



Ref.: 3/ 2021-22

## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (“**EGM**”) of the members of **One97 Communications Limited (“the Company”)** will be held on **Thursday, September 02, 2021 at 11.00 A.M. (IST)** at through Video Conference (VC) /Other Audio Video Means (OAVM) to transact the following businesses:

### **SPECIAL BUSINESS (ES):**

- 1. To consider and adopt amendments to One97 Employee Stock Option Scheme 2019, 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 Section 62(l)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, 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 subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”), the consent of the members be and is hereby accorded to alter One 97 Employee Stock Option Scheme 2019 (“**ESOP 2019**”) by increasing existing ESOP pool from **24,094,280** equity options to **61,094,280** equity options and such ESOP pool may further be increased/ decreased by approval of the Board and/or Nomination and Remuneration Committee and/ or shareholders of the Company.

**RESOLVED FURTHER THAT**, to give effect to the above resolution, Mr. Vijay Shekhar Sharma, Managing Director and CEO, Mr. Madhur Deora, President and Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, 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, National Capital Territory of Delhi and Haryana at New Delhi effectively implement this resolution.

**RESOLVED FURTHER THAT**, the Board or any other official(s) of the company, as may be authorised by the Board be and is hereby authorized to make any modifications or revisions in the ESOP 2019 as it may deem fit, from time to time, provided that the same is in conformity with the Companies Act, the Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, the SEBI SBEB Regulations, the memorandum and articles of association of the Company and any other applicable laws.

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

**2. To consider and approve contribution to Paytm Foundation for Establishment of Air Quality Action Forum(AQAF), and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 181 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and subject to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company for making a contribution or donation of upto INR 1.62 crores for Establishment of Air Quality Action Forum with United Nations Environment Programme (“UNEP”) through Paytm Foundation, in one or more tranches.

**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 do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana.”

**3. To consider and approve revised Employment Agreement of Mr. Vijay Shekhar Sharma, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the revised Employment Agreement of Mr. Vijay Shekhar Sharma, Managing Director and CEO of the Company dated July 12, 2021, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Madhur Deora, President and Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer, Ms. Renu Satti, Senior Vice President and Mr. Amit Khara, Company Secretary of the Company be and are hereby severally authorized to sign the revised Employment Agreement and to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

**4. To consider and approve appointment of Mr. Douglas Feagin (DIN: 07868696) as a Director, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Douglas Feagin (DIN: 07868696), who was appointed as an Additional Director of the Company with effect from July 5, 2021 pursuant to section 161(1) of the Act and holds office upto the date of ensuing Annual General Meeting and who being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Douglas Feagin’s candidature for the office of the Director, be and is hereby appointed as Non-executive Non Independent Director of the Company, liable to retire by rotation, with immediate effect from date if this meeting.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director and CEO, Mr. Madhur Deora, President & Group Chief Financial Officer and Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, Company Secretary of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana.”

- 5. To consider and approve appointment of Mr. Ashit Ranjit Lilani (DIN: 00766821) as Non-Executive Independent Director, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Ashit Ranjit Lilani (DIN: 00766821) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. July 05, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from July 05, 2021.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director and CEO, Mr. Madhur Deora, President & Group Chief Financial Officer and Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, Company Secretary of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana.”

- 6. To consider and approve appointment of Mr. Neeraj Arora (DIN: 07221836) as Non-Executive Independent Director, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Neeraj Arora (DIN: 07221836) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. July 11, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from July 11, 2021.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director and CEO, Mr. Madhur Deora, President & Group Chief Financial Officer and Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, Company Secretary of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana.”

- 7. To consider and approve payment of remuneration to Non-Executive Independent Directors, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with the Articles of Association of the Company and pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Independent Directors in case of no profits / inadequate profits in accordance with the provisions of Schedule V of the Act or such other sum as may be permitted under the applicable provisions, as mentioned herein below, for the period of three years starting from financial year 2021-22 to 2023-24:

Independent Directors on Board	Annual Compensation (in USD)	Annual Compensation (INR equivalent)*
Mr. Mark Schwartz	250,000	185 Lakhs
Ms. Pallavi Shardul Shroff	250,000	185 Lakhs
Mr. Ashit Ranjit Lilani	200,000	148 Lakhs
Mr. Neeraj Arora	200,000	148 Lakhs

\* USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)

**RESOLVED FURTHER THAT** the amount of total compensation to be paid to Non -Executive Independent Directors as above shall be exclusive of following:

- 1) Sitting fee paid to be paid to each Non-Executive Independent Directors for every Board and Committee meetings
- 2) Re-imbursement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

**RESOLVED FURTHER THAT** Mr. Vijay Shekhar Sharma, Managing Director and CEO, Mr. Madhur Deora, President & Group Chief Financial Officer and Mr. Vikas Garg, Chief Financial Officer and Mr. Amit Khara, Company Secretary of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, NCT of Delhi & Haryana.”

