



## One 97 Communications Limited

CIN: L72200DL2000PLC108985

**Registered Office:** First Floor, Devika Tower, Nehru Place, New Delhi - 110 019, Delhi

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

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

**Email:** [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com); **Website:** [www.paytm.com](http://www.paytm.com)

### Notice of Annual General Meeting

Notice is hereby given that the Twenty Second (22<sup>nd</sup>) Annual General Meeting ("AGM") of the members of One 97 Communications Limited ("Company"), will be held on **Friday, August 19, 2022 at 04:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following businesses:

#### ORDINARY BUSINESS:

**1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon**

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Auditors thereon, be and are hereby received, considered and adopted."

**2. To appoint a director in place of Mr. Ravi Chandra Adusumalli (DIN : 00253613), who retires by rotation and being eligible offers himself for re-appointment**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Ravi Chandra Adusumalli (DIN: 00253613), who retires by rotation and being eligible offers himself for re-appointment, be and is

hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

**3. To approve re-appointment of Mr. Vijay Shekhar Sharma (DIN: 00466521) as Managing Director designated as "Managing Director and Chief Executive Officer" 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 Sections 196, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, subject to such approval, permission, consent, sanction as may be required and pursuant to the recommendation of 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), approval of the members of the Company, be and is hereby accorded, for re-appointment of Mr. Vijay Shekhar Sharma (DIN: 00466521) as Managing Director of the Company designated as "Managing Director and Chief Executive Officer" (or such other designation as may be decided by the Board and/or Nomination and Remuneration Committee, from time to time), for a further term of five (5) years with effect from

December 19, 2022 to December 18, 2027, not liable to retire by rotation, on such terms and conditions, as detailed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment of Mr. Vijay Shekhar Sharma and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company 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.”

**4. To approve payment of remuneration of Mr. Vijay Shekhar Sharma (DIN: 00466521), Managing Director and Chief Executive Officer 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 Sections 196(4), 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, subject to such approval, permission, consent, sanction as may be required and pursuant to the recommendation of 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), approval of the members of the Company, be and is hereby accorded, for payment of remuneration to Mr. Vijay Shekhar Sharma, Managing Director and Chief Executive Officer of the Company, for a term of three (3) financial years (“FY”), i.e. for FY 2022 - 23, FY 2023 - 24 and FY 2024 - 25, as detailed in the explanatory statement attached hereto, as a minimum remuneration where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration of Mr. Vijay Shekhar Sharma, within the overall limits approved herein, and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company 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.”

**5. To approve appointment of Mr. Madhur Deora (DIN: 07720350), as Whole-time Director designated as “Executive Director, President and Group Chief Financial Officer” 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 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with relevant provisions of Articles of Association of the Company, Mr. Madhur Deora (DIN: 07720350), Chief Financial Officer of the Company, who was appointed as an additional director with effect from May 20, 2022 by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to the date of this (22<sup>nd</sup>) Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 203, Schedule V and all other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI Listing Regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, subject to such approval, permission, consent, sanction as may be required and pursuant to the recommendation of 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), approval of the members of the Company, be and is hereby accorded, for appointment of Mr. Madhur Deora (DIN: 07720350) as a Whole-time Director of the Company designated as "Executive Director, President and Group Chief Financial Officer", for a term of five (5) years with effect from May 20, 2022 to May 19, 2027, liable to retire by rotation, on such terms and conditions, as detailed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of appointment of Mr. Madhur Deora and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company 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."

**6. To approve remuneration of Mr. Madhur Deora (DIN: 07720350), Whole-time Director designated as "Executive Director, President and Group Chief Financial Officer" 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 Sections 196(4), 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable laws, rules, regulations etc. for the time being in force, in accordance with relevant provisions of Articles of Association of the Company, subject to such approval, permission, consent, sanction as may be required and pursuant to the recommendation of 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), approval of the members of the Company,

be and is hereby accorded, for payment of remuneration to Mr. Madhur Deora, 'Executive Director, President and Group Chief Financial Officer' of the Company, for the period from May 20, 2022 to March 31, 2023, as detailed in the explanatory statement attached hereto, as a minimum remuneration where the Company has no profits or the profits of the Company are inadequate, notwithstanding that the aforesaid remuneration may be in excess of the limits specified under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of remuneration of Mr. Madhur Deora, within the overall limits approved herein, and further authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company 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."

