



## One 97 Communications Limited

CIN: L72200DL2000PLC108985

**Registered Office:** First Floor, Devika Tower, Nehru Place, New Delhi - 110019, Delhi

**Corporate Office:** One Skymark, Tower - D, Plot No. H - 10B, Sector - 98, Noida - 201304, Uttar Pradesh

**Telephone No.:** +91 - 120 - 4770 770; **Fax:** +91 - 120 - 4770 771

**Email:** [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com); **Website:** [www.paytm.com](http://www.paytm.com)

### Postal Ballot Notice

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred to as the "MCA Circulars") and other applicable laws, rules and regulations, if any, the Resolutions set forth below, being unavoidable in nature, are proposed to be passed by the members of One 97 Communications Limited ("Company") through Postal Ballot, **only by way of voting through electronics means ("remote e-voting")**. Communication of assent/ dissent of the members on the resolutions proposed in this postal ballot notice ("Notice") will only take place through the remote e-voting system.

In accordance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement and remote e-voting instructions, only through electronic mode to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owner maintained by the Depositories as on **October 14, 2022 ("cut-off date")**. In case the e-mail address of any member is not registered with the Company/ Depositories, please follow the process provided in the notes to this Notice.

The remote e-voting shall commence on **Saturday, October 22, 2022 from 9:00 A.M. (IST)** onwards. Members are requested to cast their vote through the remote e-voting at any time **before Sunday, November 20, 2022, 5:00 P.M. (IST)** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

The Notice shall also be uploaded on the website of the Company at [www.paytm.com/investor-relations](http://www.paytm.com/investor-relations), on the website of Link Intime India Private Limited, the Company's Registrar and Transfer Agent at <https://instavote.linkintime.co.in> and on the websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).

The detailed explanatory statement under Section 102 of the Act setting out the material facts relating to the resolutions and instructions for remote e-voting are annexed to this Notice.

#### Special Business

**1. Approval for appointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN: 00361030), as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules framed thereunder, Regulation 16, 17, 25 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of the Articles of Association of

the Company and the Nomination, Remuneration and Board Diversity Policy of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution and/or such other persons as may be authorized in this regard by the Board and/or Committee) and subject to such approval, permission, consent, sanction as may be required, Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN: 00361030), who was appointed as an Additional Director of the Company (in the capacity of an Independent Director) by the Board of the Company with effect from August 29, 2022 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director as an Independent Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 29, 2022 to August 28, 2027.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, expedient or desirable, for and on behalf of the Company and to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company."

**2. Approval for payment of remuneration to Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN: 00361030), as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 197 and 198 read with Schedule V and all other

applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules framed thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), subject to such approval, permission, consent, sanction as may be required under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and the Nomination, Remuneration and Board Diversity Policy of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution and/or such other persons as may be authorized in this regard by the Board and/or Committee), the approval of the members of the Company be and is hereby accorded for payment of remuneration upto USD 250,000 per annum (to be paid in INR and the actual pay out may vary depending upon the applicable exchange rate as on the date of actual payment) to Mr. Gopalamudram Srinivasaraghavan Sundararajan, Independent Director for a period of 3 (three) years i.e. from August 29, 2022 to August 28, 2025, as a minimum remuneration where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the reimbursement of expenses, if any, for participation in the Board and other meetings such as Flight, Transportation, Hotel stays, etc.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration of Mr. Gopalamudram Srinivasaraghavan Sundararajan, within the overall limits approved herein, and further authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, expedient or desirable, for and on behalf of the Company and to settle all such questions, difficulties or doubts whatsoever that may arise while giving effect to this resolution, without requiring the Board to secure any further consent or approval of the members of the Company."

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: : August 27, 2022

Postal Ballot Notice

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

**Amit Khara**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
Address: One Skymark, Tower - D, Plot No. H - 10B,  
Sector - 98, Noida - 201304, Uttar Pradesh

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out material facts in respect of the item no. 1 and 2 is annexed hereto.
2. In view of the continuing COVID-19 pandemic and in accordance with MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent **only through electronic mode** to all those members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, October 14, 2022 (the "cut-off date")**.  
  
