



One 97 Communications Limited

CIN: L72200DL2000PLC108985

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

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

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

Email: compliance.officer@paytm.com; **Website:** 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 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"), 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, 03/2025 dated September 22, 2025, and/or any other circulars issued from time to time by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") and applicable SEBI Circulars, other applicable laws, rules and regulations, if any, that the resolution(s) set forth below, are proposed to be passed by the Members of One 97 Communications Limited ("Company") through Postal Ballot, **only by way of voting through electronic means ("remote e-voting")**.

In Compliance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement and remote e-voting instructions only by email to all its Members who have registered their e-mail addresses with the Company, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), ("Registrar and Share Transfer Agent- RTA")/ Depositories/ Depository Participants as on Friday, December 26, 2025 (Cut - off Date). If your email address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in note no. 11 of the notes to this Notice. The communication of assent /dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

A detailed explanatory statement under Section 102(1) of the Act setting out the material facts relating to the resolutions and instructions for remote e-voting is annexed to this Notice.

The Company has engaged services of the National Securities Depository Limited ("NSDL") for facilitating e-voting. Instructions for remote e-voting are provided in this Notice.

The Notice shall be uploaded on the website of the Company <https://ir.paytm.com/postal-ballot>, on the website of NSDL <https://www.evoting.nsdl.com/>, on the website of RTA

<https://in.mpms.mufg.com/> and on the websites of National Stock Exchange of India Limited ("NSE") www.nseindia.com and BSE Limited ("BSE") www.bseindia.com (jointly referred as "Stock Exchanges").

The voting results along with the scrutinizer's report will be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The same will also be uploaded on the Company's website at <https://ir.paytm.com/postal-ballot> and on the website of NSDL at www.evoting.nsdl.com.

Special Business

1. To approve the appointment of Ms. Manisha Raj Raisinghani (DIN: 06798956) as a Non-Executive 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, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, Regulations 16, 17, 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and circular issued by SEBI, subject to such approvals, permissions, consents, sanctions, 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(s) 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) **Ms. Manisha Raj Raisinghani (DIN: 06798956)**, who was appointed as an Additional Director, designated as a Non-Executive Independent Director with effect from **November 04, 2025** to hold office till 3 (three) months from the date of appointment or up to the date of ensuing Annual General Meeting, whichever is earlier and in respect of whom the Company has received a notice in writing from a Member proposing her candidature under Section 160 of the Act, and who has submitted

a declaration that she 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, be and is hereby appointed as a Non-Executive 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 November 04, 2025 to November 03, 2030 (both days inclusive).

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 deemed 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. To approve payment of remuneration to Ms. Manisha Raj Raisinghani (DIN: 06798956), Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder read with Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force read with the Nomination, Remuneration and Board Diversity Policy, the Articles of Association of the Company, and pursuant to the recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) and subject to such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration to **Ms. Manisha Raj Raisinghani (DIN:**

06798956), Non-Executive Independent Director of the Company as per the remuneration framework for Non-Executive Independent Directors approved by the Members at 24th Annual General Meeting held on September 12, 2024 and as set out in the explanatory statement of this Notice, in such amounts or proportions and in such manner as may be determined by the Board for a period with effect from November 04, 2025 to November 03, 2028 (both days inclusive).

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Ms. Manisha Raj Raisinghani Non-Executive Independent Director as minimum remuneration, as per the provisions of Section 197 read with Schedule V of the Act, for a period effective from November 04, 2025 to November 03, 2028 (both days inclusive).

RESOLVED FURTHER THAT the above remuneration shall be paid in addition to the sitting fees payable to Ms. Manisha Raj Raisinghani, Non-Executive Independent Director for attending the meetings of the Board and / or Committees thereof as may be decided by the Board as per the provisions of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve the reimbursement of expenses for participation of Ms. Manisha Raj Raisinghani, Non-Executive Independent Director, in the Board and / or Committee meetings based on the actual expenses.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this resolution and for the matters connected therewith or incidental thereto.”

