

**NOTICE**

Notice is hereby given that an Extra-ordinary General Meeting (“EGM”) of the members of **One 97 Communications Limited (“the Company”)** will be held on **Monday, October 04, 2021 at 10.00 A.M. (IST)** through Video Conference (“VC”) /Other Audio Video Means (“OAVM”) to transact the following business:

**SPECIAL BUSINESS:**

1. **To consider and approve grant of stock options under One 97 Employees Stock Option Scheme 2019 to Mr. Vijay Shekhar Sharma, Managing 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** in a partial modification to earlier resolution dated June 30, 2021 passed by the shareholders at its last 21<sup>st</sup> Annual General Meeting where remuneration of the Managing Directors was approved excluding stock options and pursuant to the provisions of Section 62(1)(b), 196 & 197 of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and other corresponding rules and 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”) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, (“SEBI SBEB Regulations”) provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”) and pursuant to recommendation of the Board of the Directors and Nomination and Remuneration Committee, consent of the members be and is hereby accorded to approve the grant of 21,000,000 stock options under One 97 Employees Stock Option Scheme 2019 (i.e. exceeding 1% (one percent) of the issued share capital of the Company) to Mr. Vijay Shekhar Sharma, Managing Director & CEO of the Company on such terms and in such manner as stated in the said Scheme, and as may be modified by the Nomination and Remuneration Committee under the powers available to them under the ESOP Scheme, while the other terms of payment of remuneration as approved by the shareholders in their last Annual General Meeting shall remain the same.

**RESOLVED FURTHER THAT** Mr. Madhur Deora, President and Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khera, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/ applications with the regulatory authorities including the Registrar of Companies, Delhi and Haryana to give effect to the above resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director and/ or Mr. Amit Khera, Company Secretary, be forwarded to concerned authorities for necessary actions.”



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

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

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

**Place:** Noida, Uttar Pradesh

**Date:** September 11, 2021

**NOTES:**

1. For the purpose of the Companies Act, 2013 (“Act”), the proceedings of the meeting shall be deemed to take place at 1st Floor, Devika Tower, Nehru Place, New Delhi - 110019 at 10.00 A.M. (IST)
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out material facts in respect of the item no. 1 is annexed hereto.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (hereinafter collectively referred to as ‘MCA Circulars’) has permitted the holding of the general meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
4. Pursuant to the provisions of Section 105 of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to [compliance@paytm.com](mailto:compliance@paytm.com)
7. 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 EGM.
8. 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. The email addresses can be registered with the Depository

Participant (“DP”) in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company (“RTA”) in case the shares are held in physical form.

Registration of Email Id:

- a) In case, the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
  - b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
    - i. Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
    - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
    - iii. Alternatively, Members may send an e-mail request to the email id: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.
9. Members who would like to express their views/ ask questions during the EGM may register themselves as a speaker by sending their request latest by **Friday, October 01, 2021 upto 05:00 p.m.**, mentioning their name, demat account number/folio number, email id, mobile number at [compliance@paytm.com](mailto:compliance@paytm.com).
10. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time, for smooth conduct of the EGM.
11. The Company has also provided the facility to the Members to ask questions to the panellist via active chat-board during the EGM and the same would be responded by the Company appropriately.
12. As per the MCA Circulars, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the RTA/ DP. Further update, if any, will be provided on the website of the Company [www.paytm.com](http://www.paytm.com)
13. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.paytm.com](http://www.paytm.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>
14. All documents referred to in the Notice calling the EGM 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.
15. 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.

16. 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.
17. Pursuant to MCA Circulars, a designated email address i.e., [Compliance@paytm.com](mailto:Compliance@paytm.com) has been created by the company so that the Members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.
18. 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.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, 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.
20. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at [www.paytm.com](http://www.paytm.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.
21. **E-Voting Through Electronic means:**
  - (i) 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.
  - (ii) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
  - (iii) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1,000 Members on first come first served basis. This will be in addition to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
  - (iv) A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on **Monday, September 27, 2021** being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the EGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to EGM may also attend the EGM, but shall not be entitled to cast their vote again. During the voting period, Members can login to LI IPL’s e-voting platform any number of times till they have voted on the resolution. 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 Members whose names appear in the Register of Members / List of Beneficial Owners as on **Monday, September 27, 2021** are entitled to vote on resolution set forth in the Notice. Eligible Members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.

