

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to****The Board of Directors****One 97 Communications Limited****One Skymark, Tower-D, Plot No. H-10B****Sector-98, Noida 201304, Uttar Pradesh**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of One 97 Communications Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures for the quarter ended September 30, 2023 and year to date from April 01, 2023 to September 30, 2023 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities listed in Annexure A



5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. **Emphasis of Matter**
- a) We draw attention to Note 7 (a) to the Financial Results which describes that the Company's subsidiary application for authorization to set up Payment System, to the Department of Payment and Settlement Systems, Reserve Bank of India ("RBI"), is in process due to the reasons stated in the said note. Accordingly, no adjustment has been made by the management in these Unaudited consolidated financial results. Our conclusion is not modified in respect of this matter.
- b) We draw attention to Note 7 (b) to the Financial Results regarding progress on the Comprehensive Systems IT Audit (RBI) report received during the year ended March 31, 2023, recommending strengthening of KYC/AML at the Paytm Payment Bank Limited, an Associate of the Company. A penalty as stated in the said note has been levied by the RBI and the supervisory engagement with RBI is still in progress in respect of restrictions imposed on the onboarding of new customers and compliance with related remedial actions. Our conclusion is not modified in respect of this matter.
7. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:
- 4 subsidiaries, whose unaudited interim financial results include total assets of Rs. 14,140 million as at September 30, 2023, total revenues of Rs 645 million and Rs 1,421 million, total net loss after tax of Rs. 1,070 million and Rs. 1,202 million, total comprehensive loss of Rs. 332 million and Rs. 1,214 million, for the quarter ended September 30, 2023 and the period ended on that date respectively, and net cash inflows of Rs. 51 million for the period from April 01, 2023 to September 30, 2023, as considered in the Statement which have been reviewed by their respective independent auditors.
 - 1 associate, whose unaudited interim financial results include Group's share of net profit/(loss) of Rs. 26 million and Rs. (118) million and Group's share of total comprehensive income/(loss) of Rs. 26 million and Rs. (123) million for the quarter ended September 30, 2023 and for the period from April 01, 2023 to September 30, 2023 respectively, as considered in the Statement whose interim financial results, other financial information have been reviewed by their respective independent auditors.
- The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries, joint ventures and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.
8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of:
- 20 subsidiaries, whose interim financial results reflect total assets of Rs 4851 million as at September 30, 2023, and total revenues of Rs 329 million and Rs 500 million, total net profit/(loss) after tax of Rs.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

68 million and Rs. (33) million, total comprehensive income/(loss) of Rs. 68 million and Rs. (34) million, for the quarter ended September 30, 2023 and the period ended on that date respectively and net cash outflows of Rs. 63 million for the period from April 01, 2023 to September 30, 2023.

- 9 associates and 2 joint ventures, whose interim financial results includes the Group's share of net loss of Rs. 17 million and Rs 54 million and Group's share of total comprehensive loss of Rs. 17 million and Rs. 54 million for the quarter ended September 30, 2023 and for the period ended on that date respectively.

The unaudited interim financial results and other unaudited financial information of these subsidiaries, joint ventures, and associates have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, joint ventures and associates, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 7 and 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

9. The comparative Ind AS financial information of the Group, its associates and joint ventures for the quarter ended June 30, 2023, corresponding quarter and period ended September 30, 2022, included in these consolidated Ind AS financial results, were reviewed by the predecessor auditor, who expressed an unmodified conclusion on those consolidated financial results on July 21, 2023 and November 07, 2022 respectively and the Ind AS consolidated financial statements of the Group, its associates and joint ventures for the year ended March 31, 2023, were audited by predecessor auditor, who expressed an unmodified opinion on those consolidated financial statements on May 05, 2023.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per Yogender Seth

Partner

Membership No.: 094524

UDIN: 23094524BGYIDF6524

Place: Bengaluru

Date: October 20, 2023



List of Entities

I. Subsidiaries (Direct)

1. One97 Communications India Limited
2. Wasteland Entertainment Private Limited
3. Mobiquest Mobile Technologies Private Limited ('MQ')
4. Urja Money Private Limited ('Urja')
5. Little Internet Private Limited ('Little')
6. Paytm Entertainment Limited
7. Paytm Money Limited
8. Orbgen Technologies Private Limited
9. Paytm Services Private Limited
10. Paytm Payments Services Limited
11. Paytm Insurance Broking Private Limited
12. One97 Communications Nigeria Limited
13. One97 Communications FZ-LLC
14. One97 Communications Singapore Private Limited ('OCSPL')
15. One97 USA Inc.