**Regd. Off:**

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

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

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

**Place:** Noida, Uttar Pradesh

**Date:** August 09, 2021

**NOTES:**

1. For the purpose of the Companies Act, 2013, 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 Companies Act, 2013, setting out material facts in respect of the item nos. 1 to 7 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 Companies 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 **Monday, August 30, 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, updation if any, will be provided on the website of the Company [www.One97.com](http://www.One97.com)
13. In line with the MCA circulars, the Notice calling the EGM has been uploaded on the website of the Company at [www.One97.com](http://www.One97.com). The Notice can also be accessed from the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
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.One97.com](http://www.One97.com) and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
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, August 26, 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 all the resolutions. Once the vote on a resolution is casted by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

The members whose names appear in the Register of Members / List of Beneficial Owners as on **Thursday, August 26, 2021** are entitled to vote on resolutions 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, August 30, 2021 at 9.00 A.M. (IST)** and ends on **Wednesday, September 01, 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, August 26, 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, August 26, 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’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider</li> </ul>



	<p>website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 through their depository participants</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

<p>Individual Shareholders holding securities in <b>Physical mode &amp; evoting service Provider</b> is <b>LINKINTIME</b>.</p>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>▶ Click on “Sign Up” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -</p> <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’.</p> <p>A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>
<p>Individual Shareholders holding securities in <b>Physical mode &amp; evoting service Provider</b> is <b>LINKINTIME</b>, <b>have forgotten the password:</b></p>	<ul style="list-style-type: none"> <li>○ Click on ‘<b>Login</b>’ under ‘<b>SHARE HOLDER</b>’ tab and further Click ‘<b>forgot password?</b>’</li> <li>○ Enter <b>User ID</b>, select <b>Mode</b> and Enter Image Verification (CAPTCHA) Code and Click on ‘<b>Submit</b>’.</li> </ul> <ul style="list-style-type: none"> <li>• In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.</li> </ul>

	<ul style="list-style-type: none"> <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 <b>have forgotten the password:</b>	<ul style="list-style-type: none"> <li>Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website. <ul style="list-style-type: none"> <li>It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> </ul> </li> </ul> <p>During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.</p>
<b>Institutional shareholders:</b>	<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 <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as ‘<b>Custodian / Mutual Fund / Corporate Body</b>’. 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 ‘<b>Custodian / Mutual Fund / Corporate Body</b>’ 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](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 Resolutions 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.

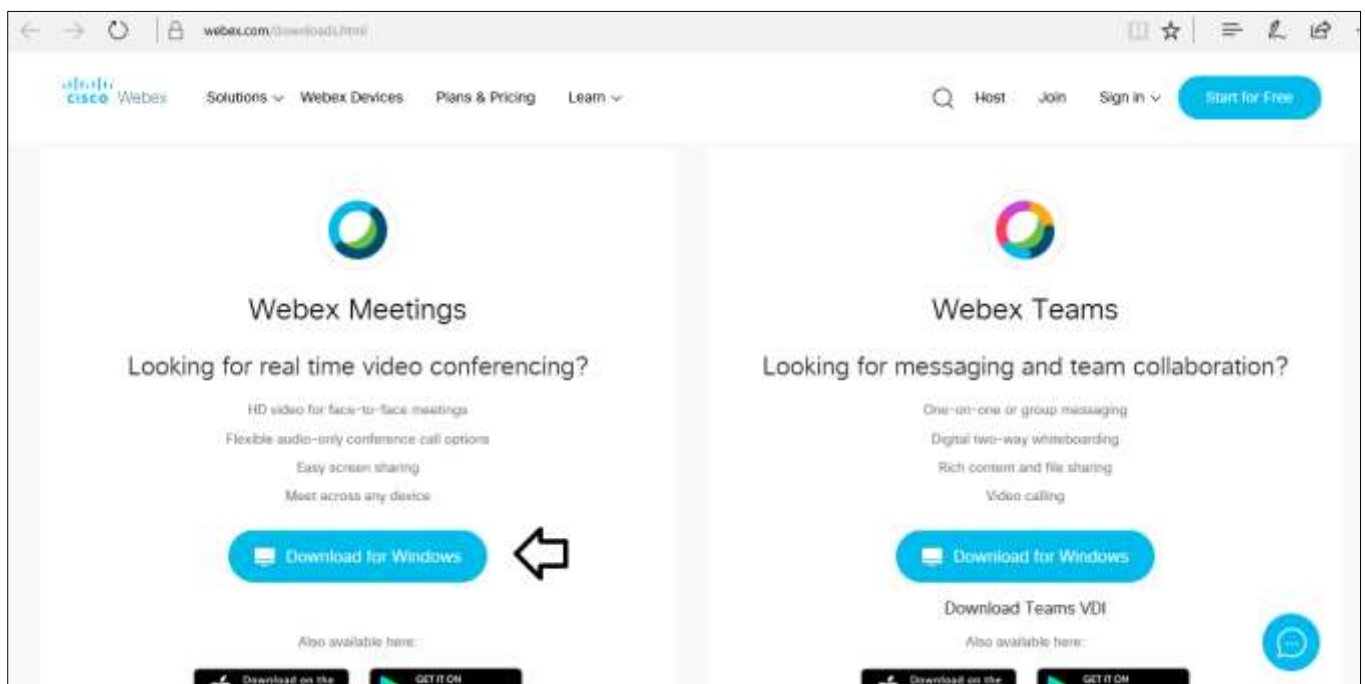
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## 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/>