Members may note that this Notice shall also be uploaded on the website of the Company at [www.paytm.com/investor-relations](http://www.paytm.com/investor-relations), on the website of Link Intime India Private Limited ("Link Intime"/ "RTA") at <https://instavote.linkintime.co.in> and on the websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).
3. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members and accordingly, the members are required to communicate their assent or dissent through remote e-voting system.
4. The voting rights of members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on **cut-off date i.e. Friday, October 14, 2022**. A person, whose name is recorded in the register of members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of Listing Regulations, the members are provided with the facility to cast their vote electronically through remote e-voting services provided by Link Intime. Instructions for remote e-voting are provided in this Notice.
6. The remote e-voting period shall commence on **Saturday, October 22, 2022 from 9:00 A.M. (IST)** onwards and shall end on **Sunday, November 20, 2022 at 5:00 P.M. (IST) (both days inclusive)**. During this period, members of the Company holding equity shares either in physical or dematerialized form as on the **Cut-off date, i.e. Friday, October 14, 2022** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of

the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by Link Intime thereafter. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.

7. Mr. Ankit Singhi (C.P No. 16274) and in his absence Mr. Nitesh Latwal (C.P. No. 16276), Partners of PI & Associates, Practising Company Secretaries, are appointed as Scrutinizer(s) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose.
8. The Scrutinizer, immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairman or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose on or before **Tuesday, November 22, 2022**. The said results along with Scrutinizer's report would also be displayed at the Registered and Corporate Office of the Company. Additionally, the results will also be uploaded on the Company's website at [www.paytm.com/investor-relations](http://www.paytm.com/investor-relations) as well as on Link Intime website at <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchanges.
9. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Sunday, November 20, 2022.
10. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).
11. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant's; and (ii) in case of shares held in physical mode, by emailing to the RTA in the prescribed form ISR-1 alongwith requisite forms at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [vishal.kumar@linkintime.co.in](mailto:vishal.kumar@linkintime.co.in). Members may also refer to the FAQs available on the website of the Company at [www.paytm.com/investor-relations/faqs](http://www.paytm.com/investor-relations/faqs).

The Company has additionally provided the facility to

the members to temporarily update their email address by accessing the link [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) for the limited purposes of receiving shareholder communications including this Notice.

- SEBI has vide circular dated November 3, 2021 and December 14, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available in the FAQs section on the website of the Company at [www.paytm.com/investor-relations/faqs](http://www.paytm.com/investor-relations/faqs).

- SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant's with whom they are maintaining their dematerialised accounts.

- Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. Further, in terms of SEBI circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination on or before March 31, 2023, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective Depository Participant's.

- Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode, except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.

- Instructions for remote e-voting are as below:

Pursuant to the SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only. This enables e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<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 website for casting your vote during the remote e-Voting period.</li> <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> </ul>

Type of shareholders	Login Method
	<ul style="list-style-type: none"> <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 'Member/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.</li> </ul>
<p><b>Individual Members holding securities in demat mode with CDSL</b></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/myeasinew/home/login">https://web.cdslindia.com/myeasinew/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, LINKINTIME, 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/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/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><b>Individual Members (holding securities in demat mode) &amp; login through their depository participants</b></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><b>Individual Members holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME</b></p>	<ul style="list-style-type: none"> <li>Open the internet browser and launch <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on "Sign Up" under "SHARE HOLDER" tab and register with your following details: -                             <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant / Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your Depository Participants / Company - in DD/MM/YYYY format).</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your Depository Participant /Company.</li> </ol> </li> </ul> </li> </ul> <p>Shareholders/ members holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.</p>



Type of shareholders	Login Method
	<ul style="list-style-type: none"> <li>▶ 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).</li> <li>▶ Click “confirm” (Your password is now generated).</li> <li>• Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>• Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>• After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>• E-voting page will appear.</li> <li>• Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>• After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ul>
<p><b>Institutional shareholders</b></p>	<p>Institutional shareholders (i.e. other than Individuals, HUF’s, NRI’s etc.) and Custodians are required to log on the e-voting system of Link Intime at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as ‘Custodian/ Mutual Fund/ Corporate Body’. 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 ‘Custodian/ Mutual Fund/ Corporate Body’ login for the Scrutinizer to verify the same.</p>
<p><b>Individual Shareholders holding securities in Physical mode have forgotten the User ID/ password</b></p>	<ol style="list-style-type: none"> <li>1. Click on ‘Login’ under ‘Shareholder’ tab and further Click ‘forgot password?’.</li> <li>2. Enter user ID, select Mode and Enter Image Verification (Captcha) Code and Click on ‘Submit’.</li> <li>3. In case shareholders/ members is having valid email address, Password will be sent to his/ her registered email address.</li> <li>4. 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>5. 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> </ol> <p><b>Note:</b> User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the User ID/ password</b></p>	<ol style="list-style-type: none"> <li>1. 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 Participant’s website.</li> <li>2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>3. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>4. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular ‘Event’.</li> </ol>

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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 022- 23058542-43.

