



May 29, 2026

**BSE Limited**

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

Scrip Code: 543396

**National Stock Exchange of India Limited**

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

Symbol: PAYTM

**Sub.: Disclosure under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Secretarial Compliance Report for the financial year ended March 31, 2026**

Dear Sir/ Ma'am,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by M/s Chandrasekaran Associates, Practicing Company Secretaries, Secretarial Auditors of the Company.

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**  
**FCS: 4810**

**Encl.: As above**

**SECRETARIAL COMPLIANCE REPORT OF ONE 97 COMMUNICATIONS LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026  
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]**

To,  
The Board of Directors  
One 97 Communications Limited  
First Floor, Devika Tower, Nehru Place,  
New Delhi - 110019, India

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by One 97 Communications Limited (hereinafter referred as 'the listed entity'), having its Registered Office at First Floor, Devika Tower, Nehru Place, New Delhi - 110019, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.—

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined and include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;



- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; Not Applicable during the review period.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); Not Applicable during the review period.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	Disclosure of fine imposed by judicial body under the Integrated Filing (Governance) for the quarter ended September 30, 2025, pursuant to Regulation 30 of the LODR Regulations read with the SEBI Circular dated December 31, 2024.	Regulation 30 of the LODR Regulations read with SEBI Circular dated December 31, 2024	The Hon'ble Labour Court of Ahmedabad, Gujarat vide its Order dated September 13, 2025, imposed a fine of INR 4,000 (Indian Rupees Four Thousand only) each on the listed entity and its two Directors. Further, as per regulation 30 of LODR Regulations read with SEBI Circular dated December 31, 2024, the listed entity was required to disclose the details of imposition of fine in the Integrated Filing (Governance) ("IGR") for the	Judicial body	Fine	The Hon'ble Labour Court of Ahmedabad, Gujarat vide its Order dated September 13, 2025, imposed total fine of INR 12,000 (Indian Rupees Twelve Thousand only) on the listed entity and its two Directors. Further, as per regulation 30 of LODR Regulations read with SEBI Circular dated December 31, 2024, the listed entity was required to disclose the details of imposition of fine in the IGR for the quarter ended September 30, 2025.	INR 4,000 (Indian Rupees Four Thousand only) on the listed entity and two Directors aggregating to INR 12,000 (Indian Rupees Twelve Thousand only).	The total fine amount aggregating to INR 12,000 (Indian Rupees Twelve Thousand only), imposed by Hon'ble Labour Court of Ahmedabad dated September 13, 2025 was required to be disclosed in the IGR for the quarter ended September 30, 2025, however, the same has been disclosed in IGR for the quarter ended March 31, 2026.	The Company has an established process in place to track fines / penalties across all departments. A total fine amount aggregating to INR 12,000 (Indian Rupees Twelve Thousand only) was inadvertently missed to be reported in	N.A.



			<p>quarter ended September 30, 2025.</p> <p>However, the listed entity has disclosed the same in IGR for the quarter ended March 31, 2026.</p>			<p>However, the listed entity has disclosed the same in IGR for the quarter ended March 31, 2026.</p>			<p>quarterly IGR filing for quarter ending September 2025. Immediately after it came to notice, It was reported in the IGR filing for quarter ended March 2026. The Company has further strengthened its internal mechanism to avoid such incidents going forward.</p>
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-



2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p>	Yes	-
	<p>(b) Requirement with respect to disclosure of material as well as other subsidiaries</p>	Yes	-
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR Regulations.</p>	Yes	-



7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p>	Yes	-
	<p>(b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	-
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR Regulations within the time limits prescribed thereunder.</p>	No	<p>The Hon'ble Labour Court of Ahmedabad, Gujarat vide its Order dated September 13, 2025, imposed total fine amount aggregating to INR 12,000 (Indian Rupees Twelve Thousand only) on the listed entity and its two Directors. Further, as per regulation 30 of LODR Regulations read with SEBI Circular dated December 31, 2024, the listed entity was required to disclose the details of imposition of fine in the Integrated Filing (Governance) for the quarter ended September 30, 2025 which was inadvertently missed.</p> <p>However, the listed entity has disclosed the same in Integrated Filing (Governance) for the quarter ended March 31, 2026.</p>