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: akamiatc@ru.webex.com

Run Save Cancel

Step 1  
Double-click the webexapp.msi file downloaded.

Step 3  
Once installed the 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  
Double-click the webexapp.msi file downloaded.

Step 3  
Once installed the app will launch automatically.

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD):

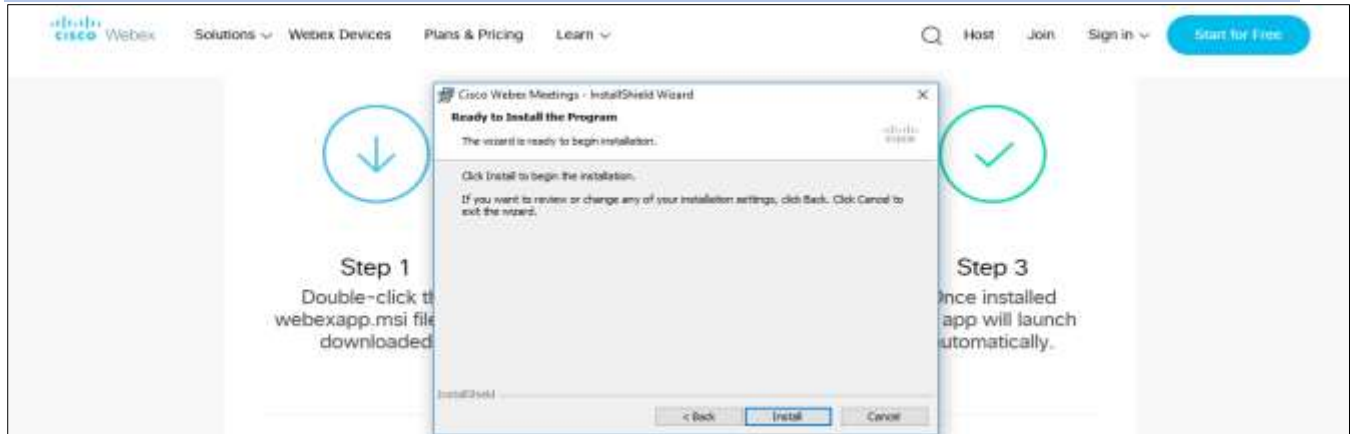
IMPORTANT NOTICE—PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either as an individual or as entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

I accept the terms in the license agreement  
 I do not accept the terms in the license agreement

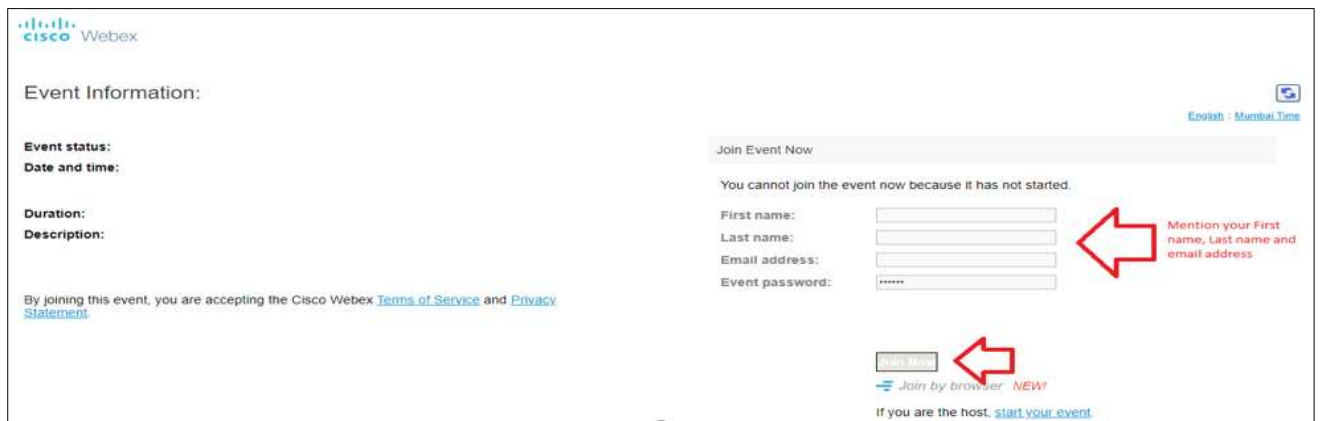
InstallShield

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 <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.
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**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.One97.com](http://www.One97.com)**