Individual Shareholders holding securities in physical mode/ Institutional shareholders: Shareholders facing any technical issue in login may contact Link Intime 'Instavote' helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

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

**Amit Khera**  
**Company Secretary & Compliance Officer**

Membership No.: A10827

Address: One Skymark, Tower - D, Plot No. H - 10B,  
Sector - 98, Noida - 201304, Uttar Pradesh

Date: : August 27, 2022

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item No. 1 and 2

The Board of Directors ("**Board**"), on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), had approved the appointment of Mr. Gopalamudram Srinivasaraghavan Sundararajan (DIN: 00361030) as an Additional Director (in the capacity of an Independent Director) of the Company w.e.f. August 29, 2022.

While considering the appointment, NRC evaluated the balance of skills, knowledge and experience required on the Board and on considering the expertise, integrity, skills, experience, knowledge of Mr. Sundararajan, NRC made its affirmative recommendations to the Board for his appointment as an Independent Director on the Board of the Company.

In accordance with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), approval of the shareholders for appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of the above, Mr. Sundararajan shall hold the office as an Additional Director upto the date of the next Annual General Meeting of the Company or for a time period of three months from the date of appointment, whichever is earlier. Further, he can be appointed as an Independent Director, subject to the approval of the members of the Company by way of Special Resolution. Accordingly, the Board has recommended the appointment of Mr. Sundararajan as an Independent Director for a term of 5 (five) consecutive years i.e. upto August 28, 2027.

In the opinion of the Board, Mr. Sundararajan fulfils the conditions of independence as specified in the Companies Act, 2013 ("**Act**") and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the management.

In accordance with the provisions of Sections 149 and 152 of the Act read with Rules made thereunder, Mr. Sundararajan is being appointed as an Independent Director and shall not be liable to retire by rotation.

### **Brief profile of Mr. Gopalamudram Srinivasaraghavan Sundararajan**

*Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.*

*Mr. Sundararajan was the Group Director, Shriram Group and continued to remain closely associated until mid-2020. He joined Shriram Group as the Managing Director of Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas.*

*Mr. Sundararajan's experience in the Asian market and his understanding of the major countries and the business opportunities therein made Sanlam Emerging Markets induct him into their Board in South Africa in August 2013.*

*In his capacity as Group Director, Mr. Sundararajan was a director on the Board of these subsidiaries to provide oversight in critical areas of strategic growth opportunities for each of these companies. Specifically, Mr. Sundararajan was responsible for the Retail and MSME business housed in Shriram City Union Finance and the life and non-life insurance businesses housed in the two Insurance ventures in collaboration with Sanlam, South Africa.*

*Prior to Shriram, Mr. Sundararajan was the CEO & Managing Director of Fullerton India Credit Company Ltd., a registered Non-Banking Finance Company catering to the financial services needs of the retail and commercial mass markets. He was also the Managing Director of Fullerton Enterprises Private Limited., a KPO, which had formed a strategic alliance with the Centurion Bank of Punjab to jointly drive the SME business.*

*Mr. Sundararajan was nominated to the Boards of two Financial Services investments of Temasek in China, one in Nanjing for the SME Business and the other in Chengdu in their Village Bank franchise. He was an integral part of Temasek's vision for India in the Banking and Financial Services space that went on to become the fastest growing and largest networked Finance Company in the country.*

*Earlier, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country. He started his career in Sales with Eicher Mitsubishi and went on to head the captive finance arm of this company in India.*

*He is also actively involved in the field of Social Entrepreneurship in an advisory capacity.*

The profile of Mr. Sundararajan is also available on the Company's website viz. [www.paytm.com/investor-relations/directors-and-committees](http://www.paytm.com/investor-relations/directors-and-committees).

The NRC and the Board also noted the skills and experience of Mr. Sundararajan in Banking and Financial Service Industry, are beneficial to the business interest of the Company.

