whom director is interested’.

Accordingly the proposal is placed before the shareholders for approval, in respect to providing ICDs to borrowing company on the terms and conditions as stipulated below:

Total amount of ICDs	USD 33.8 million (equivalent to Rs. 2,50,79,10,168 approx.)
Tenure	12 months or up to IPO
Rate of Interest	15%
Repayment	Mr. Vijay Shekhar Sharma to raise external funding or sell his shares in the Company for repayments to of the loan borrowed from the Company.

Mr. Vijay Shekhar Sharma is interested in the resolution set out at Item No. 8 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding in the Company) are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AND FIXATION OF REMUNERATION OF MANAGING DIRECTOR AT FORTHCOMING ANNUAL GENERAL MEETING**

**Mrs. Pallavi Shardul Shroff**

Ms. Pallavi S. Shroff is the Managing Partner of Shardul Amarchand Mangaldas with over 38 years of extensive experience. Her broad and varied representation of public and private corporations and other entities before various national courts, tribunals and legal institutions has earned her national and international acclaim. Ms. Shroff is the Head of the Dispute Resolution practice at the Firm, with an extensive knowledge in matters of litigation and arbitration. She also mentors the Competition Law practice at the Firm. Ms. Shroff is a member of the Competition Law Review Committee, constituted by the Government of India to ensure that the legislation is in tune with the changing business environment. Ms. Shroff is also recently appointed as a member of the BRICS Women’s Business Alliance (India Chapter - one of 5 women in India selected), constituted by the Government of India.

Ms. Shroff has been closely involved with some of the largest and most challenging litigation and arbitration matters in India with regard to energy, infrastructure, natural resources, mergers & acquisitions, legislative and policy related matters. She appears regularly in the Supreme Court and High Courts of India, and in arbitrations, mediations and international legal disputes. She is an Alternate Member (India) at the ICC (International Chamber of Commerce) Court of Arbitration and is also a member of the CII Arbitration Law Committee. She regularly represents several companies such as Nestle, General Electric, Havells, Vale Australia, Vodafone, BHEL and ONGC.

Recently, Ms. Shroff was ranked among the **Top 50 Managing Partners and the Top 100 Individual Lawyers**, by Forbes India Legal Power list - 2020. Ms. Shroff was also honored with the ‘**Lawyers of India Day Award – 2020**’ by the Bar Association of India, **The ET Most Promising Women Leaders – 2021**, the ‘**Woman Lawyer of the Year Award**’ by Business World’s BW Legal World Global Leaders Awards – 2020, and has been recognized as the **Most Promising Woman Lawyer**, by the Bar Association of India.

She has been recognized as a global ‘Thought Leader’ for Competition and Litigation by Who’s Who Legal 2020. Ms. Shroff was conferred the ‘**Lifetime Achievement Award**’ at the **Chambers India Awards - 2019**. She has been recognized as one of the **Most Powerful Women in Indian Business by Business Today**, seven years in succession (2013-19). **Fortune India** also recognized her as one of ‘**The Most Powerful Women in Business - 2018**’ while **Business World** recognized Ms. Shroff as the one of ‘**The Most Influential Women in India**’ for her exceptional contribution in the field of law.

**Mr. Vijay Shekhar Sharma**

Profile of Mr. Vijay Shekhar Sharma are disclosed in later part of this explanatory statement.

In pursuance to Secretarial Standard-2 issued by The Institute of Company Secretaries of India (ICSI).

Name of the Director	Mr. Todd Anthony Combs	Mr. Michael Yuen Jen Yao	Ms. Pallavi Shardul Shroff	Mr. Vijay Shekhar Sharma
DIN	08343520	08451050	00013580	00466521
Age (in years)	50	52	66	42
Qualification	Mr. Combs had graduated from Florida State University and received an M.B.A. from Columbia	Mr. Michael Yao is BS Economics, Cum Laude, Finance and Marketing from	B.A., Economics Hons. (1976) Lady Shri Ram College, Delhi University; M.M.S. (1978) Jamnalal Bajaj Institute of Management Studies, Bombay University;	B.E., Electronics & Communication from Delhi College of Engineering