**22. Instructions for Members for remote e-voting are as under**

- (i) The remote e-voting period begins on **Friday, October 01, 2021 at 9.00 A.M. (IST)** and ends on **Sunday, October 03, 2021 at 5.00 P.M. (IST)**. The remote 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. **Monday, September 27, 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.
- (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., **Monday, September 27, 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 again.
- (v) **Procedure for Remote E-Voting**

Pursuant to SEBI Circular dated December 9, 2020, individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.

Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for e-voting and joining virtual meetings for individual Members holding shares in demat 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’</li> </ul>

	<p>section. A new screen will open. You will have to enter your User ID and Password.</p> <ul style="list-style-type: none"> <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 or joining virtual meeting &amp; voting during the meeting.</li> <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 or joining virtual meeting &amp; voting during the meeting.</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 <b>through their depository participants</b></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 holding securities in <b>Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -           <ol style="list-style-type: none"> <li><b>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>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>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>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <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> </li> <li>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).</li> <li>Click “confirm” (Your password is now generated).</li> </ul> </li> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>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>After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’.</li> </ol>

	A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:	<ul style="list-style-type: none"> <li>○ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’</li> <li>○ Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.</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, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.</li> <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>
Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:	<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 resolution 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>
Institutional shareholders:	Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

23. **Process and manner for attending the Extra-ordinary General Meeting (EGM) through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

➤ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.

➤ Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

➤ Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID



- Shareholders/ members holding shares **in physical form** shall provide Folio Number registered with the Company
  - B. PAN:** 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.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (appendix) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also contact at email: [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Tel: 022-49186175 for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**24. Instructions for Shareholders/ Members to Speak during the Extra-ordinary General Meeting (EGM) through InstaMeet:**

1. Members will get confirmation on first cum first basis depending upon the provision made by the client.
2. Members will receive “speaking serial number” once they mark attendance for the meeting.
3. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
4. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device; and
5. Speaker shareholder will be allowed to ask question within specified time frame

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**25. INSTAVOTE SUPPORT DESK (LINK INTIME INDIA PRIVATE LIMITED)**

**Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## 26. INSTAMEET SUPPORT DESK (LINK INTIME INDIA PRIVATE LIMITED)

### **Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, Shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

webex.com/downloads.html

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### Step 1

Double-click the webexapp.msi file you downloaded

### Step 2

The Webex Meetings setup wizard will launch. Follow the instructions to set up.

### Step 3

Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?  
From: akamaicdn.webex.com

Run Save Cancel

Solutions ▾ Webex Devices Plans & Pricing Learn ▾

Host Join Sign in ▾ Start for Free

### Step 1

Double-click the webexapp.msi file downloaded

### Step 3

Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Cisco Webex Meetings - InstallShield Wizard

