



April 18, 2025

BSE Limited

Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Limited

The Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Mumbai - 400 051

Scrip Code: 543396

Symbol: PAYTM

Sub.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Voting Results of Postal Ballot Notice dated March 11, 2025 through remote e-voting

Dear Sir/ Ma'am,

This is in continuation to our earlier intimation dated March 17, 2025 informing about the notice of Postal Ballot dated March 11, 2025 ("Notice") seeking approval of Members of the Company in respect of the items set out in the Notice through remote e-voting system.

We wish to inform you that, based on the scrutinizer report dated April 18, 2025, on the Postal Ballot, the Members of the Company have duly passed the following resolutions as set out in the Notice:

S. No.	Description of Resolution	Type of Resolution	% of votes in favour	% of votes against
1.	To approve the appointment of Mr. Bimal Julka (DIN: 03172733) as a Non-Executive Independent Director of the Company	Special Resolution	99.98	0.02
2.	To approve payment of remuneration to Mr. Bimal Julka (DIN: 03172733) Non-Executive Independent Director of the Company.	Ordinary Resolution	99.07	0.93
3.	To approve amendment(s) in One 97 Employees Stock Option Scheme 2019	Special Resolution	83.97	16.03

In view of the above, please find enclosed herewith the following documents:

- Details of consolidated voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed as **Annexure I**; and
- Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure II**.

One 97 Communications Limited

compliance.officer@paytm.com

www.paytm.com

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

T: +91120 4770770 F: +91120 4770771 CIN: L72200DL2000PLC108985

Registered Office - 136, First Floor, Devika Tower, Nehru Place, New Delhi-110019



This disclosure will also be hosted on the Company's website viz. <https://ir.paytm.com/postal-ballot> and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

Kindly take the same on record.

Thanking you

Yours Sincerely,
For **One 97 Communications Limited**

Sunil Kumar Bansal
Company Secretary & Compliance Officer

Encl.: As above

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Import XML

General information about company	
Scrip code	543396
NSE Symbol	PAYTM
MSEI Symbol	NOTLISTED
ISIN	INE982J01020
Name of the company	ONE 97 COMMUNICATIONS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-04-2025
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Mr. Prabhakar Kumar
Firms Name	M/s VAPN & Associates
Qualification	CS
Membership Number	F5781
Date of Board Meeting in which appointed	11-03-2025
Date of Issuance of Report to the company	18-04-2025

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Voting results	
Record date	12-03-2025
Total number of shareholders on record date	995425
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Note: As on Cut off date i.e. March 12, 2025 the issued and paid up equity share capital of the Company was 637,752,264 inclusive of 84,793 equity shares that were allotted to eligible employees on March 08, 2025 pursuant to the exercise of stock options and the same was listed on the stock exchanges w.e.f. March 19, 2025.

Accordingly, in Cell G26 of Resolutions (1), (2), and (3), the paid up equity share capital is recorded as 637,667,471 due to difference of 84,793 equity shares as stated above.

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Mr. Bimal Julka (DIN: 03172733) as a Non-Executive Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Institutions	E-Voting	470997490	418653762	88.8866	418603597	50165	99.9880	0.0120
	Poll							
	Postal Ballot (if applicable)							
	Total	470997490	418653762	88.8866	418603597	50165	99.9880	0.0120
Public- Non Institutions	E-Voting	166669981	87341817	52.4040	87269358	72459	99.9170	0.0830
	Poll							
	Postal Ballot (if applicable)							
	Total	166669981	87341817	52.4040	87269358	72459	99.9170	0.0830
Total		637667471	505995579	79.3510	505872955	122624	99.9758	0.0242
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve payment of remuneration to Mr. Bimal Julka (DIN: 03172733) Non-Executive Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Institutions	E-Voting	470997490	418653762	88.8866	414038787	4614975	98.8977	1.1023
	Poll							
	Postal Ballot (if applicable)							
	Total	470997490	418653762	88.8866	414038787	4614975	98.8977	1.1023
Public- Non Institutions	E-Voting	166669981	87341439	52.4038	87265785	75654	99.9134	0.0866
	Poll							
	Postal Ballot (if applicable)							
	Total	166669981	87341439	52.4038	87265785	75654	99.9134	0.0866
Total		637667471	505995201	79.3510	501304572	4690629	99.0730	0.9270
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve amendment(s) in One 97 Employees Stock Option Scheme 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Institutions	E-Voting	470997490	412830762	87.6503	346992058	65838704	84.0519	15.9481
	Poll							
	Postal Ballot (if applicable)							
	Total	470997490	412830762	87.6503	346992058	65838704	84.0519	15.9481
Public- Non Institutions	E-Voting	166669981	87341427	52.4038	72998471	14342956	83.5783	16.4217
	Poll							
	Postal Ballot (if applicable)							
	Total	166669981	87341427	52.4038	72998471	14342956	83.5783	16.4217
Total		637667471	500172189	78.4378	419990529	80181660	83.9692	16.0308
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



VAPN & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS (THROUGH REMOTE E-VOTING)

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

The Chairman

ONE 97 COMMUNICATIONS LIMITED

CIN: L72200DL2000PLC108985

Reg. Off: First Floor, Devika Tower,
Nehru Place, New Delhi-110019

Sub: Scrutinizer's Report on postal ballot through remote e-voting in respect of passing of resolutions set-out in the postal ballot notice dated March 11, 2025

Dear Sir,

I, Prabhakar Kumar, Partner of M/s VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), was appointed as a Scrutinizer by the Board of Directors of **One 97 Communications Limited ("the Company")** on March 11, 2025 for the purpose of scrutinizing the postal ballot through remote e-voting process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated March 11, 2025 ("**Notice**") issued under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time).

