



TRANSCRIPT OF THE EXTRAORDINARY GENERAL MEETING OF ONE 97 COMMUNICATIONS LIMITED HELD ON THURSDAY, SEPTEMBER 02, 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING

Mr. Amit Khera: I am Amit Khera, Company Secretary of OCL joining from Noida Corporate office of the Company. I welcome you all to this Extraordinary General Meeting of OCL.

As per Section 104 of the Companies Act, 2013 and Article 98 of Articles of Association, the Chairman of the Board shall preside at this general meetings of the Company. Accordingly, Mr. Vijay Shekhar Sharma will chair this Extraordinary General Meeting.

May I request the Moderator to please confirm the no. of shareholders attending this meeting.

Moderator: Thank you so much. Right now 38 shareholders have joined the meeting.

Mr. Amit Khera: Thank you Nihar.

As the requisite quorum is present, I call the meeting to order. Members may note that the Company has sent the EGM notice to all the members at their registered email IDs for the EGM scheduled today through video conferencing.

The Company had published notice in the Newspapers furnishing the requisite information relating to the EGM, the remote e-voting and participation in the EGM through Video Conferencing.

Member may also note that this Extraordinary General Meeting is being held through video conferencing in accordance with provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. Facility for joining this meeting through video conferencing or other audio-visual means is made available to the members on a first-come-first-served basis.

Since this meeting is being conducted through Video Conferencing without the physical presence of the Members at a common venue, the proceedings of this meeting shall be deemed to be conducted at the



Registered Office of the Company.

All the members joining this meeting are by default placed on mute mode to avoid any background noise disturbance and to ensure smooth and seamless conduct of the meeting.

Before we start the main proceedings of the meeting, I request my co-panelists on the video conferencing to introduce themselves.

May I now request, Mr. Vijay Shekhar Sharma, Chairman to please introduce himself.

Mr. Vijay Shekhar Sharma: Hi! Good morning everybody and welcome to Paytm i.e One97 Communications Limited EGM. I am Vijay Shekhar Sharma joining this EGM from Bombay. I am the Managing Director and Chairman of One 97 Communications Limited. Thank You.

Mr. Amit Khera: Thank you, Chairman sir. May I now request, Ms. Pallavi Shardul Shroff to introduce herself.

Ms. Pallavi Shardul Shroff: Good Morning everyone and welcome to this Extraordinary General Meeting. I am Pallavi Shardul Shroff, an Independent Director of the Board of One 97 Communications Ltd.

Good Morning and welcome again.

Mr. Amit Khera: Just to add to here, Ms. Pallavi Shroff is also representing the Audit Committee as well as Stakeholders Relationship Committee of which she is the Chairperson.

Thank you Ms. Shroff. May I now request Mr. Madhur Deora to kindly introduce himself.

Mr. Madhur Deora: Hello. Welcome everyone. My name is Madhur Deora. I am President and Group Chief Financial Officer of One 97 Communications Ltd. I am attending this meeting from my residence in Mumbai.

Mr. Amit Khera: Thank You Madhur. May I now request Mr. Vikas Garg to kindly introduce himself.



Mr. Vikas Garg:

Hello everyone. I am Vikas Garg, CFO of One 97 Communications Ltd. I welcome you all to the EGM of our Company. Amit you may proceed now.

Mr. Amit Khera:

Thank you Mr. Garg

Apart from Directors and Company officials, we also have Mr. Amitesh Dutta, representing Price Waterhouse Chartered Accountants LLP, Statutory Auditors, of the Company.

May I now please request Mr. Amitesh Dutta to introduce himself

Mr. Amitesh Dutta:

Good Morning Everyone. My name is Amitesh Dutta and I am a partner with Price Waterhouse Chartered Accountants LLP, Statutory Auditors who are the Statutory Auditors of OCL. Thank you!

Mr. Amit Khera:

Thank you Mr. Dutta. Our Secretarial Auditor from PI & Associates have also joined this meeting through Video Conferencing

As the Notice is already circulated to all the members, with the permission of the members, I take the Notice convening the meeting as read.

Before we proceed, I wish to bring to your notice that, as required under the Companies Act, 2013, the Company has provided you the facility to cast your vote electronically, on all resolutions that are set forth in the notice of EGM ("Notice"). Members who have not cast their vote electronically (remotely) and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system. The voting lines will be open immediately after closure of the meeting and remain open for 1 hour thereafter.

I request everybody who has not yet casted their vote to please cast their vote.

We now take up the resolutions as set forth in the Notice

Item No. 1 - To consider and adopt amendments to One97 Employee Stock Option Scheme 2019

Item No. 2 - To consider and approve contribution to Paytm Foundation for Establishment of Air



Quality Action Forum

Item No. 3 - To consider and approve revised Employment Agreement of Mr. Vijay Shekhar Sharma

Item No. 4 - To consider and approve appointment of Mr. Douglas Feagin (DIN: 07868696) as a Director

Item No. 5 - To consider and approve appointment of Mr. Ashit Ranjit Lilani (DIN: 00766821) as Non-Executive Independent Director

Item No. 6 - To consider and approve appointment of Mr. Neeraj Arora (DIN: 07221836) as Non-Executive Independent Director

Item No. 7 - To consider and approve payment of remuneration to Non-Executive Independent Directors

The text of the resolutions and explanatory statement has already been provided along with the Notice and has also been circulated to the members.

We have also received a request from one of our shareholders to ask questions. Being a speaker shareholder we have already registered him. I, now request Mr. Abhishek Jain to please unmute himself and ask questions relating to the notice of the EGM. I would also request, Mr. Jain, to kindly restrict your question to EGM notice itself. Apart from that if you have any question, you may write to us separately and the email id for writing is Compliance.officer@paytm.com.

I would now request moderator to unmute Mr. Abhishek Jain, if he has already joined the meeting.

Moderator: Thank you so much sir. Mr. Abhishek Jain is not present in the meeting. Hence, request you to move to next agenda.

Amit Khera: Since Mr. Jain is not available and has not joined the meeting. I would then tell the members that the voting on the e-voting platform provided by Link Intime will be available for the next 1 hour. Therefore, members who have not cast their vote yet are requested to do so.

The Board of Directors has appointed Mr. Nitesh Latwal, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process.



Further, I will declare the results of the voting and place the results on the website of the Company and website of Link Intime. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

I would now like to thank the members for attending the meeting and extending their support to the Company. I also thank all the Directors and panelist for joining the meeting.

The e-voting process now will begin now. The panelist may disconnect themselves, if they wish to.

I, thank you all for joining this meeting.