**7. To approve contribution to Charitable and other Funds**

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

**"RESOLVED THAT** pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange Management Act, 1999, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law, rules, regulations etc. for the time being in force, approval of the members of the Company, be and is hereby accorded, to 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), to contribute, donate, subscribe or otherwise provide assistance, from time to time, to bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, not-for-profit entities, NGOs including Paytm Foundation for carrying out one or more of the Corporate Social Responsibility activities listed in Schedule VII of the Act or any other charitable activities, as the Board may deem fit, for an aggregate amount of ₹ 10 Crores (Rupees Ten Crores only) per annum, in one or more tranches, for a period of three (3) financial years ("FY") i.e. for FY 2022 - 23, FY2023 - 24 and FY 2024 - 25.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary, expedient or desirable, with power on behalf of the Company 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.”

**Registered Office:**

First Floor, Devika Tower,  
Nehru Place, New Delhi - 110 019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

Date: May 20, 2022

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

**Amit Khera**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
One Skymark, Tower - D, Plot No. H - 10B,  
Sector - 98, Noida - 201304, Uttar Pradesh

**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. The registered office of the Company shall be deemed to be the venue for the AGM.
  2. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the 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 Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA Circulars and SEBI Circulars, the Company is providing the facility of remote e-voting and e-voting at AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ("Link Intime/ RTA"), to provide the VC/ OAVM facility for conducting the AGM and for voting through remote e-voting or e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in notes.
  3. Pursuant to the provisions of the MCA Circulars, Members attending the 22<sup>nd</sup> AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  4. An explanatory statement pursuant to Section 102 of the Act read with relevant rules made thereunder setting out material facts relating to the special business under Item Nos. 3 to 7 of the Notice of 22<sup>nd</sup> AGM (the "Notice") forms part of the Notice. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2, in respect of Director seeking appointment/ re-appointment at this AGM forms part of the Notice. The Board of Directors of the Company considered that the special business under Item No. 3 to 7, being unavoidable, shall be transacted at this AGM of the Company.
  5. **A Member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/ her behalf and proxy need not be a member of the Company. In terms of the MCA Circulars, since the AGM is being held through VC/ OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the proxies by Members under Section 105 of the Act is not available and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.**
  6. Institutional/ corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) intending to participate through their authorized representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting at the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutinizer at [info@piassociates.co.in](mailto:info@piassociates.co.in) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and to the Company at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).
- ## 7. Electronic Dispatch of Notice and Annual Report
- a) In compliance with the MCA Circulars and SEBI Circulars, the Notice along with the Annual Report 2021-22 ("Annual Report") is being sent only by electronic mode to those Members whose email address are registered with the Company/ RTA/ Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website at [www.paytm.com/investor-relations/agm](http://www.paytm.com/investor-relations/agm), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in>.
  - b) Any person who acquire shares of the Company and becomes Member of the Company after the dispatch of Notice and holding shares as on the cut-off date, i.e. Friday, August 12, 2022 ("Cut-off date"), may obtain the login ID and password by sending a request at [vishal.kumar@linkintime.co.in](mailto:vishal.kumar@linkintime.co.in). However, if he/ she is already registered with Link Intime for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.



## 8. Inspection of the Documents

The register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the register of contracts or arrangements in which Directors are interested under Section 189 of the Act and the certificate from the Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and the resolution(s) passed by the members of the Company or any other documents referred to in the accompanying Notice and explanatory statement, shall be made available for inspection electronically by the Members, during business hour, in accordance with the applicable statutory requirements based on the requests received by the Company at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).