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

Registered Office:

136, First Floor, Devika Tower,
Nehru Place, New Delhi – 110 019

CIN: L72200DL2000PLC108985

E-mail id: compliance.officer@paytm.com

Date: November 04, 2025

**Sd/-
Sunil Kumar Bansal
Company Secretary and Compliance Officer
Membership No.: F 4810**

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, setting out material facts in respect of the business set out under Item No. 1 and 2, is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
 2. In compliance with the 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, RTA / Depositories / 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, December 26, 2025 ("cut-off date")**. A person who is not a Member as on the cut-off date should treat this Notice for informational purposes only.
 3. 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**. 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 vote through remote e-voting.
 4. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
 5. The remote e-voting period shall commence on **Tuesday, December 30, 2025, from 09:00 A.M. (IST)** onwards and shall end on **Wednesday, January 28, 2026 at 05:00 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** (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 NSDL thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
 6. Mr. Prabhakar Kumar (ICSI M. No. F5781 & COP No. 10630), failing him Mr. Ashok Kumar (ICSI M. No. A55136 & COP No. 20599), Partners of VAPN & Associates, Company Secretaries (Firm Registration No.: P2015DE045500), have been 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.
 7. The Scrutinizer, immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in presence of atleast two witnesses, who are not in the employment of the Company. 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 **Friday, January 30, 2026**. The said result along with Scrutinizer's report will also be displayed at the Registered Office and Corporate Office of the Company. Additionally, the results will also be uploaded on the website of the Company at <https://ir.paytm.com/postal-ballot> as well as on the website of NSDL at <https://www.evoting.nsdl.com/>. The result shall simultaneously be communicated to the Stock Exchanges.
8. 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 on that behalf. The resolution(s), 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 **Wednesday, January 28, 2026**.
 9. All documents referred to in this Notice will also be available electronically for inspection on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this Notice up to the last date of remote e-voting i.e. **Wednesday, January 28, 2026**, in accordance with the applicable statutory requirements, without any fee to be paid 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 from their registered email address alongwith details of their Folio Number / DP ID and Client ID.
 10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at info@vapn.in.
 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; and (ii) In case of share held in physical form, may get their e-mail addresses registered with RTA, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and also upload the image of PAN, Aadhaar Card, share certificate & Form ISR-1 in PDF or JPEG format (up to 1 MB).
- On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.
- In case of any queries, Members may write to rnt.helpdesk@linkintime.co.in, under help section or call on Tel no.: 022-49186000.
- Members may also refer to the FAQs available on the website of the Company at <https://ir.paytm.com/faqs>.
12. SEBI vide its notification dated January 24, 2022 and circular dated 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 <https://ir.paytm.com/faqs>.

13. 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 DP's with whom they are maintaining their dematerialised accounts.

As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://ir.paytm.com/faqs>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. Special Window for Re-lodgement of Transfer Requests of Physical Shares

Transfer of securities in physical mode was discontinued w.e.f. April 01, 2019 and transfer deeds which were rejected/returned due to deficiency in the documents were allowed to be re-lodged with requisite documents on or before March 31, 2021,

as cut-off date for re-lodgement of transfer deeds. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 02, 2025 has provided one more opportunity for those holders of physical shares and who missed the above deadline of March 31, 2021, by way opening of Special Window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/ not attended due to deficiency in the documents/ process/ or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. Concerned Investors are advised to contact or lodge their requests at our Registrar and Transfer Agent as per address given hereunder: MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd.) Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janak Puri, New Delhi -110058 Tel: 011-49411000 Email ID: delhi@in.mpms.mufg.com.

15. Instructions for remote e-voting are as below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual Members holding securities in demat mode

In terms of SEBI circular, SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

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

Login methods:

Type of Member	Login Method
Individual Members holding shares in demat mode with NSDL.	<ul style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 'Shareholder/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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of Member	Login Method
Individual Members holding shares in demat mode with CDSL	<ul style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) & login through their Depository Participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of the e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@vapn.in with a copy marked to evoting@nsdl.com and to the Company at compliance.officer@paytm.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (compliance.officer@paytm.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance.officer@paytm.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Board of Directors ("Board"), on the recommendations of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Ms. Manisha Raj Raisinghani (DIN: 06798956) as an Additional Director in the capacity of Non-Executive Independent Director with effect from November 04, 2025 to hold office till 3 (three) months from the date of appointment or up to the date of ensuing Annual General Meeting, whichever is earlier. Further, the Board on the recommendations of NRC vide its meeting held on November 04, 2025, also approved and recommended the appointment of Ms. Manisha Raj Raisinghani as a Non-Executive Independent Director of the Company for a period of five years w.e.f. November 04, 2025 to November 03, 2030 (both days inclusive), not liable to retire by rotation, as proposed in Item no. 1 of this Postal Ballot Notice ("Notice"), for approval of the Members. While considering the appointment, NRC evaluated the balance of skills, experience, knowledge including in Business and Management, Technology and Digital Expertise, Finance, Marketing, Corporate Governance and ESG, and made its affirmative recommendations to the Board for her appointment as a Non-Executive Independent Director on the Board of the Company. In the opinion of the NRC and the Board, Ms. Manisha Raj Raisinghani is a person of integrity and fulfils the criteria for being appointed as an Independent Director in accordance with Section 149 of the Act, rules framed thereunder, Regulation 16(1)(b) of the SEBI Listing Regulations and she is independent of the management and her proposed appointment would be beneficial to the business interest of the Company.