The Company has received, *inter alia*, the following consents, declarations and confirmations from Mr. Sundararajan with regard to his proposed appointment:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;



- (iii) Declaration to the effect that he meets the criteria of independence as provided under the Act and the SEBI Listing Regulations;
- (iv) Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- (vi) Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Based on Mr. Sundararajan's skills, experience and expertise, the Board is of the opinion that his association with the Company as an Independent Director will add value and it will be in the best interest of the Company to appoint him as an Independent Director for a term of 5 (five) consecutive years from August 29, 2022 to August 28, 2027.

The NRC and Board have recommended the appointment of Mr. Sundararajan as per Section 160 of the Act and the Company has also received a notice in writing from a member proposing the candidature of Mr. Sundararajan to be appointed as an Independent Director.

The copy of the draft letter of appointment of Mr. Sundararajan setting out the terms and conditions thereof is available for inspection by the Members through electronic mode on sending a request along with their Depository Participants / Client ID or Folio No. from their registered e-mail address to the Company at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).

Pursuant to the provisions of Section 196(4), 197, 198 and Schedule V of the Act relating to payment of remuneration to directors in case of absence of profits and/ or inadequacy of profits, the Company may pay remuneration over and above the ceiling limit as specified therein, provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration for a

period not exceeding 3 (three) years, subject to compliance with disclosure requirements and other conditions stated therein.

The Board of Directors, based on the recommendations of the NRC and subject to the approval of members, have recommended the payment of the same remuneration that (i) was being paid earlier to the erstwhile Audit Committee Chairman, and (ii) is paid to other members of the Audit Committee (as approved by the shareholders in their Extra-Ordinary General Meeting held on September 2, 2021). The total remuneration is proposed to be upto USD 250,000 per annum (to be paid in INR and the actual pay out may vary depending upon the applicable exchange rate as on the date of actual payment) as remuneration to Mr. Sundararajan, Independent Director for a period of 3 (three) years i.e. from August 29, 2022 to August 28, 2025. The payment of such remuneration shall be in addition to the reimbursement of expenses, if any, for participation in the Board and other meetings such as Flight, Transportation, Hotel stays, etc.

In view of the foregoing factors, the approval of the members of the Company is being sought for payment of aforesaid remuneration to Mr. Sundararajan, for a period of 3 (three) years i.e. from August 29, 2022 to August 28, 2025, as may be permitted under applicable laws, in case of absence of profits and / or inadequacy of profits of the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act, SS-2 issued by Institute of Company Secretaries of India and Regulation 36(3) of SEBI Listing Regulations, 2015 forms part of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board recommends the Special Resolutions set out at item no. 1 and 2 of the Notice for approval by the members.

Save and except Mr. Sundararajan and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1 and 2 of the Postal Ballot Notice.

#### Registered Office:

First Floor, Devika Tower,  
Nehru Place, New Delhi-110019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: : August 27, 2022

Postal Ballot Notice

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

**Amit Khara**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
Address: One Skymark, Tower - D, Plot No. H - 10B,  
Sector - 98, Noida - 201304, Uttar Pradesh

## Annexure

## The statement containing additional information as required under Schedule V of the Act with respect to Item no. 2

### I. General Information

#### (a) Nature of industry:

One 97 Communications Limited was incorporated under the Companies Act, 1956 having its registered office at First Floor, Devika Tower, Nehru Place, New Delhi 110019.

The Company owns and operates the brand "Paytm". Paytm is India's payment Super App offering consumers and merchants a comprehensive suite of payment services. Pioneer of mobile payments revolution in India, Paytm's mission is to bring half a billion Indians into the mainstream economy through technology-led financial services. Paytm enables commerce for small merchants and distributes various financial services offerings to its consumers and merchants in partnership with financial institutions.

#### (b) Date or expected date of commencement of commercial production:

The Company commenced business from the date of its incorporation on December 22, 2000.

#### (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

#### (d) Financial performance based on given indicators:

(Amounts in INR Million)

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	2021-22	2020-21	2021-22	2020-21
Total income	52,643	31,868	41,754	30,420
Total expenses	76,011	47,830	64,561	45,369
Contribution Profit	14,981	3,625	12,691	2,595
Contribution Margin %	30.1%	12.9%	32.6%	9.7%
EBITDA (Before ESOP expense)	(15,177)	(16,548)	(15,344)	(15,926)
Margin %	-30.5%	-59.0%	-39.4%	-59.7%
Net Profit/(Loss)	(23,964)	(17,010)	(23,251)	(15,601)
Paid-up Capital	649	605	649	605
Reserves & Surplus	140,867	64,743	136,476	69,240

#### (e) Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration during the previous 3 (three) financial years. The foreign investors, mainly comprising of FIIs and NRIs, are on account of issuances of securities and/or secondary market purchases, from time to time. As on March 31, 2022, the aggregate foreign shareholding in the Company was approx. 75.91%.