## 9. Remote e-voting

- a) The facility for the Members to exercise their right to vote through electronic means will be available during the following period:

**Commencement of e-voting:** Monday, August 15, 2022 at 09:00 A.M. (IST)

**Conclusion of e-voting:** Thursday, August 18, 2022 at 05:00 P.M. (IST)

- b) The Members of the Company, whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off date and who are otherwise not barred to cast their vote, are entitled to vote electronically either through remote e-voting or e-voting at the AGM, on the resolutions set forth in this Notice. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- c) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime upon expiry of

aforesaid period. The voting rights of the Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Cut-off date.

- d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- e) Pursuant to the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants ("DP's") only. This enables e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ DP's. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- f) 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 DP's; and (ii) in case of shares held in physical mode, by emailing to the Link Intime in the prescribed form ISR-1 alongwith requisite forms at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [vishal.kumar@linkintime.co.in](mailto:vishal.kumar@linkintime.co.in). Members may also refer to the FAQs available on the website of the Company at [paytm.com/investor-relations/faqs](http://paytm.com/investor-relations/faqs).

The Company has additionally provided the facility to the members to temporarily update their email address by accessing the link [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) for the limited purposes of receiving shareholder communications, including the Annual Report and the Notice.

Login method for Individual shareholders holding securities in demat/ physical mode and Institutional shareholders is given below:

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL.</li> <li>• Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user ID and Password.</li> <li>• After successful authentication, you will be able to see e-voting 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. Link Intime name and you will be re-directed to 'InstaVote' website for casting your vote during the remote e-voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a>. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>• Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> 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 held 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 name i.e. Link Intime and you will be redirected to 'InstaVote' website for casting your vote during the remote e-voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi/ Easiest, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>• The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi/ Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. Link Intime. Click on Link Intime and you will be redirected to 'InstaVote' website for casting your vote during the remote e-voting period.</li> <li>• If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>• Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective electronic Service Provider i.e. Link Intime. Click on Link Intime and you will be redirected to 'InstaVote' website for casting your vote during the remote e-voting period.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) and login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• Individual Shareholders holding securities in demat mode can login using the login credentials of demat account through Depository Participant ("DP") registered with NSDL/ CDSL for e-voting facility.</li> <li>• Once login, you will be able to see e-voting option. Once you 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 name i.e. Link Intime and you will be redirected to e-voting service provider name i.e. Link Intime and you will be redirected to 'InstaVote' website for casting vote during the remote e-voting period.</li> </ul>

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in Physical mode/ Non-Individual Shareholders holding securities in demat mode</b></p>	<ul style="list-style-type: none"> <li>• Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>.</li> <li>1. Click on 'Sign Up' under 'shareholder' tab and register with your following details                             <ol style="list-style-type: none"> <li>a) <b>User ID:</b> Shareholders holding shares in physical form shall provide Event no. and folio number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li>b) <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided, if applicable.</li> <li>c) <b>DOB/ DOI:</b> Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with DP/ Company - in DD/MM/YYYY format).</li> <li>d) <b>Bank Account Number:</b> Enter Bank Account Number (last four digits), as recorded with DP/ Company.</li> </ol> </li> <li>2. Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above. Shareholders holding shares in NSDL form, shall provide 'D' above.</li> <li>3. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>4. Click 'confirm' (Your password is now generated).</li> <li>• Click on 'Login' under 'Shareholder' tab.</li> <li>• Enter user ID, Password and Image Verification (Captcha) Code and click on 'Submit'.</li> <li>• After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>• e-voting page will appear.</li> <li>• Refer the resolution description and cast your vote by selecting your desired option 'Favour/ Against' (If you wish to view the entire resolution details, click on the 'view resolution' file link).</li> <li>• After selecting the desired option i.e. Favour/ Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> </ul>
<p><b>Institutional shareholders</b></p>	<ul style="list-style-type: none"> <li>• Institutional shareholders (i.e. other than Individuals, HUF's, NRI's etc.) and Custodians are required to log on the e-voting system of Link Intime at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/ authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode have forgotten the password</b></p>	<ol style="list-style-type: none"> <li>1. Click on 'Login' under 'Shareholder' tab and further Click 'forgot password?'</li> <li>2. Enter user ID, select Mode and Enter Image Verification (Captcha) Code and Click on 'Submit'.</li> <li>3. In case shareholders/ members is having valid email address, Password will be sent to his/ her registered email address.</li> <li>4. Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.</li> <li>5. The password should contain minimum 8 characters, at least one special character (@!#\$&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</li> </ol>



Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password</b>	<ul style="list-style-type: none"> <li>Shareholders/ members who are unable to retrieve user ID/ Password are advised to use Forget user ID and Forget Password option available at abovementioned depository/ DP's website.</li> </ul> <ol style="list-style-type: none"> <li>It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular 'Event'.</li> </ol>

### 10. Helpdesk

a) Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

b) Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime 'Instavote' helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

11. The facility for joining the AGM through VC/ OAVM shall open for the Members 15 minutes before the scheduled time of the commencement of the AGM.

12. The facility of participation at the AGM through VC/ OAVM will be made available on first-come-first served basis. This will not apply to large Shareholders (Shareholders holding 2% or more shareholding) and Institutional Investors who are allowed to attend the AGM without any restriction on account of first come first served basis. Institutional Investors are encouraged to attend and vote at the AGM.

### 13. Process and manner for attending the AGM through InstaMeet:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.
- Select the 'Company' and 'Event Date' and register with your following details: -
  - Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.

- PAN:** Enter 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable).
- Mobile No.:** Enter your mobile number.
- Email ID:** Enter your email ID, as recorded with your DP/ Company.
- Click 'Go to Meeting' (you are now registered for InstaMeet and your attendance is marked for the meeting).
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS

download stream) to avoid any disturbance during the meeting.

- f) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

**14. Instructions for Shareholders to speak during the AGM:**

- a) To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of speaker registration.
- b) Members, who would like to speak during the AGM, need to register their request on or before August 16, 2022 by 5:00 P.M. (IST), as a speaker with the Company by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, by sending an email to the Company at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com). Only those members who are registered as speaker will be allowed to express their views or ask questions at the AGM.
- c) Members can also submit their questions in advance with regard to the accounts or any other matter to be placed at the AGM by sending an email to the Company at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com), by mentioning their name, DP ID Client ID/ folio number, mobile number on or before Tuesday, August 16, 2022.
- d) Members can also send their video by sending an email at [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com).
- e) Members will get confirmation on first cum first basis depending upon the provision made by the Company and will receive 'speaking serial number' once they mark attendance for the meeting. The maximum duration of the video should be three minutes and at the AGM, such questions will be replied by the Company suitably.

**Note:**

- The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**15. Instructions for Shareholders to Vote during the AGM through InstaMeet:**

- a) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

- b) E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

- c) Once the e-voting is activated by the scrutinizer/moderator during the meeting, members who have not exercised their vote through the remote e-voting and are otherwise not barred from doing so, can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting 'Cast your vote'.
2. Enter 16 digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'resolution Description' and against the same the option 'Favour/ Against' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour/ Against' as desired. Enter the number of shares (which represents no. of votes) as on the Cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

- d) Members who have voted through remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- e) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company/ DP's will be entitled to vote during the AGM.