Brief profile of Ms. Manisha Raj Raisinghani:

Ms. Manisha Raj Raisinghani is the Founder and CEO of SiftHub, an AI-native platform that standardizes how revenue teams work. Drawing on nearly twenty years in technology, AI and startups, she is building franchise-level consistency for revenue organizations - standardizing actions, enforcing consistent messaging, and automating the heavy lifting.

Before founding SiftHub, she was the co-founder and Chief Technology Officer of LogiNext, a leading logistics automation and optimization SaaS platform used by global enterprises to digitize and streamline delivery operations. Over eight years, she helped scale LogiNext into a category leader across multiple continents.

A Carnegie Mellon University (CMU) graduate with a Master's in Information Systems Management, she actively mentors women in STEM and early-stage founders. Her expertise spans AI, SaaS, enterprise productivity, and go-to-market innovation, bringing a rare combination of technical depth, product intuition, and board-level strategic perspective.

The Company has received, inter alia, the following consents, declarations and confirmations with regard to her 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 she is not disqualified under Section 164(1) or 164(2) of the Act;
- iii. Declaration to the effect that she meets the criteria of independence as provided under the Act and the SEBI Listing Regulations;

- iv. Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as a Non-Executive Independent Director of the Company; and
- vi. Confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice, in writing, from a Member under section 160 of the Act, proposing the candidature of Ms. Manisha Raj Raisinghani as the Non-Executive Independent Director of the Company.

The draft letter of appointment of Ms. Manisha Raj Raisinghani, setting out all the terms and conditions, is available for inspection by the Members at the Registered Office of the Company on all working days, between 11.00 a.m. (IST) to 05.00 p.m. (IST), and through electronic mode, from the date of dispatch of this Notice up to the last date of remote e-voting i.e. Wednesday, January 28, 2026. The Members seeking to inspect said document can send a request mentioning their Depository Participants / Client ID or Folio No. from their registered e-mail address to the Company at compliance.officer@paytm.com.

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, Secretarial Standard on general meetings issued by Institute of Company Secretaries of India (SS-2) and Regulation 36(3) of SEBI Listing Regulations, forms part of this Notice.

In accordance with provisions of regulation 25(2A) of the SEBI Listing Regulations read with provisions of the Act, she can be appointed as a Non-Executive Independent Director of the Company, subject to the approval of the Members of the Company by way of Special Resolution. Further in accordance with the proviso to regulation 25(2A) of the SEBI Listing Regulations, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under said sub-regulation (2A).

In view of the skills, expertise of Ms. Manisha Raj Raisinghani, the Board recommends the Special Resolution set out at item no. 1 of the Notice for approval by the Members. Save and except Ms Manisha Raj Raisinghani and her relatives to the extent of her 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 resolution set out in Item No. 1 of this Notice.

Further, the Members of the Company, at the 24th Annual General Meeting of the Company held on September 12, 2024, approved the remuneration framework for payment of remuneration to Non-Executive Independent Directors. Accordingly, based on the below approved remuneration framework, the NRC and Board have approved and recommended, the remuneration for Ms. Manisha Raj Raisinghani for a period of 3 years with effect from November 04, 2025 to November 03, 2028 (both days inclusive), for the

approval of the Members, notwithstanding the absence of profits/ inadequacy of profits in the Company during above financial years.

Framework for payment of remuneration to each Non-Executive Independent Director not exceeding ₹ 48 Lakhs per annum	
Particulars	Amount (₹) per annum
Fixed Compensation	
Board fee	20 lakhs
Variable Compensation (wherever applicable)	
Fee in the capacity of Chairperson of Audit Committee (AC)	12 lakhs
Fee in the capacity of Chairperson(s) of Nomination and Remuneration Committee (NRC)/Risk Management Committee (RMC)	6 lakhs
Fee in the capacity of Member of AC	6 lakhs
Fee in the capacity of Member of NRC/ RMC	3 lakhs
Board / Committee (AC/NRC/RMC) attendance fees linked with % of meeting attendance (will be payable on a pro-rata basis based on actual % of attendance, subject to minimum 75% attendance in meetings). The fee shall be calculated for the period a Director has served during the year or on an annual basis, as the case may be.	8 lakhs

