



Ref.: 04/ 2021-22

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 **Thursday, September 23, 2021 at 11.00 A.M. (IST)** through Video Conference (“VC”) /Other Audio Video Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and approve transfer of Payment Aggregator business to Paytm Payments Services Limited, a wholly owned subsidiary of the Company, to comply with Reserve Bank of India guidelines, being considered as sale of undertaking under section 180(1)(a) of the Companies Act, 2013, 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 provisions of Section 180(1)(a) of the of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, if any, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the consents, permissions, sanctions, approvals as and where required from financial institutions, bankers, Governmental, Regulatory and any other Authority and subject to such conditions as may be imposed by them or any of them and accepted by the Board of Directors of the Company (“**the Board**”), the consent of the members of the company be and is hereby accorded to transfer the Online Payment Aggregator business carried on by the Company including that of Online Payment Gateway Service Providers, acting as third party payment collection agent for overseas travel, third party INR payment collection agent for foreign merchants (“**Transferred Undertaking**”) of One 97 Communications Limited (“**Transferor**”/ “**the Company**”) to Paytm Payment Services Limited (“**Transferee**”/ “**PPSL**”), as a going concern on slump sale basis, at an indicative book value of approx. INR 275 crores - INR 350 crores (US \$ 39 Mn - US \$50 Mn) to be paid in 5 equal annual installment in the manner and as per the terms and conditions set out in the Business Transfer Agreement (“**BTA**”) to be entered into between the Company and PPSL.

RESOLVED FURTHER THAT Mr. Vijay Shekhar Sharma, Managing Director and CEO, 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 severally authorized to execute agreement(s), document(s), deed(s) and/or any other document(s)/writing(s) that may be required, on behalf of the Company in relation to the transfer and vesting of the Transferred Undertaking and to make applications to regulatory and government authorities for the purpose of obtaining all approvals and sanctions as may be required and to do all other acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Off:

One 97 Communications Limited
First Floor, Devika Tower,
Nehru Place, New Delhi-110019
CIN: U72200DL2000PLC108985
Website: 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: August 31, 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 11.00 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
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 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 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 **Monday, September 20, 2021** upto **05:00 p.m.**, mentioning their name, demat account number/folio number, email id, mobile number at 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
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. 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 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 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 **Thursday, September 16, 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 LIPL'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 **Thursday, September 16, 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 **Monday, September 20, 2021 at 9.00 A.M. (IST)** and ends on **Wednesday, September 22, 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. **Thursday, September 16, 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., **Thursday, September 16, 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 |
|----------------------|--------------|
|----------------------|--------------|

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ul style="list-style-type: none"> • 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: https://eservices.nsd.com 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. • 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 & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> • 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • 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. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After |

| | |
|--|---|
| | <p>successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p> | <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ Members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). |

| | |
|--|---|
| | <p>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.</p> <p>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.</p> |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:</p> | <ul style="list-style-type: none"> ○ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’ ○ Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’. <ul style="list-style-type: none"> • In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. • 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. • The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter. |
| <p>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:</p> | <ul style="list-style-type: none"> • 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. ➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. ➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice. <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 LIPL at https://instavote.linkintime.co.in 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> |

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 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 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

Solutions Webex Devices Plans & Pricing Learn

Host Join Sign in Start for Free

Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

Download for Windows

Webex Teams

Looking for messaging and team collaboration?