II. Subsidiaries (Indirect)

1. One97 Communications Rwanda Private Limited (subsidiary of OCSPL)
2. One97 Communications Tanzania Private Limited (subsidiary of OCSPL)
3. One97 Communications Bangladesh Private Limited (subsidiary of OCSPL)
4. One97 Uganda Limited (subsidiary of OCSPL)
5. One97 Ivory Coast SA (subsidiary of OCSPL)
6. One97 Benin SA (subsidiary of OCSPL)
7. Paytm Labs Inc. (subsidiary of OCSPL)
8. One97 Communications Malaysia Sdn. Bhd. (subsidiary of OCSPL)
9. One Nine Seven Communication Nepal Private Limited (subsidiary of OCSPL)
10. One Nine Seven Digital Solutions Limited (subsidiary of OCSPL)
11. One Nine Seven Communications Saudi Arabia For Communication and Information Technology (subsidiary of OCSPL)
12. Xceed IT Solution Private Limited (subsidiary of MQ)
13. Nearbuy India Private Limited (subsidiary of Little)
14. Fincollect Services Private Limited (subsidiary of Urja)

III. Associates (Direct)

1. Paytm Payments Bank Limited
2. Paytm Insuretech Private Limited (Formerly known as QoRQL Private Limited)
3. Paytm General Insurance Limited
4. Paytm Life Insurance Limited
5. Paytm Financial Services Limited ('PFSL')
6. Infinity Transoft Solution Private Limited
7. Eatgood Technologies Private Limited
8. Socomo Technologies Private Limited



IV. Associates (Indirect)

1. Foster Payment Networks Private Limited (subsidiary of PFSL)
2. Admirable Software Limited (subsidiary of PFSL)

V. Joint Ventures of Paytm Entertainment limited (Indirect)

1. First Games Technology Private Limited (Formerly known as Paytm First Games Private Limited ('FG'))
2. First Games Singapore Pte. Ltd. (formerly known as Paytm First Games Singapore Pte. Ltd.) (wholly owned subsidiary of FG)
3. Bluefield Technology Beijing Co. Ltd. (formerly known as Paytm Technology Beijing Co. Ltd.) (wholly owned subsidiary of FG)



Statement of Unaudited Consolidated Financial Results for the quarter and half year ended September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	Quarter Ended			Half Year Ended		Year Ended
	September 30, 2023	June 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Income						
Revenue from operations	25,186	23,416	19,140	48,602	35,936	79,903
Other income	1,439	1,226	996	2,665	2,016	4,097
Total income	26,625	24,642	20,136	51,267	37,952	84,000
Expenses						
Payment processing charges	8,167	7,666	7,458	15,833	14,396	29,577
Marketing and promotional expenses	2,528	2,653	3,275	5,181	6,456	10,764
Employee benefits expense#	11,915	11,061	9,441	22,976	18,558	37,783
Software, cloud and data centre expenses	1,553	1,550	1,728	3,103	3,350	6,939
Depreciation and amortization expense	1,801	1,591	1,043	3,392	2,015	4,853
Finance costs	70	67	53	137	108	233
Other expenses	3,333	3,413	2,616	6,746	4,893	11,155
Total expenses	29,367	28,001	25,614	57,368	49,776	101,304
Loss before share of loss of associates / joint ventures, exceptional items and tax	(2,742)	(3,359)	(5,478)	(6,101)	(11,824)	(17,304)
Share of profit/(loss) of associates / joint ventures	9	(181)	(92)	(172)	(152)	(125)
Loss before exceptional items and tax	(2,733)	(3,540)	(5,570)	(6,273)	(11,976)	(17,429)
Exceptional items (refer note 4)	(57)	-	-	(57)	-	-
Loss before tax	(2,790)	(3,540)	(5,570)	(6,330)	(11,976)	(17,429)
Income Tax expense						
Current tax	121	56	130	177	178	351
Deferred tax expense/ (credit)	6	(12)	15	(6)	15	(15)
Total Tax expense	127	44	145	171	193	336
Loss for the period / year	(2,917)	(3,584)	(5,715)	(6,501)	(12,169)	(17,765)
Other comprehensive income						
Items that will not be reclassified to profit or loss in subsequent period / year						
Re-measurement losses on defined benefit plans	(3)	(66)	(10)	(69)	(48)	(41)
Changes in fair value of equity instruments at FVTOCI (Refer note 8)	(113)	(748)	(230)	(861)	(1,052)	902
Share of other comprehensive income of associates / joint ventures	*	(6)	-	(6)	-	128
Income tax relating to re-measurement losses on defined benefit plans	(1)	-	-	(1)	-	-
Items that may be reclassified to profit or loss in subsequent period / year						
Exchange differences on translation of foreign operations	40	(128)	12	(88)	161	1,093
Total other comprehensive income/ (loss) for the period / year	(77)	(948)	(228)	(1,025)	(939)	2,082
Total comprehensive loss for the period / year	(2,994)	(4,532)	(5,943)	(7,526)	(13,108)	(15,683)
Loss for the period / year						
Attributable to:						
Owners of the parent	(2,905)	(3,570)	(5,711)	(6,475)	(12,155)	(17,759)
Non-controlling interests	(12)	(14)	(4)	(26)	(14)	(6)
Other comprehensive income/(loss) for the period / year	(2,917)	(3,584)	(5,715)	(6,501)	(12,169)	(17,765)
Attributable to:						
Owners of the parent	(77)	(948)	(228)	(1,025)	(939)	2,082
Non-controlling interests	*	*	*	*	*	*
Total comprehensive loss for the period / year	(77)	(948)	(228)	(1,025)	(939)	2,082
Attributable to:						
Owners of the parent	(2,982)	(4,518)	(5,939)	(7,500)	(13,094)	(15,677)
Non-controlling interests	(12)	(14)	(4)	(26)	(14)	(6)
Paid up equity share capital	635	634	649	635	649	634
Face value of the share (INR)	1	1	1	1	1	1
Other equity						129,522
Earnings per share (not annualised for quarters & half year)						
Basic	(5)	(6)	(9)	(10)	(19)	(27)
Diluted	(5)	(6)	(9)	(10)	(19)	(27)
#includes Share based payment expenses	3,846	3,767	3,711	7,613	7,303	14,558
See accompanying notes to the Unaudited Consolidated Financial Results						

