

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 23, 2021 at 11.00 A.M. (IST) through video conferencing ('VC')

Dear Sir,

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 31, 2021 ('Notice'). The meeting was held on Thursday, September 23, 2021 at 11:00 A.M. (IST) through VC.

I submit my report as under: -

1. The remote e-voting period commenced on Monday, September 20, 2021 at 09:00 A.M. (IST) and ended on Wednesday, September 22, 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, September 16, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the EGM on the proposed resolution as set out in the Notice. Accordingly, 7 (seven) members, being eligible, casted votes 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 out of which 26 (twenty-six) members casted their votes through e-voting at 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 at the EGM if he had already cast 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 resolution 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 resolution stated in the EGM Notice. Further, we have also ensured that the members who attended the EGM and cast their vote either through remote e-voting or through e-voting at the EGM were eligible to attend on the basis of 'list of members as on cut-off date' so provided by the Company.
6. At the commencement of the meeting, Mr. Amit Khara, Company Secretary initiated the proceedings by welcoming the members and directors of the Company. He briefed the members about the resolution to be put forth for voting at the meeting. Following this, the Company Secretary thanked the members and directors for joining the meeting virtually and thereafter announced that the e-voting facility shall be kept open for the next one hour to enable the members to cast their votes through e voting facility (i.e. **InstaMeet**) provided by the said Authorized Agency.
7. After the expiry of the time allocated for e-voting, the votes cast by the members at the EGM through e-voting system and through remote e-voting facility were downloaded from the portal of Authorized



Agency (<https://instavote.linkintime.co.in>) around 12:15 PM (noon) in the presence of two witnesses who were not in employment of the Company.

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 resolution as contained in the Item No. 1 of Notice of the EGM of the company has been passed with requisite majority.



Thanking You
For PI & Associates
Company Secretaries



Nitesh Latwal
Partner

ACS No.: 32109

C P No.: 16276

UDIN: A032109C001000351

Date: September 24, 2021
Place: New Delhi

SPECIAL BUSINESSES:

Resolution No. 1: To consider and approve transfer of Payment Aggregator business to Paytm Payments Services Limited, a wholly owned subsidiary of the Company, to comply with Reserve Bank of India guidelines, being considered as sale of undertaking under section 180(1)(a) of the Companies Act, 2013.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Remote E-voting	E-Voting at EGM	Total	
Number of Members voted	7	26	33	NA
Votes on favor of the resolution	59551566	489614965	549166531	100
Votes on against of the resolution	Nil	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil	Nil
Total	59551566	489614965	549166531	100

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