- One-on-one or group messaging
- Digital two-way whiteboarding
- Rich content and file sharing
- Video calling

Download for Windows

Download Teams VDI

Solutions Webex Devices Plans & Pricing Learn

Host Join Sign in Start for Free

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

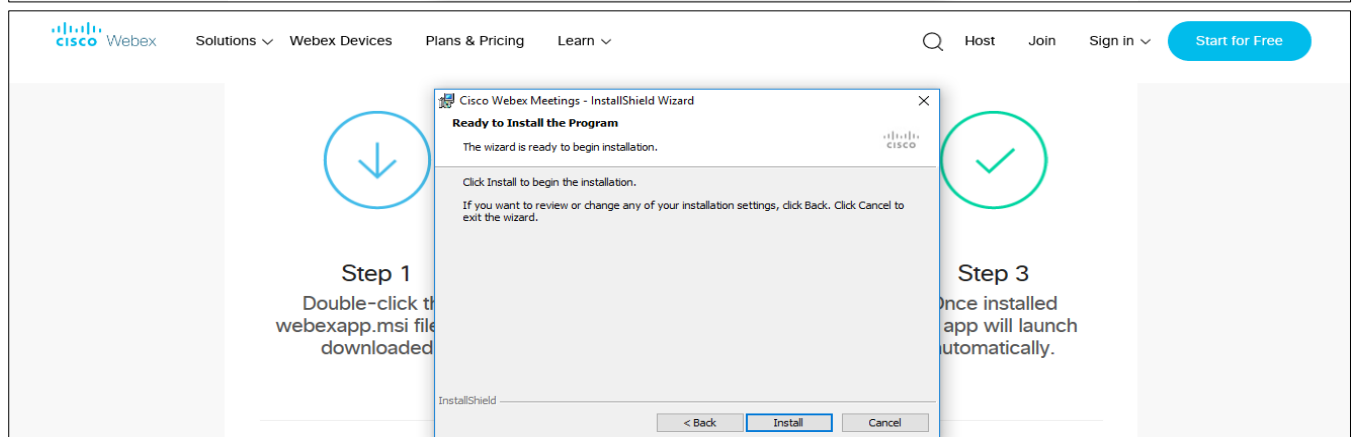
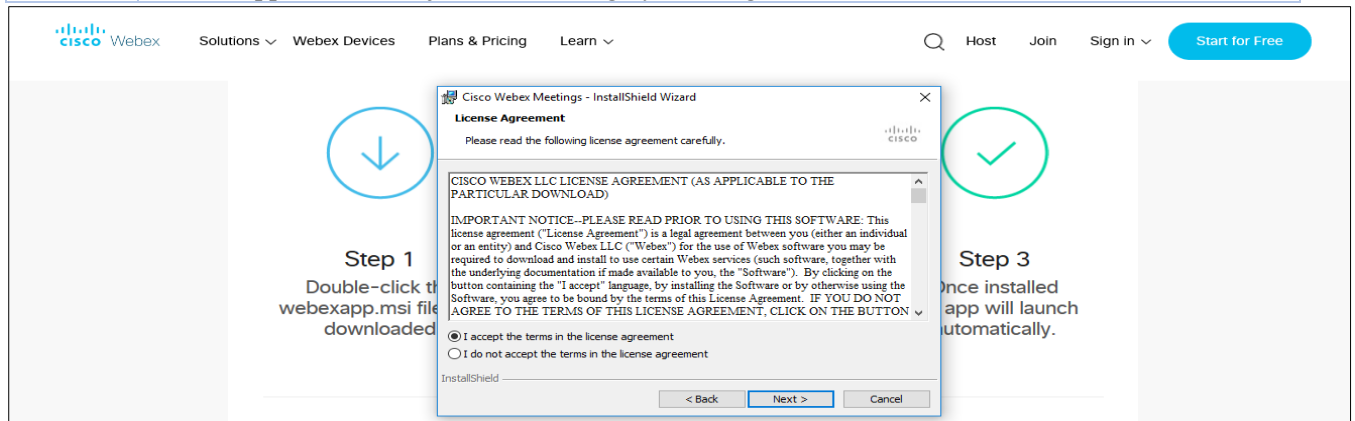
Welcome to the InstallShield Wizard for Cisco Webex Meetings