*Amount below rounding off norms adopted by the Group



S.R. Batliboi & Associates LLP, Gurugram

for Identification

Unaudited Consolidated Statement of Assets and Liabilities as at September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	As at September 30, 2023	As at March 31, 2023
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	9,557	8,293
Right-of-use-assets	2,660	2,883
Capital work-in-progress	71	72
Goodwill	443	443
Other intangible assets	440	469
Intangible assets under development	39	42
Financial assets		
Investment in joint ventures	-	-
Investment in associates	2,380	2,518
Other investments	20,561	13,247
Loans	1,540	1,507
Other financial assets	17,807	1,237
Current tax assets	6,519	5,769
Deferred tax assets	91	85
Other non-current assets	3,565	3,202
Total Non-Current Assets	65,673	39,767
Current assets		
Financial assets		
Other investments	18,167	11,206
Trade receivables	12,448	12,528
Cash and cash equivalents	21,515	33,120
Bank balances other than cash and cash equivalents	22,028	37,275
Loans	49	57
Other financial assets	42,483	33,427
Other current assets	9,157	12,278
Total Current Assets	125,847	139,891
TOTAL ASSETS	191,520	179,658
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	635	634
Other equity	129,895	129,522
Equity attributable to owners of the parent	130,530	130,156
Non-controlling interests	(253)	(227)
Total Equity	130,277	129,929
LIABILITIES		
Non-current liabilities		
Financial liabilities		
Lease liabilities	1,724	1,876
Contract liabilities	1,611	2,367
Provisions	789	617
Total Non-Current Liabilities	4,124	4,860
Current liabilities		
Financial liabilities		
Borrowings	-	20
Lease liabilities	309	337
Trade payables		
(a) Total Outstanding dues of micro and small enterprises	356	417
(b) Total Outstanding dues other than (a) above	8,165	8,172
Other financial liabilities	40,424	27,631
Contract liabilities	2,597	2,528
Other current liabilities	3,209	4,189
Provisions	2,059	1,575
Total Current Liabilities	57,119	44,869
Total Liabilities	61,243	49,729
TOTAL EQUITY AND LIABILITIES	191,520	179,658