	Business School.	Wharton School, University of Pennsylvania.	LLB (1981) Govt. Law College, Bombay University.	
<b>Remuneration sought to be paid</b>	Nil	Nil	NIL	INR 40,000,000/- p.a. (including lease rent accommodation).
<b>Terms and Conditions of appointment(s)</b>	Mr. Todd Combs is eligible to be re-appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.	Mr. Michael Yao is eligible to be re-appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.	Ms. Pallavi Shardul Shroff is appointed as an Independent Director, not liable to retire by rotation for a period of 5 (five) years (second term), as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.	NA
<b>Justification for choosing the appointees as Independent Director</b>	NA	NA	<ul style="list-style-type: none"> <li>Pursuant to the provisions of Section 149 (1) of the Companies Act, 2013 particular class of companies need to appoint at least one Woman Director on its Board.</li> <li>The Company being a Public Company with a turnover of more than Rs. 300 crores is required to comply with the above provision.</li> <li>Accordingly, Ms. Pallavi Shardul Shroff has been appointed as an Independent Director of the Company with effect from February 09, 2018 by the Board of Directors of the Company.</li> </ul>	NA
<b>Remuneration last drawn from the Company</b>	Nil	Nil	NIL	INR 4 Crore p.a. including perquisites & allowances
<b>Date of first appointment on the Board of Directors of the Company</b>	May 16, 2019	May 16, 2019	February 09, 2018	December 22, 2000
<b>Shareholding in the Company (as on the date of AGM Notice)</b>	Nil	Nil	NIL	90,51,624 Equity Shares

Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None	None	None	None
Number of Board meetings attended during the financial year 2020-21	3	4	3	4
List of Directorships held in other companies, as on March 31, 2021	Nil	Paytm E-Commerce Private Limited	<ul style="list-style-type: none"> <li>• Asian Paints Limited</li> <li>• Apollo Tyres Limited</li> <li>• InterGlobe Aviation Limited</li> <li>• PVR Limited</li> <li>• Trident Limited</li> <li>• First Commercial Services India Private Limited</li> <li>• Amarchand Towers Property Holdings Private Limited</li> <li>• Baghbaan Properties Private Limited</li> <li>• PSNSS Properties Private Limited</li> <li>• Juniper Hotels Private Limited</li> <li>• Aavanti Realty Private Limited</li> <li>• First Full Services Private Limited</li> <li>• First Universal Virtual International Arbitration Centre Private Limited</li> <li>• UVAC Centre (India) Private Limited</li> <li>• Amarchand Mangaldas Properties Private Limited</li> <li>• CSEP Research Foundation</li> <li>• Singapore International Arbitration Centre (India) Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Paytm Payments Bank Limited</li> <li>• VSS Holdings Private Limited</li> <li>• VSS Investco Private Limited</li> <li>• Paytm General Insurance Limited</li> <li>• Paytm Life Insurance Limited</li> <li>• Paytm Money Limited</li> <li>• Paytm E-Commerce Private Limited</li> <li>• Aryan Ayurveda Private Limited</li> </ul>
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2021	Nil	Nil	<ul style="list-style-type: none"> <li>• <b>Trident Limited</b> (Audit Committee &amp; Nomination &amp; Remuneration Committee) – Member</li> <li>• <b>Apollo Tyres Limited</b> (Audit Committee &amp; Nomination &amp; Remuneration Committee) – Member</li> <li>• <b>InterGlobe Aviation Limited</b> (Nomination &amp; Remuneration Committee and Stakeholders' Relationship Committee) – Member</li> </ul>	<ul style="list-style-type: none"> <li>• Paytm Money Limited (NRC)- Member</li> <li>• One 97 Communications Limited (Corporate Social Responsibility Committee)- Member</li> <li>• Paytm Payments Bank Limited- (NRC)- Member (IT Strategy Committee)- Member</li> </ul>



			<ul style="list-style-type: none"> <li>Asian Paints Limited (Risk Management Committee) - Member</li> </ul>	
--	--	--	---	--

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules, is given hereunder:

**I. General Information:**

- Nature of Industry: One97 Communications Ltd (One97) is incorporated under the Companies Act, 1956 having its registered office at First Floor, Devika Tower, Nehru Place, New Delhi 110019.