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

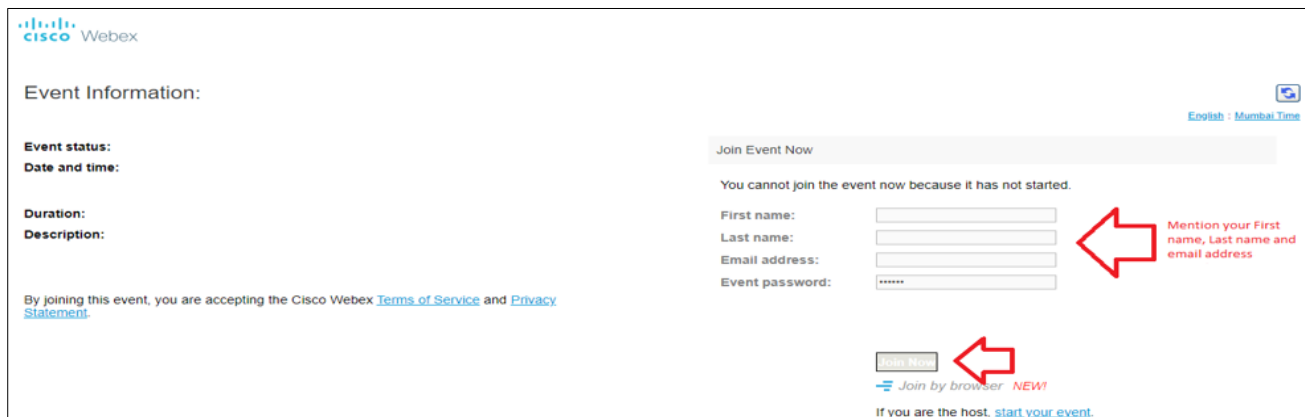
WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

| | |
|---------------|--|
| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now. |
| 1 (A) | If you have already installed the Webex application on your device, join the meeting by clicking on Join Now |
| 1 (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:

| 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43. |

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 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

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

Sd/-
Amit Khara
Company Secretary

Place: Noida, Uttar Pradesh

Date: August 31, 2021



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

ITEM NO. 1

Pursuant to the guidelines released by the Reserve Bank of India (“RBI”) on March 17, 2020 for regulation of Payment Aggregators (PAs), the PAs business have to be regulated and run by a separate Company, after obtaining the license from RBI. Accordingly, in order to meet the requirements as mentioned in guidelines issued by RBI, the Company had incorporated on October 10, 2020 a new entity viz. “Paytm Payment Services Limited” (“PPSL”), as it’s wholly owned subsidiary company.

On August 24, 2021, the Company has received letter from RBI seeking confirmation from the Company about the transfer of the Online Payment Aggregator business carried on by the Company including that of Online Payment Gateway Service Providers, acting as third party payment collection agent for overseas travel, third party INR payment collection agent for foreign merchants to PPSL before September 30, 2021. RBI will process application filed by PPSL upon receipt of confirmation of Payment Aggregator business transfer from OCL to PPSL.

In view of the above, the Company is required to transfer its Payment Aggregators business to this new entity i.e. PPSL, through Business Transfer Agreement as a going concern on slump sale basis at the Indicative book value is in the range of INR 275-350 Cr (US \$ 39 Mn-US \$50 Mn) to be paid in 5 equal annual installments. The actual consideration will be derived basis book value appearing as of August 31, 2021.

As per the provision of Section 180(1)(a) of the Companies Act, 2013, which inter alia, provides that sale, lease or otherwise dispose off the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of Special Resolution, the Company is desirous of seeking your consent for such proposal contained in the Special Resolution appended.

Copy of the draft Business Transfer Agreement will be made available for inspection at the registered office during the working hours of the Company on any working day up to the date of the EGM.

None of the directors(s) and key managerial personnel of the Company or their relatives are concerned or interested directly or indirectly except to the extent of their interest as a shareholder(s).

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Regd. Off:

One 97 Communications Limited
First Floor, Devika Tower,
Nehru Place, New Delhi-110019
CIN: U72200DL2000PLC108985
Website: 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: August 31, 2021