See accompanying notes to the Unaudited Consolidated Financial Results

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Unaudited Consolidated Statement of Cash Flows for half year ended September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	Half year ended	
	September 30, 2023	September 30, 2022
	(Unaudited)	(Unaudited)
Cash flow from operating activities:		
Loss before tax	(6,330)	(11,976)
Depreciation and amortization expense	3,392	2,015
Interest income	(1,537)	(1,542)
Interest Income on unwinding of discount - financial assets measured at amortized cost	(730)	(46)
Interest on borrowing at amortized cost	*	1
Interest and finance charges on lease liabilities	89	97
Gain on lease termination/ modification	(1)	-
Exchange differences (net)	98	-
Trade receivables/ advances written off	27	12
Provision for advances#	660	105
Loss allowance for financial assets	36	399
Liabilities no longer required written back	(70)	(62)
Property, plant and equipment and intangible assets written off	1	3
Share based payment expenses	7,613	7,303
Provision for employee incentive	(2)	(5)
Share of result of associates/ joint ventures	172	152
Fair value gain on financial instruments measured at FVTPL (net)	(390)	(257)
Profit on sale of property, plant and equipment (net)	(4)	(25)
Operating profit/(loss) before working capital changes	3,024	(3,826)
Working capital adjustments:		
Increase/(decrease) in trade payables	(161)	787
Increase/(decrease) in provisions	510	399
Increase /(decrease) in other current liabilities and contract liabilities	(1,669)	(1,990)
Increase/(decrease) in other financial liabilities	12,997	6,348
(Increase)/decrease in trade receivables	(16)	(3,665)
(Increase)/decrease in other financial assets	(8,596)	1,108
(Increase)/decrease in other current and non-current assets	2,440	3,419
Cash generated from operations	8,529	2,580
Tax paid, net of refunds	(863)	(1,041)
Net cash inflow from operating activities (A)	7,666	1,539
Cash flow from/ (used in) investing activities		
Purchase of property, plant and equipment (including intangible assets, intangible assets under development, capital work-in-progress and capital advances)	(4,811)	(3,158)
Proceeds from sale of property, plant and equipment	35	54
Investment in fixed and other deposits with bank	(26,401)	(8,706)
Proceeds from maturity of bank deposits	25,117	31,940
Proceeds from repayment of inter corporate loans	10	475
Inter corporate loans given	-	(10)
Payment for purchase of non-current investments	(8,156)	(350)
Proceeds from sale of current investments	109,816	161,025
Payment for purchase of current investments	(116,022)	(179,903)
Interest received	1,248	718
Net cash inflow/ (outflow) from investing activities (B)	(19,164)	2,085
Cash flow from/ (used in) financing activities		
Proceeds from issue of shares (including securities premium)	4	3
Share application money received during the period (pending allotment)	1	*
Received on recharge of ESOP cost to associates	79	-
Interest paid	(90)	(98)
Principal elements of lease payments	(166)	(247)
Net cash outflow from financing activities (C)	(172)	(342)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(11,670)	3,282
Cash and cash equivalents at the beginning of the period	33,100	13,790
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	85	(15)
Cash and cash equivalents at the end of the period	21,515	17,057
Cash and cash equivalents as per above comprises of following	September 30, 2023	September 30, 2022
Cash on hand	*	*
Balance with banks		
- On current accounts	18,311	14,013
- Deposits with original maturity of less than 3 months	3,204	3,062
Cash and cash equivalents	21,515	17,076
Bank overdraft	-	(19)
Cash and cash equivalents for the purpose of statement of cash flows	21,515	17,057

*Amount below rounding off norms adopted by the Group

Includes INR 57 million disclosed under exceptional item (refer note 4)

See accompanying notes to the Unaudited Consolidated Financial Results



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One 97 Communications Limited
Notes to the Unaudited Consolidated Financial Results

1. The Statement of Unaudited Consolidated Financial Results has been prepared in accordance with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India and presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'). The Statement of Unaudited Consolidated Financial Results of the Company and its subsidiaries (collectively "the Group") and its interest in associates and joint ventures have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on October 20, 2023. The Statutory Auditors of the Company have carried out Limited Review of the aforesaid results.
2. The Group is engaged in different business units, including payment and financial services, commerce and cloud services and the Board of Directors (Chief Operating Decision Maker "CODM") reviews the information at the revenue level and does not allocate operating costs and expenses, assets and liabilities across business units, as the CODM does not use such information to allocate resources or evaluate the performance of the business units. Allocation of resources and assessment of financial performance is done at the consolidated level. The way the CODM reviews the performance, management of the Group has concluded that the Group constitutes a single segment as per Ind AS 108 'Operating Segments'. Hence, no separate disclosure is required for segments.
3. During the previous year, the Board of Directors at its meeting held on December 13, 2022 had approved buy-back of equity shares amounting to INR 8,500 million (Maximum buy-back size, excluding transaction costs and tax on buy-back) at a price not exceeding INR 810 per equity share (Maximum buy-back price). The buy-back was offered to the equity shareholders of the Company under the open market route through the stock exchanges.

The buyback of equity shares commenced on December 21, 2022 and was completed on February 13, 2023. Accordingly, during this period, the Company had bought back 15,566,746 Equity Shares at an average price of INR 545.93 per Equity Share aggregating to INR 8,498 million (99.98% of the Maximum Buyback Size) and subsequently these shares have been extinguished.