The Company is also India’s leading mobile Internet Company and the owner of the well-known and renowned brand/logo “Paytm”. With www.paytm.com launched in 2010 as a website for mobile and DTH recharge, Paytm is today a leader in the payments sector and offering payment aggregator services in India. Paytm is also a well-known online platform in India providing utility bill payments, recharges, ticketing, hotel booking, and various other financial services to consumers.

The Company is inter-alia engaged in the business of providing Value added service to various telecom operators with expertise spanning Voice, Data and Network services such as CRBT, Video applications, IN applications etc.

- Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity. The Company was incorporated on 22<sup>nd</sup> December, 2000.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- Financial Performance based on given indicators:

<b>Particulars</b>	<b>2020 -21 (INR in Cr)</b>
Total Income	3,041.96
Depreciation	156.78
Tax expense	0.22
Total Expenses	4,536.94
Net Profit/(Loss)	(1,560.20)
Paid-up Capital	60.48
Reserves & Surplus	6924.03

- Foreign Investment or Collaboration, if any:

The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total paid-up capital, 83.87% (approx.) is held by Foreign Investor under Foreign Direct Investment scheme of RBI. Further, the Company has following wholly owned subsidiaries and joint ventures overseas:

<b>Name of the Entity</b>	<b>Status</b>	<b>Country</b>
One97 Communications Private Limited	Wholly owned Subsidiary	Singapore

One97 Communications Nigeria Limited	Wholly owned Subsidiary	Nigeria
One97 USA Inc.	Wholly owned Subsidiary	USA
One97 Communications FZ-LLC	Wholly owned Subsidiary	Dubai

## II. Information about the appointee:

1. Background Details: Mr. Vijay Shekhar Sharma is the Managing Director, Founder and Promoter of One97 Communications Limited. as a Managing Director, he is responsible for strategies and directions for sustainable growth of the Company. Being the promoter of the Company, he is associated with One97 Communications Limited since its incorporation i.e. year 2000. Under his dynamic leadership, the Company has attained the respectable position and grown as a pioneer in the mobile VAS across leading telecom operator, become a leader in mobile wallet space, consolidate payment gateway aggregator services etc.  
  
Mr. Vijay Shekhar Sharma has a Bachelor's degree in Engineering from Delhi College of Engineering.
2. Past Remuneration: Remuneration drawn by Mr. Vijay Shekhar Sharma for the period April 01, 2020 to March 31, 2021 was INR 40,000,000/- p.a. (including lease rent accommodation). However, since the payout for FY 2020-21 is effective from November 1, 2020, hence the remuneration payable to Mr. Vijay Shekhar Sharma for FY 2020-21 is INR 34,166,665/-.
3. Recognition or Awards: Mr. Vijay Shekhar Sharma has featured in Time Magazine's '100 Most Influential People' 2017 List. In 2015, Vijay was recognized as Entrepreneur of year by Earns & Young and in same year as **Future Leaders** at the NASSCOM Future Leaders event. In addition, he is recognized among the most Innovative CEOs of 2014 by Inc India. In 2011, Vijay Shekhar Sharma was featured in Inc 500 survey about **India's Fastest Growing Mid-sized Companies**. In Addition, he won **Mobile Entrepreneur of the Year** at WAT Awards. In 2010, he was selected as the **VAS Person of the Year** at the IAMAI's India Digital Awards.
4. Job Profile and his suitability: Mr. Vijay Shekhar Sharma, Managing Director, is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Being a founder of the Company, he has brought the Company to great achievements. Taking into consideration his qualifications and expertise in the business segment and, he is best suited for the responsibilities of current assigned role.
5. Remuneration Proposed for the FY 2021-22: There is no increase in remuneration paid in FY 2021-22. Hence the remuneration proposed is INR 4,00,00,000 p.a. (including lease rent accommodation) as detailed in the resolution.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): With increased size and turnover, it is also imperative for any ITES company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Vijay Shekhar Sharma has successfully proved his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified commensurate with other organizations of the similar type, size and nature in the industry.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Apart from receiving the remuneration proposed, Mr. Vijay Shekhar Sharma holds 90,51,624 equity shares in the Company. Additionally, his brother, Mr. Ajay Shekhar Sharma holds office and place of profit under Section 188(f) of the Companies Act, 2013. Mr. Vijay Shekhar Sharma or any of his relative does not have any other pecuniary relationship with the Company.

