



August 25, 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 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Ma'am,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of One 97 Communications Limited (the "Company"/ "OCL") at its meeting held today i.e., August 25, 2025, has approved and noted the following matters:

1. Approved the additional investments by the Company by way of subscription to the equity shares of its two wholly owned subsidiaries, namely Paytm Money Limited and Paytm Services Private Limited ("PSPL"), by way of a Rights Issue for an amount upto INR 300 Crores (Indian Rupees Three Hundred Crores only) and INR 155 Crores (Indian Rupees One Hundred Fifty Five Crores only), respectively, subject to necessary approvals, as applicable.

The details have been set out in **Annexure - I**, as required under the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular").

2. In pursuance of the Group's internal restructuring to simplify group structure and subject to the execution of definitive agreements/documents and other necessary approvals, as applicable:
  - I. Approved transfer of upto 100% equity shares of Foster Payment Networks Private Limited (an Associate Company) from Paytm Financial Services Limited (an Associate Company) and other shareholders, to the Company, to make it a wholly owned subsidiary of the Company for an aggregate amount upto INR 61 Crores (Indian Rupees Sixty One Crores only).
  - II. Noted the proposed transfer of equity shares of First Games Technology Private Limited ("First Games") (a subsidiary of Paytm Cloud Technologies Limited ("PCTL")), between two wholly owned subsidiaries of the Company i.e. from PCTL to PSPL, for an amount upto INR 140 Crores (Indian Rupees One Hundred Forty Crores only).

The details have been set out in **Annexure - II**, as required under the SEBI Listing Regulations read with the SEBI Master Circular.

One 97 Communications Limited

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



3. Pursuant to the publication by the Government of India in the Gazette, w.r.t. "The Promotion and Regulation of Online Gaming Act, 2025", we have been informed by First Games that it will continue to offer other online social games, as permissible under the said Act and has discontinued its real money gaming business.

As per applicable Accounting Standard, First Games is considered as a joint venture from the Group's consolidation perspective and does not form part of OCL's consolidated revenues. Further, as on June 30, 2025, the carrying value of investment in First Games in the Consolidated Financial Statements is Nil. Company's share of profit/ loss of First Games as per the equity method, is less than 1% of OCL's Consolidated profit / loss for the quarter ended June 30, 2025. OCL does not have any exposure due to this other than a shareholder loan of approximately INR 200 crores (Indian Rupees Two Hundred Crores only), including applicable interest, as on June 30, 2025.

The relevant details have been set out in **Annexure - III**, as required under the SEBI Listing Regulations read with the SEBI Master Circular.

The Board meeting commenced at 07:30 p.m. (IST) and concluded at 07:44 p.m. (IST).

This disclosure will also be hosted on the Company's website viz. <https://ir.paytm.com/>.

Kindly take the same on record.

Thanking you,

Yours Sincerely,

For **One 97 Communications Limited**

**Sunil Kumar Bansal**

**Company Secretary and Compliance Officer**

**Encl.: As above**

## Annexure - I

S. No.	Particulars	Details	Details
1.	Name of the Target Entity, details in brief such as size, turnover etc.	Paytm Money Limited ("PML"), a wholly owned subsidiary of the Company.  Turnover of the PML for the FY 2024-25 is INR 172.93 (Indian Rupees One Hundred Seventy Two Crores and Ninety Three Lakhs only)	Paytm Services Private Limited ("PSPL"), a wholly owned subsidiary of the Company.  Turnover of the PSPL for the FY 2024-25 is INR 252.41 (Indian Rupees Two Hundred Fifty Two Crores and Forty One Lakhs only)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same above, is done at "arm's length"	PML is a wholly owned subsidiary of the Company and as such a Related Party of the Company.	PSPL is a wholly owned subsidiary of the Company and as such a Related Party of the Company.
3.	Industry to which the entity being acquired belongs	Investment and wealth management services including stock broking, mutual fund distribution, and other financial services.	Manpower supply and related services.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This is an investment into a wholly owned subsidiary.	This is an investment into a wholly owned subsidiary.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable	Not Applicable