In case shareholders have any queries regarding login/ e-voting at the AGM, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**16. Scrutinizer for e-voting and Declaration of Results:**

- a) The Board of Directors of the Company has appointed Mr. Ankit Singhi (C.P. No. 16274), Company Secretary in Practice and Partner of PI & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and

transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

- b) The Scrutinizer, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through remote e-voting and votes cast during the AGM) and shall, within two working days from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him in writing, who shall countersign the same.
  - c) The Chairman or the authorized person shall declare the results. The results declared shall be available on the website of the Company [www.paytm.com/investor-relations/agm](http://www.paytm.com/investor-relations/agm) and on the website of Link Intime at <https://instavote.linkintime.co.in> and shall also be displayed on the notice board at the registered and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
  - d) The resolutions will be deemed to be passed on the date of AGM, i.e. August 19, 2022, subject to receipt of the requisite number of votes in favour of the resolutions.
17. The recorded transcript of the AGM shall also be made available on the website of the Company at [www.paytm.com/investor-relations/agm](http://www.paytm.com/investor-relations/agm) as soon as possible after the conclusion of AGM.
18. SEBI has vide circular dated November 3, 2021 and December 14, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Further, SEBI has vide its circulars dated January 24, 2022 and 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, sub-division/ 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 [paytm.com/investor-relations/faqs](http://paytm.com/investor-relations/faqs).

- 19. 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.
- 20. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. Further, in terms of SEBI circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination on or before March 31, 2023, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective DP's.
- 21. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode, except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.
- 22. At the 18<sup>th</sup> Annual General Meeting held on September 28, 2018, the members approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Registration no. 012754N/N500016) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting to be held in financial year 2023-24, subject to ratification of their appointment by members at every Annual General Meeting. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

## 23. Transfer to Investor Education and Protection Fund

### a) Transfer of Unclaimed Dividend:

The Company has not transferred any amount to the Investor Education and Protection Fund ("IEPF"), being the unclaimed/ unpaid dividend for any of the financial years.

## Notice

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**b) Transfer of Unclaimed Matured Fixed Deposits and Interest accrued thereon:**

The Company does not have any Fixed Deposits.

**c) Transfer of Shares:**

Adhering to the various requirements set out in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has not transferred any Equity Shares of the Company during the financial year 2021-22 to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.

**d) Details of unclaimed amounts on the Company's website:**

Since there was no unpaid and unclaimed dividend amounts lying with the Company, the

Company was not required to upload any such details on its website or on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in>.

In case of any queries or issues regarding remote e-voting or attending the AGM, Members may refer the (i) Frequently Asked Questions ('FAQs'); or (ii) Instavote e-voting manual, available under help section at <https://instavote.linkintime.co.in>, or contact Mr. Rajiv Ranjan, AVP -, e-voting, Link Intime, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or Call at :- Tel : 022 – 49186000 or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 3 and 4

Mr. Vijay Shekhar Sharma has been a Founder Director of the Company since inception and was re-appointed as Managing Director of the Company with effect from December 19, 2017 for a period of five (5) years pursuant to the resolution passed by the members at 17<sup>th</sup> Annual General Meeting ("AGM") of the Company held on August 31, 2017. His current term as Managing Director will expire on December 18, 2022 and is due for re-appointment.

Over these years, Mr. Vijay Shekhar Sharma has been instrumental in the growth of the Company. The Board of Directors ("Board") is of the opinion that the leadership and guidance of Mr. Vijay Shekhar Sharma is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Vijay Shekhar Sharma continues as Managing Director of the Company.

The Board, at its meeting held on May 20, 2022, based on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Vijay Shekhar Sharma as Managing Director of the Company designated as "Managing Director and Chief Executive Officer" for a further term of five (5) years i.e. from December 19, 2022 to December 18, 2027 subject to the approval of members of the Company.

Mr. Vijay Shekhar Sharma is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 ("Act") nor debarred from holding the office of director by virtue of any order by Securities Exchange Board of India or any other such authority, and has given all the necessary declarations and confirmation including his consent to be re-appointed as Managing Director and Chief Executive Officer of the Company.

In terms of the provisions of Sections 196, Schedule V of the Act and the Articles of Association of the Company, re-appointment of the Managing Director requires approval of the members by way of an ordinary resolution.