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

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

**Place:** Noida, Uttar Pradesh

**Date:** August 09, 2021



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

**ITEM NO. 1**

The Company proposes to the increase in ESOP pool by 37,000,000 equity options thereby increasing current ESOP pool from 2,409,4280 equity options to 61,094,280 equity options under the One97 Employees Stock Option Scheme 2019 (“**ESOP 2019**”). The last increase in the ESOP Pool to the policy was approved by the members in their meeting held on March 26, 2021.

In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“**the Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on July 14, 2021 had accorded its approval in relation to the increase in ESOP Pool of ESOP 2019 of the Company, subject to the approval of the members of the Company. Accordingly, the consent of the members of the Company is being sought.

Copy of the existing ESOP 2019 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.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Special Resolution set out at Item No. 1, to the extent of the equity shares / options already held by them and the options which may be granted to them under the ESOS 2019.

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

**ITEM NO. 2**

In accordance to the provision of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Company is required to obtain approval of members before making any contribution to any charitable funds beyond a certain threshold. The Company proposes to make contribution or donation of upto INR 1.62 crores for Establishment of Air Quality Action Forum with United Nations Environment Programme (“**UNEP**”) through Paytm Foundation, in one or more tranches.

As per the said section, the aggregate amount of such contribution in any financial year shall not exceed five percent of its average net profit for the three immediately preceding financial years. Since the Company has not made profit in the preceding three financial years, accordingly, the Company is seeking approval of its members to make a contribution of INR 1.62 crores through Paytm Foundation towards Establishment of Air Quality Action Forum with UNEP.

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 Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

**ITEM NO. 3**

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee (“NRC”) in its meeting held on July 14, 2021 had accorded its approval in relation to revised Employment Agreement of Mr. Vijay Shekhar Sharma, subject to the approval of the members of the Company. Subsequently, the Board also took note of the executed copy of the revised Employment Agreement through resolution dated August 05, 2021. Accordingly, the consent of the members of the Company is being sought for approval of the revised Employment Agreement.

Mr. Vijay Shekhar Sharma is already appointed as Managing Director (MD) of the Company. It is proposed that in addition to Managing Director position, he should also be designated as ‘Chief Executive Officer (CEO)’ of the Company. Apart from the above, there is change in clauses related to his ‘termination for cause’ and ‘termination without cause’ (if any) and provision for payment of separation compensation as per said Employment Agreement.

The aforesaid revised Employment Agreement captures the above understanding. Copy of the revised Employment 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.

Mr. Vijay Shekhar Sharma and his relatives are interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding in the Company) are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO. 4**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Douglas Feagin (DIN: 07868696) as an Additional Director with effect from July 05, 2021.

In terms of Section 161(1) of the Companies Act, 2013 (“Act”) read with relevant Articles of Association of the Company, Mr. Douglas Feagin shall hold office as an Additional Director only up to the date of the ensuing Annual General Meeting. Mr. Douglas, being eligible has offered himself for appointment as a Director. The Company has received a notice under Section 160 of the Act, proposing the candidature of Mr. Douglas for the office of Director of the Company.

The Board of Directors is of the opinion that Mr. Douglas’s vast knowledge and varied experience will be of great value to the Company and proposes his appointment as a Director who shall be liable to retire by rotation.

Except Mr. Douglas Feagin, none of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

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

**ITEM NO. 5 & 6**

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 05, 2021 have approved the appointment of Mr. Ashit Ranjit Lilani (DIN: 00766821) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing on July 5, 2021, and not be liable to retire by rotation, subject to consent of the Members of the Company at the ensuing general meeting.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 11, 2021 have approved the appointment of Mr. Neeraj Arora (DIN: 07221836) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing on July 11, 2021, and not be liable to retire by rotation, subject to consent of the Members of the Company at the ensuing general meeting.

As Additional Directors, Mr. Ashit and Mr. Neeraj holds office till the date of the ensuing Annual General Meeting of the Company and are eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Ashit and Mr. Neeraj confirming that they meets the criteria as prescribed under the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“Listing Regulations”). Mr. Ashit and Mr. Neeraj are not disqualified from being appointed as Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. The Company has also received a notice under Section 160 of the Act, proposing the candidature of Mr. Ashit and Mr. Neeraj for the office of Director of the Company.