1. Management Responsibility

The management of the Company is responsible for ensuring compliance under the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (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 read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA**") (referred to as the "**MCA Circulars**")





and applicable SEBI Circulars, other applicable laws, rules and regulations, if any, in respect of postal ballot through remote e-voting.

2. Scrutiniser's Responsibility

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution(s) stated in the Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL"), being an agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide an e-voting facility.

3. Dispatch of Notice

- (i) In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the Members of the Company, whose names appeared on the register of Members/ list of beneficial owners as received from MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), the Registrar and Share Transfer Agent ("MUFG Intime India Private Limited/MIPL/RTA") as on March 12, 2025 ("cut-off date").
- (ii) The Company completed the dispatch of Notice by e-mail on March 17, 2025. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and prepaid business reply envelope was dispatched to the Members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.

4. Newspaper Publication for Notice

The Company had published advertisements in Financial Express (all editions in English) and Jansatta (all editions in Hindi), newspapers on March 18, 2025, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.





5. Cut-off Date

The Members of the Company as on the "**Cut-off Date**" i.e., March 12, 2025, were entitled to vote on the resolution(s) set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

6. Postal Ballot Process

- (i) The Company has appointed NSDL for providing the electronic voting facility for conducting Remote E-Voting by the Members.
- (ii) Remote e-voting commenced on **Tuesday, March 18, 2025, from 09:00 A.M. (IST)** onwards and ended on **Wednesday, April 16, 2025, 05:00 P.M. (IST) (both days inclusive)**, and the remote e-voting module was blocked by NSDL thereafter.
- (iii) The votes cast through remote e-voting process were thereafter unblocked and downloaded on Wednesday, April 16, 2025, at 05: 04 P.M. (IST) from the portal of NSDL, and was witnessed by two witnesses, Mr. Rohit Saini, and Mr. Ujjawal Thakur, who are not in the employment of the Company and / or the NSDL. They have signed below in confirmation of the same.

Rohit Saini

Rohit Saini

Ujjawal

Ujjawal Thakur

- (iv) All the data of remote e-voting i.e. the results of e-voting along with the list of Members who voted "**For**" and "**Against**" on the resolution(s) were derived from report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
- (v) I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system, at <https://www.evoting.nsdl.com>.
- (vi) The Members have cast their votes through remote e-voting for resolution(s) set out in said Notice, and all votes cast up to Wednesday, April 16, 2025, 05:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.





7. Postal Ballot Result

Based on the data downloaded from official website of NSDL, we now submit our report on the results of the remote e-voting in respect of the Resolution(s) as under:

Resolution No. 1 - Special Resolution

To approve the Appointment of Mr. Bimal Julka (DIN: 03172733) as a Non-Executive Independent Director of the Company

Result for Resolution of Item No. 1 contained in the Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (Remote E-Voting)	Votes cast in favour of Resolution	2,242	50,58,72,955	99.98
	Votes against the resolution	224	1,22,624	0.02
	Invalid Votes	0	0	0
Total		2,466	50,59,95,579	100

RESULT

Based on the aforesaid results, I report that the **Special Resolution** as contained in item No. 1 of the Notice, **has been passed with requisite majority.**

Resolution No. 2 - Ordinary Resolution

To approve payment of remuneration to Mr. Bimal Julka (DIN: 03172733) Non-Executive Independent Director of the Company

Result for Resolution of Item No. 2 contained in the Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (Remote E-Voting)	Votes cast in favour of Resolution	2,159	50,13,04,572	99.07
	Votes against the resolution	300	46,90,629	0.93
	Invalid Votes	0	0	0
Total		2,459	50,59,95,201	100





RESULT

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in item No. 2 of the Notice, **has been passed with requisite majority.**

Resolution No. 3 - Special Resolution

To approve amendment(s) in One 97 Employees Stock Option Scheme 2019

Result for Resolution of Item No. 3 contained in the Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (Remote E-Voting)	Votes cast in favour of Resolution	1,964	41,99,90,529	83.97
	Votes against the resolution	493	8,01,81,660	16.03
	Invalid Votes	0	0	0
Total		2,457	50,01,72,189	100

RESULT

Based on the aforesaid results, I report that the **Special Resolution** as contained in item No. 3 of the Notice, **has been passed with requisite majority.**

Notes:

- For preparation of this report, consolidation of folios based on the Permanent Account Number of Individual Members has not been done.
- The Chairman or any other person authorized by him may accordingly declare the result thereof
- The relevant records related to this postal ballot activity will be handed over to Mr. Sunil Kumar Bansal, Company Secretary and Compliance Officer of the Company or any other person as authorized by the Board for safekeeping.
- The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e., Wednesday, April 16, 2025, 05:00 P.M. (IST).
- The figures in percentage have been rounded off to 2 decimal points.





VAPN & ASSOCIATES

COMPANY SECRETARIES

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, (ii) placing on website of the Company and (iii) placing on website of NSDL. My responsibility as scrutinizer for remote e-voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution(s).

Thanking you,
Yours faithfully,

Prabhakar Kumar
Practicing Company Secretary
FCS No: 5781 | COP No: 10630

Partner
VAPN & Associates
Practicing Company Secretaries
ICSI Unique Code: P2015DE045500
Peer Review Certificate No.975/2020
ICSI UDIN: F005781G000143160



Countersigned by:
For One 97 Communications Limited

Sunil Kumar Bansal
Company Secretary and Compliance Officer
Membership No.: F 4810
(Under Authority by the Chairman)