Consequent to the said buy-back, the equity share capital had been reduced by INR 16 million and an equivalent amount had been transferred from securities premium account to capital redemption reserve. Further, INR 10,545 million had been debited to the securities premium account on account of premium on shares bought back, related transaction costs and related taxes.

4. Exceptional item for the quarter ended September 30, 2023 represents amounts provided for due to voluntary insolvency proceeding admitted for one of Company's customer.



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One 97 Communications Limited
Notes to the Unaudited Consolidated Financial Results

5. Details of utilisation of net Initial Public Offer (IPO) proceeds of INR 81,194 million, are as follows:

(Amounts in INR Million)

S. No	Objects of the issue	Amount as proposed in Offer Document	Amount Utilised up to September 30, 2023	Amount Un-utilised as on September 30, 2023
1	Growing and strengthening our Paytm ecosystem, including through acquisition and retention of consumers and merchants and providing them with greater access to technology and financial services	43,000		3,334
	i) Marketing and promotional expenses		7,041	
	ii) Expanding our merchant base and deepening our partnership with our merchants		15,713	
	iii) Strengthening and expanding our technology powered payments platform		16,912	
	Total (A)	43,000	39,666	3,334
2	Investing in new business initiatives, acquisitions and strategic partnerships	20,000		20,000
	i) Investments in new business initiatives			
	a) Payment Services		-	
	b) Commerce and cloud services		-	
	c) Financial Services		-	
	ii) Investments in acquisitions and strategic partnerships		-	
	Total (B)	20,000	-	20,000
3	General corporate purposes*	18,194	13,028	5,166
	Total (C)	18,194	13,028	5,166
	Total (A+B+C)	81,194*	52,694	28,500

* During the previous quarter ended June 30, 2023, un-utilised IPO issue expenses of INR 60 million has been transferred to net IPO proceeds, thereby increasing it from INR 81,134 million to INR 81,194 million and earmarked for general corporate purposes in accordance with the Objects of the Offer.

Net IPO proceeds which were un-utilised as at September 30, 2023 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

6. Previous year/period results have been audited/reviewed by a firm of Chartered Accountants other than S.R. Batliboi & Associates LLP.



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One 97 Communications Limited
Notes to the Unaudited Consolidated Financial Results

7. Notes given by the subsidiary and associate in their respective Unaudited Special Purpose Interim Condensed Financial Statements/Information:

a) Paytm Payments Services Limited (Subsidiary):

“The Company filed an application for authorization to set up Payment System (‘PA application’) under sub-section (1) of Section 5 of the Payment and Settlement Systems Act, 2007 with the Department of Payment and Settlement Systems, Reserve Bank of India (“RBI”) on January 8, 2021, in response to which, the Company received a letter from the RBI on November 25, 2022. As per the letter, the Company was required to obtain necessary approval for past downward investment from its parent company, One 97 Communications Limited (“OCL”), in compliance with Foreign Direct Investment (“FDI”) Guidelines and resubmit the PA application within 120 calendar days. Pursuant to the aforesaid, the Company had applied to the requisite government authorities seeking approval for the past downward investment made by OCL on December 14, 2022, which is still under process.

Further, the Company had received an extension of time from RBI, vide its letter dated March 23, 2023, for resubmission of the application. As per RBI's letter, the Company can continue with the online payment aggregation business (except that the Company cannot onboard new merchants), while it awaits approval from Government of India (‘GoI’) for past downward investment from OCL into the Company and needs to resubmit the PA application within 15 days of receipt of the approval from GoI and to inform RBI immediately, if any adverse decision is taken by the GoI.

Management has assessed that this does not have a material impact on the financial results and the business and revenues since the communication from RBI is applicable only to onboarding of new merchants. Accordingly, no adjustment has been made in these financial results.”

b) Paytm Payments Bank Limited (Associate):

“During FY2022, pursuant to a supervisory process, RBI directed the Bank to stop the onboarding of new customer’s w.e.f. March 11, 2022. During FY 2023, RBI appointed an external auditor for conducting a comprehensive systems audit of the Bank. On October 21, 2022 the Bank received the final report thereof from RBI outlining the need for continued strengthening of IT outsourcing processes and operational risk management, including KYC/AML at the Bank. Pursuant to a supervisory engagement thereafter, RBI recommended remediating action steps (including further steps to be taken by the Bank) in a time bound manner. The Bank has submitted the compliance to these instructions of RBI. The RBI has levied a penalty amounting to Rs. 5.39 Crores on the Bank in respect of above vide RBI order dated October 12, 2023. The supervisory engagement with RBI (in respect of restrictions imposed on on-boarding of new customers since March 11, 2022, and compliance with related remedial actions) is still in progress.”