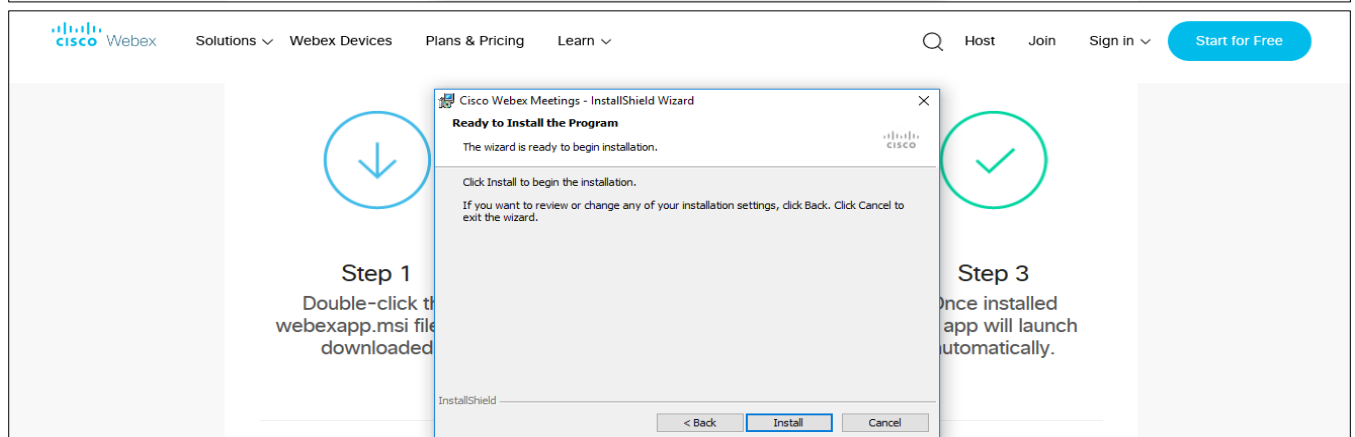
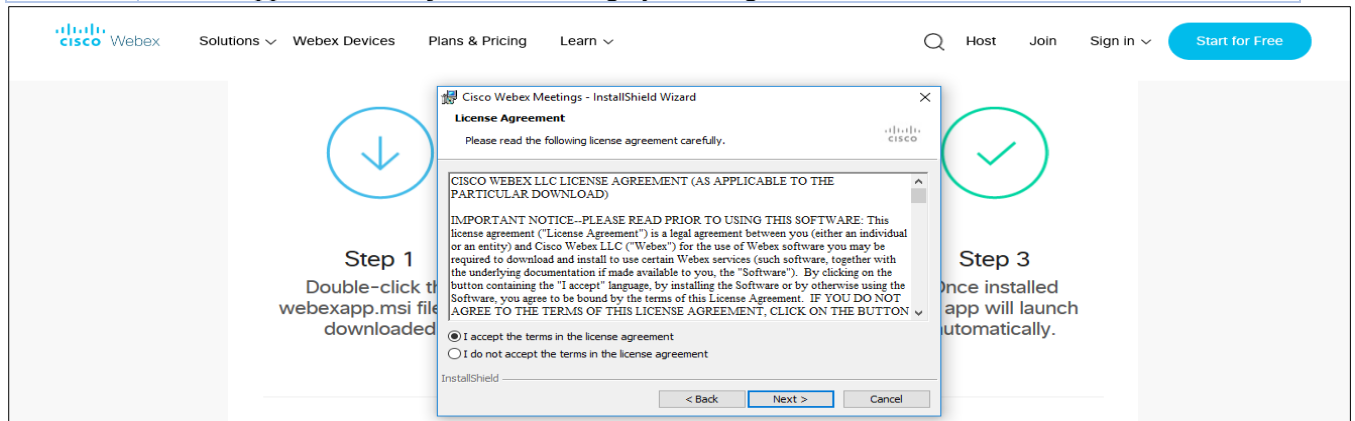
Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

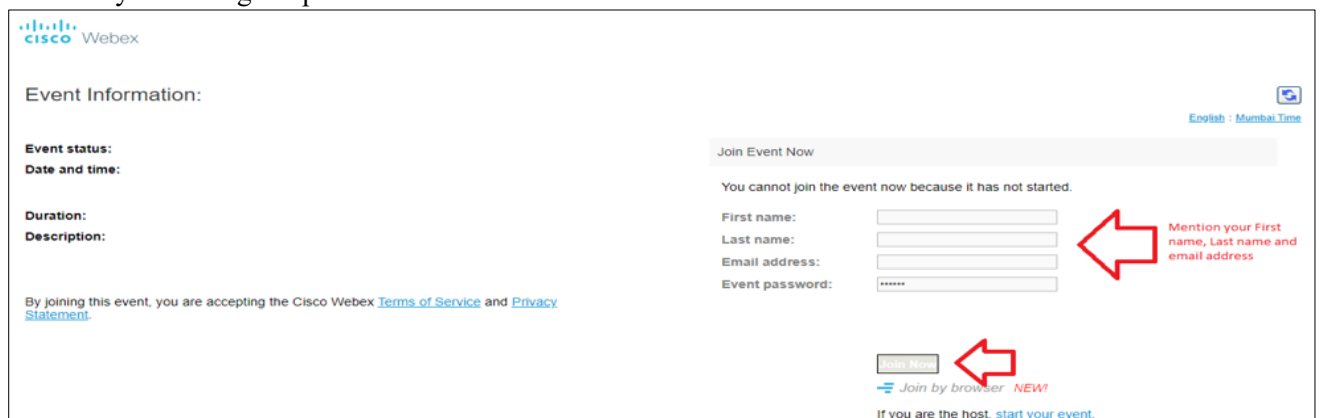
WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



## 27. 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:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	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 <b>CDSL</b>	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 022-23058542-43.