### III. Other Information:

1. Reason of loss or inadequate profits: The Company has been expanding and has made investments in various financial and digital payment businesses, to mark its foot print all over India, which resulted into losses during the financial year.

2. Steps taken or proposed to be taken for improvement:

The Company is confident with rise of infrastructure for digital payments in India, having multiple offering for consumers & merchant and will enable the company to earn the sufficient revenues to cover the operating expenses going forward in sometime.

3. Expected Increase in productivity and profits in measurable terms:

The Company has been able to focus very heavily on the optimization and cost reduction in the last 12 - 18 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver positive growth in financial year March 2022 and going forward.

#### Regd. Off:

**One 97 Communications Limited**  
**First Floor, Devika Tower,**  
**Nehru Place, New Delhi-110019**  
**CIN: U72200DL2000PLC108985**  
**Website: [www.One97.com](http://www.One97.com)**

**By order of the Board of the Directors**  
**For One 97 Communications Limited**

**Sd/-**  
**Amit Khara**  
**Company Secretary**

**Place:** Noida

**Date:** June 5, 2021



**Form No. MGT-11**

**Proxy form**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN:** U72200DL2000PLC108985  
**Name of the Company:** One 97 Communications Limited  
**Registered office:** First Floor, Devika Tower, Nehru Place, New Delhi-110019

**Name of the members(s):**

**Registered address:**

**E-mail Id:**

**Folio No. / Client Id:**

**DP ID:**

I/ We being the member(s) of One97 Communications Limited, holding [●] equity shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of members of the Company, to be held on Wednesday, June 30, 2021 at 11.00 A.M. (IST) at Hotel Crowne Plaza, Plot No. 1, Community Centre, Okhla I, New Delhi, Delhi 110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Ordinary Business:

1. *To receive, consider and adopt*

- *the audited financial statement of the Company for the year ended March 31, 2021, the report of the Board of Director's and Auditors' thereon; and*
- *the audited consolidated financial statement of the Company for the year ended March 31, 2021 and the Auditors' report thereon.*

2. *To appoint a Director in place Mr. Todd Anthony Combs (DIN: 08343520) who retires by rotation, and offers himself for reappointment.*

3. *To appoint a Director in place of Mr. Michael Yuen Jen Yao (DIN: 08451050) who retires by rotation, and offers himself for reappointment.*

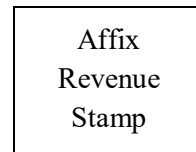
Special Business:

1. *To re-appointment of Mrs. Pallavi Shardul Shroff, as an Independent and Non-Executive Director.*
2. *To approve the remuneration of Mr. Vijay Shekhar Sharma, Managing Director for FY 2021-22.*
3. *To approve sub division of face value of Equity Shares of the Company.*
4. *To approve subscription of Optionally Convertible Debentures issued by VSS Holdings Private Limited*
5. *To approve grant of inter-corporate deposit/ loan to VSS Investco Private Limited*

Signed this ..... day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**



**ATTENDANCE SLIP**  
**Annual General Meeting**

**Day, Date & Time:** Wednesday, June 30, 2021 at 11.00 A.M. (IST)

**Venue of the meeting:** Hotel Crowne Plaza, Plot No. 1, Community Centre, Okhla I, New Delhi, Delhi 110020

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

I/ We hereby record my/our presence at the Annual General Meeting of the member of the Company held on Wednesday, June 30, 2021 at 11.00 A.M. (IST) at Hotel Crowne Plaza, Plot No. 1, Community Centre, Okhla I, New Delhi, Delhi 110020.