8. Changes in fair value of equity instruments at FVTOCI represents the fair value gain and related foreign exchange component on investments in stock acquisition rights of PayPay Corporation which are held by a subsidiary company.

**For and on behalf of Board of Directors of
One 97 Communications Limited**



Vijay Shekhar Sharma
Chairman, Managing Director and CEO
Place: Bengaluru
Date: October 20, 2023

S.R. Batliboi & Associates LLP, Gurugram

for Identification

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to****The Board of Directors****One 97 Communications Limited****One Skymark, Tower-D, Plot No. H-10B****Sector-98, Noida 201304, Uttar Pradesh**

1. We have reviewed the accompanying statement of unaudited standalone financial results of One 97 Communications Limited (the "Company") for the quarter ended September 30, 2023 and year to date from April 01, 2023 to September 30, 2023 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

5. The comparative Ind AS financial information of the Company for the quarter ended June 30, 2023, corresponding quarter and period ended September 30, 2022, included in these unaudited standalone financial results, were reviewed by the predecessor auditor who expressed an unmodified conclusion vide their report dated July 21, 2023, and November 07, 2022, respectively and the Ind AS financial statements of the Company for the year ended March 31, 2023, were audited by predecessor auditor who expressed an unmodified opinion on those financial statements on May 05, 2023.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per Yogender Seth

Partner

Membership No.: 094524

UDIN: 23094524BGYIDE5158

Place: Bengaluru

Date: October 20, 2023



Statement of Unaudited Standalone Financial Results for the quarter and half year ended September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	Quarter Ended			Half Year Ended		Year Ended
	September 30, 2023	June 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Income						
Revenue from operations	19,803	18,446	14,044	38,249	26,498	60,277
Other income	1,307	1,274	858	2,581	1,871	3,994
Total income	21,110	19,720	14,902	40,830	28,369	64,271
Expenses						
Payment processing charges	4,773	4,494	4,078	9,267	8,071	17,140
Marketing and promotional expenses	2,220	2,347	2,956	4,567	5,832	9,516
Employee benefits expense#	10,506	9,707	8,014	20,213	15,650	32,584
Software, cloud and data centre expenses	1,460	1,290	1,677	2,750	3,199	6,545
Depreciation and amortization expense	1,765	1,558	997	3,323	1,923	4,696
Finance costs	67	65	50	132	102	219
Other expenses	3,499	3,567	3,018	7,066	5,760	11,499
Total expenses	24,290	23,028	20,790	47,318	40,537	82,199
Loss before exceptional items and tax	(3,180)	(3,308)	(5,888)	(6,488)	(12,168)	(17,928)
Exceptional items (refer note 4)	(57)	(20)	-	(77)	-	(630)
Loss before tax	(3,237)	(3,328)	(5,888)	(6,565)	(12,168)	(18,558)
Income Tax expense						
Current tax	-	-	-	-	-	-
Total Tax expense	-	-	-	-	-	-
Loss for the period / year	(3,237)	(3,328)	(5,888)	(6,565)	(12,168)	(18,558)
Other comprehensive income						
Items that will not be reclassified to profit or loss in subsequent period / year						
Re-measurement losses on defined benefit plans	(9)	(56)	(5)	(65)	(39)	(23)
Total other comprehensive loss for the period / year	(9)	(56)	(5)	(65)	(39)	(23)
Total comprehensive loss for the period / year	(3,246)	(3,384)	(5,893)	(6,630)	(12,207)	(18,581)
Paid up equity share capital	635	634	649	635	649	634
Face value of the share (INR)	1	1	1	1	1	1
Other equity						122,233
Earnings per share (not annualised for quarters & half year)						
Basic	(5)	(5)	(9)	(10)	(19)	(29)
Diluted	(5)	(5)	(9)	(10)	(19)	(29)
#includes Share based payment expenses	3,624	3,580	3,470	7,204	6,824	13,799
See accompanying notes to the Unaudited Standalone Financial Results						