### **ii. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting 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.

**Regd. Off:**

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

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

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

**Place:** Noida, Uttar Pradesh

**Date:** September 11, 2021



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

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. Thereafter, the Company from time to time obtained the approval of shareholders for payment of remuneration to the Managing Director and at the last AGM held on June 30, 2021, the remuneration of the Managing Director has been approved which does not include stock options.

Now, the Managing Director of the Company is eligible for grant of stock options under the existing scheme so approved by the shareholders. In this regard, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at its respective meetings held on September 09, 2021, had approved grant of 21,000,000 stock options under One 97 Employees Stock Option Scheme 2019 (i.e. exceeding 1% (one percent) of the issued share capital of the Company) to Mr. Vijay Shekhar Sharma, Managing Director & CEO of the Company subject to the approval of shareholders. The terms of the vesting of the option will be finalized by the Nomination and Remuneration Committee.

In accordance to the provision of Section 62(1)(b) and 197 read with the Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and together read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, if any, the proposal is being placed before the shareholders for approval, by way of separate resolution, for grant of option made during the year to Mr. Vijay Shekhar Sharma, Managing Director & CEO, exceeding one percent of the issued capital of the Company.

In view of above, 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. 1 of the Notice with regard to grant of stock options. 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. 1 of the Notice for approval by the members.

**DETAILS OF GRANT OF STOCK OPTIONS TO MANAGING DIRECTOR & CEO OF THE COMPANY AT FORTHCOMING EXTRA ORDINARY GENERAL MEETING**

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

**Mr. Vijay Shekhar Sharma**

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

<b>Name of the Director</b>	<b>Mr. Vijay Shekhar Sharma</b>
<b>DIN</b>	00466521
<b>Age (in years)</b>	43
<b>Qualification</b>	B.E., Electronics & Communication from Delhi College of Engineering

<b>Remuneration sought to be paid</b>	Grant of 21,000,000 stock options under One 97 Employees Stock Option Scheme 2019
<b>Terms and Conditions of appointment(s)</b>	NA
<b>Justification for choosing the appointees as Independent Director</b>	NA
<b>Remuneration last drawn from the Company</b>	INR 4 Crore p.a. including perquisites & allowances
<b>Date of first appointment on the Board of Directors of the Company</b>	December 22, 2000
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	5,95,45,834 Equity Shares
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	None
<b>Number of Board meetings attended during the financial year 2021-22</b>	9
<b>List of Directorships held in other companies</b>	<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>• VSS Networks Private Limited (formerly known as Aryan Ayurveda Private Limited)</li> </ul>
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	<ul style="list-style-type: none"> <li>• Paytm Money Limited (NRC)- Member</li> <li>• Paytm Payments Bank Limited-(NRC)- Member, Special Committee of the Board for monitoring and follow up of cases of frauds (SCBF) -Chairman</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:**

1. 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.

2. 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.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. 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

5. 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, 83.61% (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 Singapore 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, 2021 to March 31, 2022 was INR 40,000,000/- p.a. (including lease rent accommodation).
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: For the period April 01, 2021 to March 31, 2022, the shareholders of the Company in the Annual General Meeting held on June 30, 2021 had already approved the payment of remuneration amounting to INR 40,000,000/- p.a. (including lease rent accommodation) to Mr. Vijay Shekhar Sharma.

Further, the proposal is placed before the shareholders for grant of 21,000,000 stock options under One 97 Employees Stock Option Scheme 2019.

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 grant of 21 million stock options under One 97 Employees Stock Option Scheme 2019, Mr. Vijay Shekhar Sharma holds 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.*

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**Place:** Noida, Uttar Pradesh

**Date:** September 11, 2021

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

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