### II. Information about the appointee(s):

Mr. Gopalamudram Srinivasaraghavan Sundararajan

#### a) Background details, job profile and suitability:

As mentioned in explanatory statement above.

#### b) Past Remuneration: Not Applicable

#### c) Remuneration proposed: As mentioned in the explanatory statement above.

- d) **Recognition or awards:** Nil
- e) **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 origin):** Considering the size of the Company, the profile of Mr. Sundararajan, his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions, and is consistent with the remuneration that (i) was being paid earlier to the erstwhile Audit Committee Chairman, and (ii) is paid to other members of the Audit Committee (as approved by the shareholders in their Extra-Ordinary General Meeting held on September 2, 2021).
- f) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Sundararajan has no pecuniary relationship with the Company or its Key Managerial Personnel. As on date of this notice, he holds no equity Shares/ ESOPs in the Company in his personal capacity including as a beneficial owner.

### III. Other Information:

a) **Reason of loss or inadequate profits:**

The Company has invested in growing and strengthening its Paytm ecosystem, including through acquisition and retention of consumers and merchants and providing them with greater access to technology and financial services. In the quarter ending June 2022, the average Monthly Transacting User ("MTU") was 74.8 million, an increase of 49% y-o-y and number of merchants was 28.3 million (as compared to 21.8 million as of June 2021). The Company makes substantial investments towards marketing and promotions, product and engineering talent to build technology solutions, expanding sales team, providing devices and services to merchants to enable them to service and expand their consumer base and strengthening technology powered payments platform to provide consumers and merchants with a greater access to technology and financial services.

b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Focus on monetization along with control on costs has yielded strong results. The Company has driven significant improvement in payments contribution margins, growth of high margin Financial Services, and increased margin in Merchant Services (Commerce & Cloud) vertical. Paytm ended the fiscal year with strong growth across businesses and reductions in EBITDA before ESOP cost losses, and it puts the Company well on track to achieve operating breakeven (EBITDA before ESOP cost) by the quarter ending September 2023.

**Information of Director to be appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice**

<b>Name of the Director</b>	<b>Mr. Gopalamudram Srinivasaraghavan Sundararajan</b>
<b>Directors Identification Number</b>	00361030
<b>Date of Birth (Age in years)</b>	May 29, 1960 (62 years)
<b>Original date of appointment</b>	August 29, 2022
<b>Qualifications</b>	Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.
<b>Experience and expertise in specific functional area</b>	Engineering, Finance and rich managerial experience
<b>Remuneration sought to be paid</b>	USD 250,000 per annum (to be paid in INR and the actual pay out may vary depending upon the applicable exchange rate as on the date of actual payment)
<b>Remuneration Last Drawn</b>	Not Applicable
<b>Number of Meetings of Board attended during the year</b>	Not Applicable
<b>Shareholding in One 97 Communications Limited either directly or as beneficial holder</b>	NIL
<b>Relationship with other Directors/ Key Managerial Personnel of the company</b>	None
<b>Terms and conditions of appointment</b>	As mentioned in explanatory statement
<b>Listed Companies from which the person has resigned from the directorship in the past 3 (three) year</b>	Nil
<b>Directorships held in other companies in India</b>	a) Hinduja Leyland Finance Limited b) Utkarsh CoreInvest Limited (erstwhile Utkarsh Micro Finance Limited) c) Centrum Financial Services Limited d) Hinduja Housing Finance Ltd
<b>Membership/ Chairmanship of Committees' in companies in India</b>	a) Hinduja Housing Finance Limited <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Credit Committee (Chairman)</li> <li>• IT Strategy Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Willful Defaulter Review Committee (Member)</li> </ul> b) Centrum Financial Services Limited <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> </ul> c) Hinduja Leyland Finance Limited <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> </ul> d) Utkarsh CoreInvest Limited <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> </ul>
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As per the Explanatory Statement attached hereto
<b>Past or Present Directorship held in the Group companies in Paytm Group</b>	Mr. Sundararajan has served as an Independent Director during the period from May 23, 2017 to May 09, 2021, on the Board of Paytm Payments Bank Limited, an associate company of One 97 Communications Limited