November, 28, 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 - Update on execution of Business Transfer Agreement ("BTA") and transfer of Offline Merchant Payments Business to Paytm Payments Services Limited (Wholly-Owned Subsidiary).

Ref.: Company's disclosures dated October 15, 2025 and November 24, 2025

Dear Sir / Ma'am,

This is in continuation of our disclosures as referred above, and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the proposed transfer of Offline Merchants Payment Business to Paytm Payments Services Limited ("**PPSL**"), a wholly-owned subsidiary, on a slump sale basis.

We hereby inform you that pursuant to the receipt of approval of the shareholders of the Company on November 23, 2025, the Business Transfer Agreement for the transfer of the Offline Merchants Payment Business to PPSL has been executed on November 28, 2025 and the said transfer shall be effective from midnight of November 30, 2025.

Further Mr. Ripunjai Gaur, COO - Offline Payments and Mr. Deependra Singh Rathore, CTO - Payments, both designated as Senior Management Personnel (SMPs) of the Company, will also be transferred to PPSL w.e.f. midnight of November 30, 2025 and upon such transfer they will cease as SMPs of the Company.

The relevant details as required under the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Master Circular') are enclosed herewith as **Annexure - I and Annexure II**.

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
Digitally signed by SUNIL KUMAR BANSAL
Date: 2025.11.28 21:47:14 +05'30'

Sunil Kumar Bansal
Company Secretary and Compliance Officer
FCS 4810

Annexure I

S.No.	Particulars	Description
1.	Name(s) of parties with whom the agreement is entered	Paytm Payments Services Limited ('PPSL"), a wholly-owned subsidiary of the Company.
2.	Purpose of entering into the agreement	The transfer is being undertaken to take steps to comply with the Reserve Bank of India's Master Directions on Regulation of Payment Aggregators dated September 15, 2025.
3.	Size of agreement	The Company will receive a lump sum cash consideration for the transfer of the Offline Merchants Payment Business ("Transferred Undertaking"), which shall be based on the book value of the assets and liabilities of the Transferred Undertaking determined as on the effective date of the transfer which is midnight of November 30, 2025. For reference, the book value of the Transferred Undertaking as on March 31, 2025 is approximately INR 960 Crores (Indian Rupees Nine Hundred Sixty Crores).
4.	Shareholding, if any, in the entity with whom the agreement is executed	100%, as PPSL being a wholly-owned subsidiary of the Company.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Not Applicable
6.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	PPSL is a wholly-owned subsidiary of the Company. The Company is a professionally managed company and does not have any identified promoter.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length	Yes, the transfer is proposed to be carried out at book value, given that it forms part of an internal restructuring intended to consolidate the related business within a dedicated wholly owned subsidiary, in alignment with applicable regulatory requirements and to achieve operational efficiency. As the transaction is between the holding company and its wholly owned subsidiary, there is no change in the ultimate beneficial ownership or control, and the entire economic interest in the Transferred Undertaking will continue to vest with the holding company.

8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable.
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	Not Applicable.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable.
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (i). name of parties to the agreement; (ii). nature of the agreement; (iii). date of execution of the agreement; (iv). details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable.

Annexure II

Cessation of Mr. Ripunjai Gaur, COO - Offline Payments and Mr. Deependra Singh Rathore, CTO-Payments, as Senior Management Personnel of the Company

Sl. No.	Particulars	Mr. Ripunjai Gaur	Mr. Deependra Singh Rathore
a)	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Pursuant to the transfer of Offline Merchants Payment Business to Paytm Payments Services Limited ('PPSL") , a wholly owned subsidiary, Mr. Ripunjai Gaur, COO - Offline Payments, who was designated as Senior Management Personnel ("SMP") of the Company, will be transferred to PPSL w.e.f. midnight of November 30, 2025.	Pursuant to the transfer of Offline Merchants Payment Business to Paytm Payments Services Limited ('PPSL") , a wholly owned subsidiary, Mr. Deependra Singh Rathore, CTO-Payments who was designated as Senior Management Personnel ("SMP") of the Company, will be transferred to PPSL w.e.f. midnight of November 30, 2025.
b)	Date of Cessation	Midnight of November 30, 2025	Midnight of November 30, 2025
c)	Brief Profile (in case of appointment)	Not Applicable	Not Applicable
d)	Disclosure of relationships between the Directors (in case of appointment of a director)	Not Applicable	Not Applicable

One 97 Communications Limited

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