In the opinion of the Board, Mr. Ashit and Mr. Neeraj fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations and are independent of the management. Your Board believes that Mr. Ashit’s and Mr. Neeraj’s induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

Save and except Mr. Ashit and Mr. Neeraj, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item Nos. 5 & 6, respectively.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item Nos. 5 & 6 of the Notice for the approval of the Members.

**ITEM NO. 7**

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on August 05, 2021 have approved the payment of remuneration to Non-Executive Director (including Independent Directors) of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, for the period of three years starting from financial year 2021-22 to 2023-24.

The Ministry of Corporate Affairs has on March 18, 2021 notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Directors (‘NEDs’) and Independent Directors (‘IDs’), in accordance with the provisions of Schedule V to the Act.

To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the ‘effective capital’ of the Company.

In case the Company proposes to make payment of remuneration in excess of the limit prescribed under the schedule V of the Companies Act, the approval shareholders vide special resolution is required.

Your Company basis the current Committee membership and composition of Board, proposes to make payment of remuneration to Non-Executive Independent Directors, as mentioned herein below, which is in excess of the limit prescribed under the Act:

Independent Directors on Board	Annual Compensation (in USD)	Annual Compensation (INR equivalent)*
Mr. Mark Schwartz	250,000	185 Lakhs
Ms. Pallavi Shardul Shroff	250,000	185 Lakhs
Mr. Ashit Ranjit Lilani	200,000	148 Lakhs
Mr. Neeraj Arora	200,000	148 Lakhs

\* USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)

Total compensation to be paid to Non -Executive Independent Directors is exclusive of the following:

- 1) Sitting fee to be paid to each Independent Directors for every Board and Committee meetings
- 2) Re-imburement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

Accordingly, the consent of the members of the Company is being sought for approval of payment of remuneration to Non-Executive Independent Directors.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the Independent Directors and their relative (to the extent of their shareholding in the Company, if any).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

**DETAILS REQUIRED UNDER SECRETARIAL STANDARDS- II IN RELATION TO THE APPOINTMENT AS DIRECTORS AND/ OR FIXATION OF REMUNERATION OF DIRECTORS AT FORTHCOMING EXTRA-ORDINARY GENERAL MEETING ARE AS FOLLOWS:**

**Profile of Mr. Douglas Feagin**

Mr. Douglas Feagin is an Additional Director of our Company and a nominee of Alibaba on our Board. He holds a bachelor’s degree of arts from the University of Virginia and a master’s degree in business administration from the Harvard Business School. He was previously associated as a managing director in the investment banking division of the Goldman Sachs Group, Inc. He currently serves as senior vice president of the Ant group.

<b>Name of the Director</b>	Mr. Douglas Feagin
<b>DIN</b>	07868696
<b>Age (in years)</b>	55 years
<b>Qualification</b>	He holds a bachelor's degree of arts from the University of Virginia and a master's degree in business administration from the Harvard Business School.
<b>Remuneration sought to be paid</b>	NIL
<b>Terms and Conditions of appointment(s)</b>	Non-executive Non Independent Director, liable to retire by rotation
<b>Justification for choosing the appointees as Independent Director</b>	N.A.
<b>Remuneration last drawn from the Company</b>	N.A.
<b>Date of first appointment on the Board of Directors of the Company</b>	July 05, 2021
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	N.A.
<b>Number of Board meetings attended during the financial year 2021 - 22</b>	2 (two)
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Alipay (India) Private Limited</li> <li>2. Zomato Limited</li> <li>3. Alipay (Australia) Pty. Ltd.</li> <li>4. API Holdings Limited</li> <li>5. Golden Peak Investment Holding Company Limited</li> <li>6. Alipay (Canada) Inc.</li> <li>7. Ant Financial Holding Ltd.</li> <li>8. Ant International Co. Ltd.</li> <li>9. Alipay Hong Kong Limited</li> <li>10. Alipay (Hong Kong) Holding Limited</li> <li>11. API (Hong Kong) Investment Limited</li> <li>12. AntFin Technology Co., Limited</li> <li>13. Ant Lending Global Company Limited</li> <li>14. PT Dompot Elektronik Indonesia</li> <li>15. Alipay Japan Co. Ltd.</li> <li>16. Alipay Korea Co. Ltd.</li> <li>17. Alipay (Europe) Limited S.A.</li> <li>18. Alipay (Macau) Investment Limited</li> <li>19. Alipay (Macau) Holding Limited</li> <li>20. Alipay Malaysia Sdn. Bhd.</li> <li>21. Alipay Singapore Investment Holding Pte. Ltd.</li> <li>22. Alipay Singapore Holding Pte. Ltd.</li> <li>23. Alipay Global Markets (Singapore) Pte. Ltd.</li> <li>24. Alipay Labs (Singapore) Pte. Ltd.</li> <li>25. Alipay+ Pte. Ltd.</li> <li>26. Alipay Connect (Hong Kong) Limited</li> <li>27. 10x1000 Limited</li> <li>28. Alipay Merchant Services Pte. Ltd.</li> <li>29. Ant Global Remittance Pte. Ltd.</li> <li>30. Ant Services (Singapore) Holdings Pte. Ltd.</li> </ol>