\_\_\_\_\_

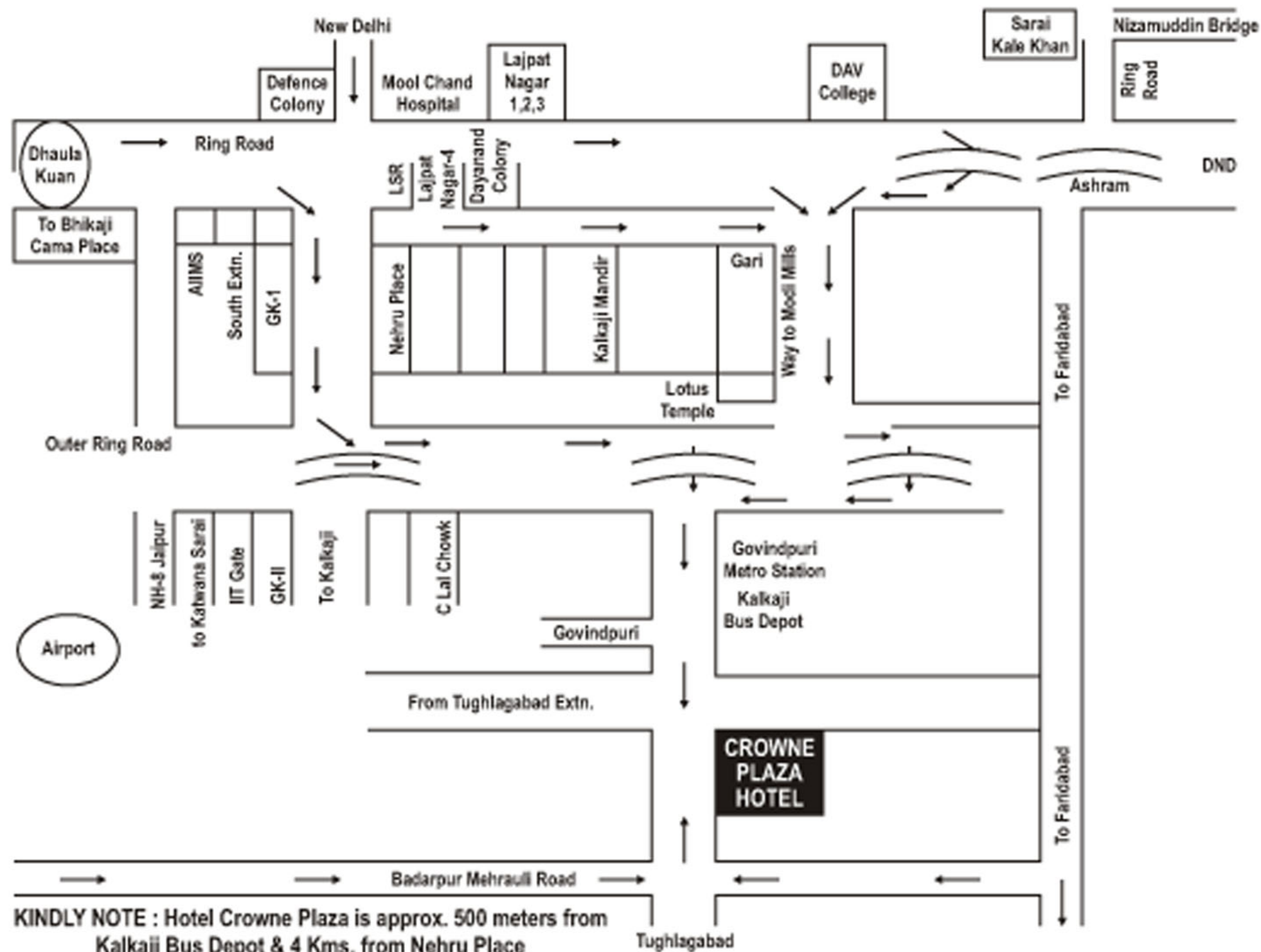
If signed by Proxy, name should be

Written here in Block Letters

\_\_\_\_\_

Member's/Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.



KINDLY NOTE : Hotel Crowne Plaza is approx. 500 meters from Kalkaji Bus Depot & 4 Kms. from Nehru Place