

MGT-13

Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman of Extra Ordinary General Meeting ('EGM')

One 97 Communications Limited ('Company') held on Thursday, September 2, 2021 at 11.00 A.M. (IST) through video conferencing ('VC')

Dear Sir/Ma'am,

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e- voting at the EGM under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and as per MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021, on the resolution(s) mentioned in the EGM Notice dated August 9, 2021 ('Notice'). The meeting was held on Thursday, September 2, 2021 at 11:00 A.M. (IST) through VC.

I submit my report as under: -

1. The remote e-voting period commenced on Monday, August 30, 2021 at 09:00 A.M. (IST) and ended on Wednesday, September 1, 2021 at 05:00 P.M. (IST) via e-voting platform facilitated by Link Intime India Private Limited, Authorized Agency to provide e-voting facility viz.: <https://instavote.linkintime.co.in>. The Company had also provided e-voting facility to the Members who attended the EGM and eligible to vote thereat.
2. The Members of the Company as on the "cut-off" date i.e. Thursday, August 26, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolution(s) as set

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Nitesh Latwal

out in the Notice. Accordingly, only 2 (two) members, being eligible, casted their vote through remote e-voting on e-voting platform of the Authorized Agency.

3. The Authorized Agency has provided us the list of members who participated in the EGM through VC and there were 38 (thirty-eight) members who attended the meeting whereas only 30 (thirty) members casted their votes through e-voting in the EGM. Further, it is pertinent to note that duplication of voting by any member was not possible since e-voting system of the Authorized Agency did not allow any member to cast his vote in the EGM if he had already casted vote through remote e-voting.
4. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and rules thereof in respect of the resolutions contained in the Notice of EGM and providing proper facility for EGM.
5. As a scrutinizer, we have ensured the scrutiny of the e- voting at the EGM and remote e-voting process in a fair and transparent manner and have prepared a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the EGM Notice. Further, we have also ensured that the members who casted their vote either through remote e-voting or through e-voting at the EGM were eligible to vote on the basis of 'list of shareholders as on cut-off date' so provided by the Company.
6. At the commencement of the meeting, Mr. Amit Khera, Company Secretary initiated the proceedings by welcoming the members and directors of the Company. He briefed the members about the resolutions to be put forth for voting at the meeting and thereafter, the Company Secretary thanked the members and directors for joining the meeting virtually. He then announced to the members that the e-voting facility shall be kept open for the next one hour to enable the members to cast their votes through a facility (i.e. InstaMeet) provided by the said Authorized Agency.
7. After the expiry of the time allocated for e-voting, we unblocked the votes cast by the members through remote e-voting facility and votes cast at the EGM through e-voting system in the presence of two witnesses who were not in employment of the Company. Thereafter, we downloaded the Voting Summary

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Sheet and Attendance Sheet from the portal of Authorized Agency (<https://instavote.linkintime.co.in>) around 12:15 PM (noon).

8. The consolidated summary of results of e-voting at EGM and remote e-voting is annexed herewith as **Annexure- A.**
9. Based on the aforesaid results, I report that all the resolutions as contained in the Item No. 1 to 7 of Notice of the EGM of the company have been passed with requisite majority.

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**Thanking You
For PI & Associates
Company Secretaries**



**Nitesh Latwal
Partner**

**ACS No.: 32109
C P No.: 16276**

UDIN: A032109C000884730

**Date: September 3, 2021
Place: New Delhi**

SPECIAL BUSINESSES:

Resolution No. 1: To consider and adopt amendments to One97 Employee Stock Option Scheme 2019

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 1 has been approved with requisite votes.

Resolution No. 2: To consider and approve contribution to Paytm Foundation for Establishment of Air Quality Action Forum (AQAF)

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	0	0	0	Nil
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 2 has been approved with requisite votes.

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Resolution No. 3: To consider and approve revised Employment Agreement of Mr. Vijay Shekhar Sharma

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	472071670	531617514	96.8965
Votes on against of the resolution	0	17027130	17027130	3.1035
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 3 has been approved with requisite votes.

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

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	0	0	0	Nil
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 4 has been approved with requisite majority.

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

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	0	0	0	Nil
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 5 has been approved with requisite majority.

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

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	0	0	0	Nil
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 6 has been approved with requisite majority.

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

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	2	30	32	NA
Votes on favor of the resolution	59545844	489098800	548644644	100
Votes on against of the resolution	0	0	0	Nil
Invalid Votes	0	0	0	Nil
Total	59545844	489098800	548644644	100

Therefore, the Resolution No. 7 has been approved with requisite majority.

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