S.R. Batliboi & Associates LLP, Gurugram

for Identification

One 97 Communications Limited

Unaudited Standalone Statement of Assets and Liabilities as at September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	As at September 30, 2023	As at March 31, 2023
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	9,431	8,138
Right-of-use-assets	2,594	2,795
Capital work-in-progress	68	71
Intangible assets	374	438
Intangible assets under development	29	4
Financial assets		
Investment in subsidiaries	11,258	10,776
Investment in associates	2,048	2,081
Other investments	9,934	1,582
Loans	1,571	1,536
Other financial assets	18,556	2,243
Current tax assets	5,840	5,325
Other non-current assets	3,509	3,198
Total Non-Current Assets	65,212	38,187
Current assets		
Financial assets		
Other investments	17,045	10,495
Trade receivables	11,913	11,421
Cash and cash equivalents	17,460	30,029
Bank balances other than cash and cash equivalents	17,811	33,092
Loans	275	370
Other financial assets	30,006	22,522
Other current assets	6,701	10,248
Total Current Assets	101,211	118,177
TOTAL ASSETS	166,423	156,364
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	635	634
Other equity	123,471	122,233
Total Equity	124,106	122,867
LIABILITIES		
Non-current liabilities		
Financial liabilities		
Lease liabilities	1,649	1,799
Contract liabilities	1,611	2,367
Provisions	672	533
Total Non-Current Liabilities	3,932	4,699
Current liabilities		
Financial liabilities		
Lease liabilities	271	267
Trade payables		
(a) Total Outstanding dues of micro and small enterprises	330	397
(b) Total Outstanding dues other than (a) above	7,269	7,437
Other financial liabilities	23,689	13,525
Contract liabilities	2,473	2,353
Other current liabilities	2,623	3,426
Provisions	1,730	1,393
Total Current Liabilities	38,385	28,798
Total Liabilities	42,317	33,497
TOTAL EQUITY AND LIABILITIES	166,423	156,364

See accompanying notes to the Unaudited Standalone Financial Results



S.R. Batliboi & Associates LLP, Gurugram

for Identification

Unaudited Standalone Statement of Cash Flows for the half year ended September 30, 2023

(Amounts in INR Million, unless otherwise stated)

Particulars	Half year ended	
	September 30, 2023	September 30, 2022
	(Unaudited)	(Unaudited)
Cash flow from operating activities:		
Loss before tax	(6,565)	(12,168)
Adjustments for		
Depreciation and amortization expense	3,323	1,923
Interest income	(1,329)	(1,476)
Interest Income on unwinding of discount - financial assets measured at amortized cost	(807)	(139)
Interest on borrowing at amortized cost	-	*
Interest and finance charges on lease liabilities	85	93
Gain on lease termination/ modification	(1)	-
Trade receivables/ advance written off	27	12
Provision for advances#	643	105
Loss allowance for financial assets	48	368
Provision for impairment of investments in associate (refer note 4)	20	-
Liabilities no longer required written back	(70)	(2)
Property, plant and equipment and intangible assets written off	1	2
Share based payment expenses	7,204	6,824
Provision for employee incentive	(2)	(5)
Fair value gain on financial instruments measured at FVTPL (net)	(336)	(200)
Profit on sale of property, plant and equipment (net)	(4)	(26)
Operating profit/(loss) before working capital changes	2,237	(4,689)
Working capital adjustments:		
Increase/(decrease) in trade payables	(232)	614
Increase/(decrease) in provisions	411	344
Increase/(decrease) in other current liabilities and contract liabilities	(1,439)	(1,964)
Increase/(decrease) in other financial liabilities	10,363	7,234
(Increase)/decrease in trade receivables	(598)	(3,395)
(Increase)/decrease in other financial assets	(7,247)	(155)
(Increase)/decrease in other current and non-current assets	2,922	3,123
Cash generated from operations	6,417	1,112
Tax paid, net of refunds	(515)	(655)
Net cash inflow from operating activities (A)	5,902	457
Cash flow from/ (used) in investing activities:		
Purchase of property, plant and equipment (including intangible assets, intangible assets under development, capital work-in-progress and capital advances)	(4,780)	(3,131)
Proceeds from sale of property, plant and equipment	36	54
Proceeds from sale of online payment aggregator business	568	568
Investment in fixed and other deposits with bank	(25,938)	(7,603)
Proceeds from maturity of bank deposits	24,469	30,401
Proceeds from repayment of inter corporate loans	317	475
Inter corporate loans given	(200)	-
Payment for purchase of non-current investments	(8,176)	(350)
Proceeds from sale of current investments	87,344	160,919
Payment for purchase of current investments	(93,177)	(179,663)
Interest received	1,080	664
Net cash inflow/ (outflow) from investing activities (B)	(18,457)	2,334
Cash flow from/ (used) in financing activities:		
Proceeds from issue of shares (including securities premium)	4	3
Share application money received during the period (pending allotment)	1	*
Received on recharge of ESOP cost to subsidiaries and associates	195	-
Interest paid	(85)	(93)
Principal elements of lease payments	(129)	(209)
Net cash outflow from financing activities (C)	(14)	(299)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(12,569)	2,492
Cash and cash equivalents at the beginning of the period	30,029	10,664
Cash and cash equivalents at the end of the period	17,460	13,156
Cash and cash equivalents as per above comprises of following	September 30, 2023	September 30, 2022
Cash on hand	*	*
Balance with banks		
- On current accounts	17,460	11,906
- Deposits with original maturity of less than 3 months	-	1,250
Cash and cash equivalents for the purpose of statement of cash flows	17,460	13,156