10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	<p>(1) During the FY 23-24, the listed entity received a Show Cause Notice ("SCN") from the SEBI, inter alia, challenging the grant of 2,10,00,000 (Two Crores Ten Lakhs only) ESOPs to Mr. Vijay Shekhar Sharma, Chairman, Managing Director &amp; CEO, of the listed entity and grant of 2,26,582 (Two Lakhs Twenty Six Thousand Five Hundred Eighty Two only) ESOPs to Mr. Ajay Shekhar Sharma, relative of Mr. Vijay Shekhar Sharma, being in compliance with SEBI SBEB Regulations. In furtherance to this, the listed entity, Mr. Vijay Shekhar Sharma &amp; Mr. Ajay Shekhar Sharma (Applicants) initiated the settlement proceedings with SEBI in terms of SEBI (Settlement Proceedings) Regulations, 2018 ('the Settlement Regulations'). Also, Mr. Vijay Shekhar Sharma and Mr. Ajay Shekhar Sharma have informed the listed entity that they have voluntarily forgone their respective</p>



			<p>unexercised ESOPs i.e. 2,10,00,000 (Two Crores Ten Lakhs only) and 2,22,862 (Two Lakhs Twenty Two Thousand Eight Hundred Sixty Two only) ESOPs granted to them under One 97 Employees Stock Option Scheme 2019, and subsequently, on May 8, 2025, as per the SEBI Settlement Order, the listed entity and Mr. Vijay Shekhar Sharma and Mr. Ajay Shekhar Sharma have settled the matter with SEBI without admitting or denying the findings of fact and conclusions of law, in accordance with SEBI (Settlement Proceedings) Regulations, 2018. The necessary settlement amount was paid.</p> <p>The necessary Stock Exchange disclosure along with Settlement Order was also filed with Stock Exchanges on May 8, 2025.</p> <p>(2) Paytm Money Limited ("PML"), a wholly owned subsidiary company of the listed entity and a stock broker registered with SEBI received a show cause notice dated October 07, 2024 regarding its</p>
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			<p>association with Algo Trading Platforms.</p> <p>SEBI introduced the "Settlement Scheme for Association with Certain Algo Platforms, 2025" (hereinafter referred to as "the Scheme") for all stock brokers associated with certain algo platforms in terms of Section 15JB of the SEBI Act, 1992 read with Regulation 26 of the SEBI (Settlement Proceedings) Regulations 2018.</p> <p>The Scheme was introduced to provide a settlement opportunity to the stock brokers associated with certain Algo platforms, against whom adjudication proceedings have been initiated by SEBI and were pending before any authority or forum, viz. Adjudicating Officer / the Hon'ble Securities Appellate Tribunal/ Courts.</p> <p>Vide settlement order dated March 17, 2026, SEBI proposed INR 100,000/- (Indian Rupees One Lakh only) as the settlement amount to PML who has applied for the settlement scheme of the SEBI.</p>
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			<p>Apart from above and as confirmed by the listed entity, no other action has been taken against the listed entity / its directors / subsidiaries either by SEBI or by Stock Exchanges.</p> <p>Further, the listed entity is not having any Promoter.</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	<p>During the review period, No Statutory Auditor resigned during the review period from the listed entity or its material subsidiaries.</p>
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above</p>	No	<p>No non-compliance observed for all SEBI regulation / circular / guidance note etc.</p>
14.	<p><u>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations:</u></p> <p>a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p>	Yes	
	<p>b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p>	Yes	



	<p>c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p>	<p>N.A.</p>	
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**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Account of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the listed entity up to the date of this Report pertaining to financial year ended March 31, 2026.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

**For Chandrasekaran Associates**

Company Secretaries  
 FRN: P1988DE002500  
 Peer Review Certificate No: 6689/2025




Lakhan Gupta  
 Partner  
 Membership No. F12682  
 Certificate of Practice No. 26704  
 UDIN: F012682H000529396  
 Date: May 29, 2026  
 Place: New Delhi