	31. Antfin Singapore Holding Pte. Ltd. 32. Alipay Connect Pte. Ltd. 33. Alipay Innovation Pte. Ltd. 34. Matrix Acquisition Corp. 35. ALIPAY US, INC. 36. Alipay US-Nevada, Inc. 37. Alipay (Thailand) Co., Ltd. 38. AFSTH Ltd. 39. AFSTH Holding Co., Ltd. 40. Alipay Turkey Teknoloji Hizmetleri Anonim Sirketi 41. ALIPAY (UK) LIMITED 42. Alipay Company Limited 43. M-Pay Trade and Technology Services Joint Stock Company 44. Ant Unicorn Ltd. 45. Paytm E-Commerce Private Limited
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	NIL

#### Profile of Mr. Ashit Ranjit Lilani

Mr. Ashit Ranjit Lilani is an Independent Director (Additional Director) of our Company. He holds a bachelor's degree in commerce from the Bangalore University and a master's degree in business administration from Philadelphia College of Textiles and Science. He is the managing partner and co-founder of Saama Capital.

<b>Name of the Director</b>	Mr. Ashit Ranjit Lilani
<b>DIN</b>	00766821
<b>Age (in years)</b>	55 years
<b>Qualification</b>	He holds a bachelor's degree in commerce from the Bangalore University and a master's degree in business administration from Philadelphia College of Textiles and Science.
<b>Recognition and Awards</b>	NIL
<b>Remuneration sought to be paid</b>	USD 200,000 p.a. (INR equivalent 148 Lakhs*) *USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)
<b>Terms and Conditions of appointment(s)</b>	Non-Executive Independent Director, not liable to retire by rotation
<b>Justification for choosing the appointees as Independent Director</b>	N.A.
<b>Remuneration last drawn from the Company</b>	N.A.
<b>Date of first appointment on the Board of Directors of the Company</b>	July 05, 2021
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	N.A.
<b>Number of Board meetings attended during the financial year 2021 - 22</b>	2 (two)

<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Veeba Food Services Private Limited</li> <li>2. Mountain Trail Foods Private Limited</li> <li>3. Amishi Consumer Technologies Private Limited</li> <li>4. Lendingkart Technologies Private Limited</li> <li>5. Nourish Organic Foods Private Limited</li> <li>6. ICP Holdings I</li> <li>7. Saama Capital II Sponsor Vehicle</li> <li>8. Saama Capital II Limited</li> <li>9. Saama Capital Management Limited</li> <li>10. Saama Capital US Advisors</li> <li>11. SICP Management Co.</li> <li>12. Saama Capital III Ltd.</li> <li>13. Saama Capital Opportunities PCC</li> <li>14. Alteria Capital Holdings</li> <li>15. Alteria Capital (Mauritius) Fund I Limited</li> <li>16. Saama Capital IV Limited</li> <li>17. One Hundred Feet, Inc</li> <li>18. Zeni Inc</li> <li>19. Saama Capital Opportunities Management LLC</li> <li>20. Genepath Diagnostics Inc.</li> </ol>
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	<ul style="list-style-type: none"> <li>• <u>Lendingkart Technologies Private Limited</u> Audit Committee - Member Risk Management Committee – Member Nomination and Remuneration Committee - Member</li> </ul>

### Profile of Mr. Neeraj Arora

Mr. Neeraj Arora is an Independent Director (Additional Director) of our Company. He holds a bachelor’s degree of technology in mechanical engineering from the Indian Institute of Technology, Delhi and has completed a post graduate program in management from the Indian School of Business. He was previously associated with Google Inc. and Whatsapp, Inc. He is the founder of halloapp, Inc.

<b>Name of the Director</b>	Mr. Neeraj Arora
<b>DIN</b>	07221836
<b>Age (in years)</b>	42 years
<b>Qualification</b>	He holds a bachelor’s degree of technology in mechanical engineering from the Indian Institute of Technology, Delhi and has completed a post graduate program in management from the Indian School of Business
<b>Recognition and Awards</b>	NIL
<b>Remuneration sought to be paid</b>	USD 200,000 p.a. (INR equivalent 148 Lakhs*) <i>*USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)</i>
<b>Terms and Conditions of appointment(s)</b>	Non-Executive Independent Director, not liable to retire by rotation
<b>Justification for choosing the appointees as Independent Director</b>	N.A.
<b>Remuneration last drawn from the Company</b>	N.A.