S. No.	Particulars	Details	Details
6.	Indicative time-period for completion of the acquisition	30 days	30 days
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired	Upto INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only)	Upto INR 155,00,00,000/- (Indian Rupees One Hundred and Fifty Five Crores Only)
9.	Percentage of shareholding / control acquired and/or number of shares acquired	PML is a wholly owned subsidiary of the Company. Issuance of upto 30,00,00,000 additional equity shares of face value of INR 10/- (Indian Rupee Ten only) each by PML, pursuant to the Rights Issue, will not result in change in shareholding of OCL in PML, which remains at 100%.	PSPL is a wholly owned subsidiary of the Company. Issuance of upto 15,50,00,000 additional equity shares of face value of INR 10/- (Indian Rupee Ten only) each by PSPL, pursuant to the Rights Issue, will not result in change in shareholding of OCL in PSPL, which remains at 100%.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>PML incorporated on September 20, 2017 in India, is engaged in providing investment and wealth management services including stock broking, mutual fund distribution, and other financial services.</p> <p>Turnover (in INR Crores):  FY 2024-25: 172.93;  FY 2023-24: 194.11; and  FY 2022-23: 131.32.</p>	<p>PSPL, incorporated on June 28, 2016 in India, is engaged in providing manpower supply and related services.</p> <p>Turnover (in INR Crores):  FY 2024-25: 252.41;  FY 2023-24: 154.44; and  FY 2022-23: 194.09.</p>

## Annexure – II

S. No.	Particulars	Details
1.	Details and reasons for restructuring	<p><b><u>Details for proposed restructuring:</u></b></p> <p>I. Transfer of 90.01% of the paid-up share capital of Foster Payment Networks Private Limited (“Foster Payment”) (an Associate Company) from Paytm Financial Services Limited (an Associate Company) to the Company for an aggregate amount of upto INR 54.50 Crores (Indian Rupees Fifty Four Crores Fifty lakhs only); and balance 9.99% from the other shareholder to the Company for an aggregate amount of upto INR 6.50 Crores (Indian Rupees Six Crores Fifty lakhs only).</p> <p>Post this restructuring, Foster Payment will become a wholly owned subsidiary.</p> <p>II. Transfer of 55% of the paid-up share capital of First Games Technology Private Limited (a subsidiary of Paytm Cloud Technologies Limited (“PCTL”)), between two wholly owned subsidiaries of the Company i.e. from PCTL to Paytm Services Private Limited, at an aggregate amount of upto INR 140 Crores (Indian Rupees One Hundred Forty Crores only).</p> <p><b><u>Reasons for proposed restructuring:</u></b></p> <p>Group’s internal restructuring to simplify group structure.</p>
2.	Quantitative and/ or qualitative effect of restructuring	The proposed Group’s internal restructuring is with a view to streamlining the corporate structure, improving business efficiency, and ensuring better alignment of operations across the Group.
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	Not Applicable
4.	Brief details of change in shareholding pattern (if any) of all entities	<p>Consequent to the closure of above proposed transactions, the following changes will occur:</p> <ul style="list-style-type: none"> <li>Foster Payment will become a wholly owned subsidiary of the Company.</li> <li>First Games Technology Private Limited shall continue to be a step-down subsidiary of the Company without any change in shareholding.</li> </ul>

### Annexure – III

S. No.	Particulars	Details
1.	Date of such binding agreement, if any, entered for sale of such unit/division, if any;	The Promotion and Regulation of Online Gaming Act, 2025, ("the Act") was published by the Government of India, in the Gazette on August 22, 2025. However, the effective date of the Act is yet to be notified.
2.	Amount & percentage of turnover or revenue or income and net worth of the listed entity contributed by such unit or division during last financial year.	Income or Turnover or Revenue – Nil  Net worth - Nil
3.	Date of closure or estimated time of closure;	August 25, 2025
4.	Reasons for closure.	The notification of the aforesaid Act.