Note:

- No fee for the chairmanship / membership position will be payable for any committee other than the AC, NRC and RMC.
- The chairperson of a committee will not be eligible for an additional fee as a member of the same committee.
- In case a Non-Executive Independent Director is not on the Board for the whole year, the annual compensation for such Director will be paid on a pro rata basis.
- Non-Executive Independent Directors will be reimbursed expenses incurred by them for participation in Board/ Committee meetings on actual basis.
- Non-Executive Independent Directors shall also be entitled to a sitting fee up to ₹ 1 (one) lakh per Board, AC, NRC and RMC meetings attended by them, in addition to remuneration as per above framework in accordance with the provisions of the Act.

As on date of this Notice, Ms Manisha Raj Raisinghani is not a member of any Committee of the Board of the Company and the Board shall consider her appointment in Board Committees in due course.

The Board shall approve the actual payment of remuneration to Ms. Manisha Raj Raisinghani, as per terms of above remuneration framework from time to time for a period of three years with effect from November 04, 2025 to November 03, 2028 (both days inclusive).

Presently, in view of the Company incurring losses, the above remuneration will exceed the statutory limits prescribed under Section 197(1) of the Act but will be within the limits prescribed under Schedule V of the Act, based on the effective capital of the Company as on March 31, 2025. Accordingly, the approval of the Members is required and being sought by way of Ordinary Resolution as per Schedule V of the Act. Further, the said remuneration would be paid as minimum remuneration in accordance with Schedule V of the Act for a period not exceeding three years with effect from November 04, 2025 to November 03, 2028 (both days inclusive).

The approval of Members is being sought for payment of remuneration to Ms. Manisha Raj Raisinghani, as per above remuneration framework, for a period not exceeding three years with effect from November 04, 2025 to November 03, 2028 (both

days inclusive) and the approval of Members may again be sought for revised remuneration structure once the Company is profitable, under Section 197 read with Schedule V of the Act, given that revised remuneration under that clause may be more appropriate for her at that point of time.

The information as required to be disclosed in accordance with the Schedule V of the Act, forms part of this Notice. The Board of Directors recommends the Ordinary Resolution set out at Item no. 2 of this Notice for approval by the Members. Ms. Manisha Raj Raisinghani, Non-Executive Independent Director and her relatives shall be deemed to be concerned or interested in resolution set out at Item no. 2 of this Notice to the extent of the compensation that may be received by her in future. Further, none of other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution as set out in Item no. 2 of this Notice.

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

I. General Information**(a) Nature of industry:**

The Company owns and operates the brand "Paytm". Paytm is India's leading mobile payments and financial services distribution Company, offering consumers and merchants a comprehensive suite of payment services. Pioneer of the mobile QR payments revolution in India, Paytm builds technologies that help small businesses with payments and commerce. The Company also 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 ₹ Million)

Particulars	Consolidated		Standalone	
	Year ended (Audited)		Year ended (Audited)	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Total income	76,249	105,247	61,415	81,852
Total expenses	90,959	116,446	76,589	94,441
Contribution Profit	36,780	55,377	31,472	48,585
Contribution Margin %	53.31	55.50	57.17	63.42
EBITDA	(15,066)	(9,069)	(14,811)	(10,389)
Margin %	(21.83)	(9.09)	(26.91)	(13.56)

Net Profit/(Loss)	(6,632)	(14,224)	(7,890)	(14,762)
Paid-up Capital	638	636	638	636
Reserves & Surplus	149,629	132,630	128,104	122,754

(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 FIIs and NRIs, are on account of issuances of securities and/or secondary market purchases, from time to time. As on September 30, 2025, the aggregate foreign shareholding in the Company was approx. 52.05%.

II. Information about the appointee:

Particulars	Ms. Manisha Raj Raisinghani
Background Details and Recognition or awards	As mentioned in the above explanatory statement and also available on the Company's website viz. https://ir.paytm.com/directors-and-committees
Past Remuneration	Not Applicable
Job Profile and Suitability	Ms. Manisha Raj Raisinghani brings with her significant professional expertise and experience and knowledge across a wide spectrum of functional areas such as Business & Management, Technology & Digital Expertise, Finance, Marketing, Corporate Governance and ESG. She will actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company. She will play an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensuring adoption of good governance practices. Detailed profile is available on the website of the Company at https://ir.paytm.com/directors-and-committees .
Remuneration proposed	Payment of remuneration to Ms Manisha Raj Raisinghani is proposed for a period of 3 (Three) years with effect from November 04, 2025 to November 03, 2028 (both days inclusive) as mentioned in above explanatory statement. Notwithstanding the absence of profits / inadequacy of profits in the Company, proposed remuneration is in accordance with the provisions of the Act and within the framework for payment of remuneration to Independent Directors as detailed in explanatory statement. The remuneration will be paid to her in such amounts or proportions and