<b>Date of first appointment on the Board of Directors of the Company</b>	July 11, 2021
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	75,000 equity shares
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	N.A.
<b>Number of Board meetings attended during the financial year 2021 - 22</b>	2 (two)
<b>List of Directorships held in other companies</b>	HalloApp Inc Vivino Inc
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	NIL

### Profile of Mr. Mark Schwartz

Mr. Mark Schwartz is an Independent Director of our Company. He holds a bachelor's degree in arts and a master's degree in business administration from the Harvard University. Mr. Schwartz has served as a vice chairman and participating managing director of the Goldman Sachs Group, Inc. and chairman of Goldman Sachs Asia Pacific.

<b>Name of the Director</b>	Mr. Mark Schwartz
<b>DIN</b>	07634689
<b>Age (in years)</b>	67 years
<b>Qualification</b>	He holds a bachelor's degree in arts and a master's degree in business administration from the Harvard University.
<b>Recognition and Awards</b>	Nil
<b>Remuneration sought to be paid</b>	USD 250,000 p.a. (INR equivalent 185 Lakhs*) <i>*USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)</i>
<b>Terms and Conditions of appointment(s)</b>	Non-Executive Independent Director, not liable to retire by rotation
<b>Justification for choosing the appointees as Independent Director</b>	N.A.
<b>Remuneration last drawn from the Company</b>	N.A.
<b>Date of first appointment on the Board of Directors of the Company</b>	October 21, 2016
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	935,970 equity shares
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	N.A.
<b>Number of Board meetings attended during the financial year 2021 - 22</b>	7 (seven)
<b>List of Directorships held in other companies</b>	Goldman Sachs
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	Nil



### Profile of Ms. Pallavi Shardul Shroff

Ms. Pallavi Shardul Shroff is an Independent Director of our Company. Ms. Shroff holds a bachelors' degree in law and a master's degree in management studies from the University of Bombay. She currently serves as the managing partner of Shardul Amarchand Mangaldas & Co. Ms. Shroff was recently conferred the 'Lifetime Achievement Award' at the Chambers India Awards 2019 and also been recognised as one of the 'most powerful women in Indian business' by Business Today, seven years in succession

<b>Name of the Director</b>	Ms. Pallavi Shardul Shroff
<b>DIN</b>	00013580
<b>Age (in years)</b>	65 years
<b>Qualification</b>	B.A., Economics Hons. (1976) Lady Shri Ram College, Delhi University; M.M.S. (1978) Jammalal Bajaj Institute of Management Studies, Bombay University; LLB (1981) Govt. Law College, Bombay University.
<b>Recognition and Awards</b>	<ul style="list-style-type: none"> <li>• <b>Litigation Star</b> for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation Asia-Pacific, 2021</li> <li>• Among the <b>Economic Times Most Promising Women Leaders of 2021</b></li> <li>• Among the <b>Top 50 Managing Partners</b> and the <b>Top 100 Individual Lawyers</b>, in the Forbes Indi, Legal Powerlist 2020</li> <li>• <b>Lawyers of India Day Award – 2020</b> by the Bar Association of India</li> <li>• <b>Star Individual</b> for Dispute Resolution by Chambers and Partners, 2020-21</li> <li>• <b>Hall of Fame</b> for Dispute Resolution by Legal 500, 2020-21</li> <li>• <b>Managing Partner of the Year</b> at the Legal Era Awards, 2021</li> <li>• <b>Lifetime Achievement Award</b> at the Chambers India Awards, 2019</li> <li>• <b>Woman Lawyer of the Year</b> at the BW Global Legal Awards, 2020</li> <li>• <b>Elite practitioner</b> for Dispute Resolution and Competition/Antitrust by Asialaw Profiles, 2020-21</li> <li>• <b>Top 100 Women in Litigation 2020</b> by Benchmark Litigation</li> <li>• <b>Thought Leader</b> for India by Who's Who Legal, 2020</li> <li>• <b>Thought Leader</b> for Competition and Litigation by Who's Who Legal, 2020</li> <li>• <b>Global Leader for Arbitration</b> by Who's Who Legal, 2019-20</li> <li>• Among <b>IBLJ's A - List</b> of India's Top 100 Lawyers &amp; 35 Legal Icons, 2019-20</li> <li>• <b>Dispute Resolution Star</b> for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation, 2019-20</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Most Powerful Women in Business Award 2019</b> by Business Today magazine, for the seventh time in a row</li> <li>• <b>Most Powerful Women in Business Award</b> by Fortune India in 2018 and 2019</li> <li>• <b>Lifetime Achievement Award</b> at the Legal Era's Indian Legal Awards 2017-18</li> <li>• <b>India Managing Partner of the Year</b> by Asian Legal Business Asia Law Awards 2017</li> <li>• <b>Disputes Star of the Year</b>, India by Asialaw, Asia-Pacific Dispute Resolution Awards, 2017</li> </ul>
<b>Remuneration sought to be paid</b>	USD 250,000 p.a. (INR equivalent 185 Lakhs*) *USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)
<b>Terms and Conditions of appointment(s)</b>	Non-Executive Independent Director, not liable to retire by rotation
<b>Justification for choosing the appointees as Independent Director</b>	Pursuant to the provisions of Section 149 (1) of the Companies Act, 2013 particular class of companies need to appoint at least one Woman Director on its Board. The Company being a Public Company with a turnover of more than Rs. 300 crores is required to comply with the above provision. Accordingly, Ms. Pallavi Shardul Shroff has been appointed as an Independent Director of the Company with effect from February 09, 2018 by the Board of Directors of the Company.
<b>Remuneration last drawn from the Company</b>	N.A.
<b>Date of first appointment on the Board of Directors of the Company</b>	February 09, 2018
<b>Shareholding in the Company (as on the date of EGM Notice)</b>	Nil
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	N.A.
<b>Number of Board meetings attended during the financial year 2021 - 22</b>	7 (seven)
<b>List of Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. Asian Paints Limited</li> <li>2. Apollo Tyres Limited</li> <li>3. InterGlobe Aviation Limited</li> <li>4. PVR Limited</li> <li>5. First Commercial Services India Private Limited</li> <li>6. Amarchand Towers Property Holdings Private Limited</li> <li>7. Baghbaan Properties Private Limited</li> <li>8. PSNSS Properties Private Limited</li> <li>9. Juniper Hotels Private Limited</li> <li>10. Aavanti Realty Private Limited</li> <li>11. First Full Services Private Limited</li> <li>12. First Universal Virtual International Arbitration Centre Private Limited</li> <li>13. UVAC Centre (India) Private Limited</li> <li>14. Amarchand Mangaldas Properties Private Limited</li> <li>15. CSEP Research Foundation</li> </ol>