*Amount below rounding off norms adopted by the Company

Includes INR 57 million disclosed under exceptional item (refer note 4)

See accompanying notes to the Unaudited Standalone Financial Results



S.R. Batibol & Associates LLP, Gurugram

for Identification

One 97 Communications Limited
Notes to the Unaudited Standalone Financial Results

1. The Statement of Unaudited Standalone Financial Results has been prepared in accordance with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the “Act”) and other accounting principles generally accepted in India and presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”). The Statement of Unaudited Standalone Financial Results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on October 20, 2023. The Statutory Auditors of the Company have carried out Limited Review of the aforesaid results.
2. The Company is engaged in different business units, including payment and financial services, commerce and cloud services and the Board of Directors (Chief Operating Decision Maker “CODM”) reviews the information at the revenue level and does not allocate operating costs and expenses, assets and liabilities across business units, as the CODM does not use such information to allocate resources or evaluate the performance of the business units. The way the CODM reviews the performance, management of the Company has concluded that it constitutes a single segment as per Ind AS 108 'Operating Segments'. Hence, no separate disclosure is required for segments.
3. During the previous year, the Board of Directors at its meeting held on December 13, 2022 had approved buy-back of equity shares amounting to INR 8,500 million (Maximum buy-back size, excluding transaction costs and tax on buy-back) at a price not exceeding INR 810 per equity share (Maximum buy-back price). The buy-back was offered to the equity shareholders of the Company under the open market route through the stock exchanges.

The buyback of equity shares commenced on December 21, 2022 and was completed on February 13, 2023. Accordingly, during this period, the Company had bought back 15,566,746 Equity Shares at an average price of INR 545.93 per Equity Share aggregating to INR 8,498 million (99.98% of the Maximum Buyback Size) and subsequently these shares have been extinguished.

Consequent to the said buy-back, the equity share capital had been reduced by INR 16 million and an equivalent amount had been transferred from securities premium account to capital redemption reserve. Further, INR 10,545 million had been debited to the securities premium account on account of premium on shares bought back, related transaction costs and related taxes.

4. Exceptional item for the quarter ended September 30, 2023 represents provisions due to voluntary insolvency proceeding admitted for one of Company’s customer, for the quarter ended June 30, 2023 and year ended March 31, 2023 represents provision for impairment of investment in associate and subsidiaries.



S.R. Batliboi & Associates LLP, Gurugram

for Identification

One 97 Communications Limited
Notes to the Unaudited Standalone Financial Results

5. Details of utilisation of net Initial Public Offer (IPO) proceeds of INR 81,194 million, are as follows:

(Amounts in INR Million)

S. No	Objects of the issue	Amount as proposed in Offer Document	Amount Utilised up to September 30, 2023	Amount Un-utilised as on September 30, 2023
1	Growing and strengthening our Paytm ecosystem, including through acquisition and retention of consumers and merchants and providing them with greater access to technology and financial services	43,000		3,334
	i) Marketing and promotional expenses		7,041	
	ii) Expanding our merchant base and deepening our partnership with our merchants		15,713	
	iii) Strengthening and expanding our technology powered payments platform		16,912	
	Total (A)	43,000	39,666	3,334
2	Investing in new business initiatives, acquisitions and strategic partnerships	20,000		20,000
	i) Investments in new business initiatives			
	a) Payment Services		-	
	b) Commerce and cloud services		-	
	c) Financial Services		-	
	ii) Investments in acquisitions and strategic partnerships		-	
	Total (B)	20,000	-	20,000
3	General corporate purposes*	18,194	13,028	5,166
	Total (C)	18,194	13,028	5,166
	Total (A+B+C)	81,194*	52,694	28,500

*During the previous quarter ended June 30, 2023, un-utilised IPO issue expenses of INR 60 million has been transferred to net IPO proceeds, thereby increasing it from INR 81,134 million to INR 81,194 million and earmarked for general corporate purposes in accordance with the Objects of the Offer.

Net IPO proceeds which were un-utilised as at September 30, 2023 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

6. Previous year/period results have been audited/reviewed by a firm of Chartered Accountants other than S.R. Batliboi & Associates LLP.

For and on behalf of Board of Directors of
One 97 Communications Limited

Vijay Shekhar Sharma

Chairman, Managing Director and CEO

Place: Bengaluru

Date: October 20, 2023



S.R. Batliboi & Associates LLP, Gurugram

for Identification