Particulars	Ms. Manisha Raj Raisinghani
	in such manner as may be determined by the Board basis the recommendations of NRC of the Company considering various factors as detailed in the explanatory statement above.
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 her origin)	Considering the size of the Company, the profile of Ms Manisha Raj Raisinghani, responsibilities and the corporate benchmarks, the remuneration has been considered by NRC and the Board and is in line with remuneration drawn for similar positions in companies of similar scale and size.
Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Ms. Manisha Raj Raisinghani meets the criteria of Independence as per the provisions of the Act and the SEBI Listing Regulations. She does not have any pecuniary relationship with the Company or with the managerial personnel of the Company, except to the extent of remuneration, as applicable, and reimbursement of out-of-pocket expenses as may be received by her for attending the meetings.

III. Other Information:

a. Reason of loss or inadequate profits:

While in FY 2025 the net loss stood at ₹6,632 Million, the Company achieved the milestone of profitability in Q1FY 2026, reporting EBITDA of ₹717 Million and PAT of ₹1,226 Million. This trend of profitability continued into Q2FY 2026, with EBITDA improving significantly to ₹1,422 Million (with a 7% margin). PAT improved to ₹2,105 Million (before one-time charge for full impairment of ₹1,900 Million loan to our JV, First Games Technology Pvt. Ltd), reported PAT is at ₹205 Million.

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

The Company continued to demonstrate a robust business model and AI-led operating leverage, resulting in profitable growth and substantial margin improvement. Operating revenue grew 24% YoY to ₹20,611 Million in Q2FY 2026, while contribution profit expanded by 35% YoY to ₹12,066 Million, yielding a strong contribution margin of 59% (up 5 percentage points YoY). This disciplined growth led to significant EBITDA expansion, which grew 97% QoQ from ₹717 Million to ₹1,422 Million. Profit After Tax (PAT), before a one-time charge, also followed this trend, rising from ₹1,226 Million to ₹2,105 Million QoQ.

The Company maintained a disciplined cost structure, utilizing AI for productivity gains across the organization, which contained overall indirect expenses to ₹10,644 Million (a decline of 18% YoY).

Information of Director in accordance with provisions of Regulation 36(3) of SEBI Listing Regulations, Companies Act, 2013 and Secretarial Standard on General Meetings (“SS-2”) for Item No. 1 & 2, as on the date of this Notice

Name of the Director	Ms. Manisha Raj Raisinghani
Directors Identification Number (DIN)	06798956
Date of Birth and Age	June 25,1985 (40 years)
Original date of appointment	November 04, 2025
Qualifications	Please refer to the profile of the Director given on the website of the Company at https://ir.paytm.com/directors-and-committees
Profile & Experience	
Remuneration sought to be paid	As detailed out in the explanatory statement to item no.1 & 2 above.
Remuneration Last Drawn	Not Applicable
Number of Meetings of Board attended from date of appointment (i.e. w.e.f. November 04, 2025)	1 (One)
Number of Committee Meetings attended from date of appointment (i.e w.e.f November 04, 2025)	Not Applicable
Shareholding (as on date of this notice date of this Notice) in One 97 Communications Limited, either directly or as beneficial holder	Nil
Relationship with other Directors / KMPs	None
Terms and conditions of appointment	Appointed as Non-Executive Independent Director for a period of 5 (Five) years, not liable to retire by rotation and remuneration for a period of 3 (Three) years as mentioned in the above explanatory statement.
Listed Companies from which the person has resigned from the directorship in past 3 (three) years	NA
Directorships held in other companies (excluding foreign companies)	SiftHub Technology Private Limited
Membership/ Chairmanship of committees of other Boards of companies (excluding foreign companies)	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> ● Business and Management; ● Technology; ● Digitalisation; ● Finance; ● Marketing, ● Corporate Governance; and ● ESG.

Registered Office:

136, First Floor, Devika Tower,
Nehru Place, New Delhi – 110 019
CIN: L72200DL2000PLC108985
E-mail id: compliance.officer@paytm.com

Date: November 04, 2025

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

**Sd/-
Sunil Kumar Bansal
Company Secretary and Compliance Officer
Membership No.: F 4810**

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