	16. Singapore International Arbitration Centre (India) Private Limited
<b>Membership/ Chairmanship of Committees of Board of Directors of other companies</b>	<ul style="list-style-type: none"> <li>• <u>InterGlobe Aviation Limited</u> Stakeholders' Relationship Committee – Member</li> <li>• <u>Asian Paints Limited</u> Risk Management Committee – Member</li> <li>• <u>Apollo Tyres Limited</u> Audit Committee - Member Nomination and Remuneration Committee – Member</li> <li>• <u>Juniper Hotels Private Limited</u> Audit Committee - Member</li> </ul>

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

**I. General Information:**

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, 81.73% (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: The background details have been provided in table provided on previous pages.
2. Past Remuneration: Nil
3. Recognition or Awards: The recognition and awards have been provided in table provided in previous pages.
4. Job Profile and their suitability: The Non-Executive Independent Directors are expected to devote such time as is necessary for the proper performance of their duties and as an Independent Director and will be involved in a number of board and committee meetings each year.

The Non-Executive Independent Directors are expected to perform their duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience. The Independent Directors will have to perform all the usual duties as an independent director under Company law, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. The Non-Executive Independent Directors will be required to serve on such committees as the Board may request.

The Non-Executive Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company. Hence, there vast experience and knowledge are best suitable for the Company.

5. Remuneration Proposed : It is proposed to pay annual remuneration as mentioned in table below, for the period of three years starting from financial year 2021-22 to 2023-24:

<b>Independent Directors on Board</b>	<b>Annual Compensation (in USD)</b>	<b>Annual Compensation (INR equivalent)*</b>
Mr. Mark Schwartz	250,000	185 Lakhs
Ms. Pallavi Shardul Shroff	250,000	185 Lakhs

Mr. Ashit Ranjit Lilani	200,000	148 Lakhs
Mr. Neeraj Arora	200,000	148 Lakhs

\* USD 1 = INR 74 (The actual payout in INR may vary depending upon the applicable exchange rate as on the date of actual payment of remuneration to Non-Executive Independent Directors.)

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):

The Company has done an internal benchmarking study as well as had hired AON to do an independent benchmark study on the remuneration of Non-Executive Independent Directors. Basis these studies the proposed remuneration is close to the median remuneration paid by similar Companies and is justifiable considering the size and scale of the Company. Also the Non-Executive Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company on latest technological developments, global market trends, consumer behaviour, consumption pattern and other relevant indicators for business enhancement and product mix. Hence, the remuneration proposed to them is justified and 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: There is no pecuniary relationship of any Non-Executive Independent Directors with Company or with any managerial personnel other than remuneration proposed to be paid to the Independent Directors, as mentioned in the aforesaid resolution.

### III. Other Information:

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

**Regd. Off:**

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

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

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

**Place:** Noida, Uttar Pradesh

**Date:** August 09, 2021