Pursuant to the provisions of Section 196(4), 197, 198 and Schedule V of the Act relating to payment of managerial remuneration in case of absence of profits and/ or inadequacy of profits, the Company may pay remuneration over and above the ceiling limit as specified therein, provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration for a period not exceeding three (3) financial years, subject to compliance with disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members of the Company is being sought for payment of remuneration to Mr. Vijay Shekhar Sharma, for a term of three (3) financial years ("FY"), i.e. for FY 2022 - 23, FY 2023 - 24 and FY 2024 - 25, as may be permitted under applicable laws, in case of absence of profits and / or inadequacy of profits of the Company.

The details of the proposed remuneration, as approved by the Board at its meeting held on May 20, 2022 and based on the recommendation of Nomination and Remuneration Committee, to be paid to Mr. Vijay Shekhar Sharma as Managing Director designated as "Managing Director and Chief Executive Officer" is as under:

1. **Remuneration:** ₹ 40,000,000 p.a. (including Company leased accommodation).
2. **Perquisites:** As per Company's policies or as approved by the Board from time to time, provided however that aggregate value of the perquisites shall not exceed 25% of the remuneration mentioned in clause 1 above, which, inter-alia, will include the following:
  - (a) Two vehicles and related expenses, on actuals (including fuel expenses & toll charges, vehicles insurance, maintenance expenses, driver's salary (including overtime & night charges of drivers))
  - (b) Utility and other expenses in relation to the Company leased accommodation (including electricity, water, maintenance etc.)
  - (c) Club subscription
3. **Statutory Benefits and other Company Benefits:** As per the Company's policy, from time to time including but not limited to contribution to provident fund, gratuity and leave encashment as per applicable Company's policy, medical insurance for self and family.
4. **Reimbursements:** Mr. Vijay Shekhar Sharma shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his professional duties including but not limited to communication, travel and business entertainment expenses (such as reimbursements related to mobile bill, data card bill, internet bills, residential landline telephones and network line for business use, meals, professional membership fee and business entertainment or any other out of pocket expenses related to official business).
5. **Minimum Remuneration**

In the event of absence of profits and/ or inadequacy of profits in any financial year during of tenure of Mr. Vijay Shekhar Sharma, Managing Director designated as "Managing Director and Chief Executive Officer", the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or under any other laws for the time being in force, if any.



## Notice

In addition to the above, Mr. Vijay Shekhar Sharma was granted 21,000,000 stock options, in previous financial year, as approved by the members of the Company at their Extra-ordinary General Meeting held on October 04, 2021. These grants were made under One 97 Employees Stock Option Scheme 2019 and are subject to achievement of certain milestones.

Brief profile of Mr. Vijay Shekhar Sharma form part of this notice. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

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-2 issued by Institute of Company Secretaries of India and SEBI Listing Regulations, 2015 forms part of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board recommends the Ordinary Resolution set out at item no. 3 and Special Resolution set out at item no. 4 of the Notice for approval by the members.

Save and except Mr. Vijay Shekhar Sharma and his relatives to the extent of their 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. 3 and 4 of the Notice.

### Item No. 5 and 6

Mr. Madhur Deora has been employed with the Company since October 3, 2016. The Board of Directors ("Board") of the Company at its meeting held on December 30, 2021, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, had appointed Mr. Madhur Deora as Chief Financial Officer of the Company with effect from January 1, 2022.

Mr. Madhur Deora plays a significant leadership role in the Company. His in-depth knowledge of the Company and strong technical and analytical skills and expertise render him fit to lead the Corporate Finance and ancillary functions of the Company. He has been instrumental in devising the financial and operational strategy critical for the Company, investor relations, assisting with a commercial roadmap to realize the long term vision of the organization and driving overall governance. Prior to joining the Company, he was employed with Citigroup Global Markets India Private Limited. He holds a Bachelor's degree of Science in Economics from the Wharton School of the University of Pennsylvania.

The Board, at its meeting held on May 20, 2022, based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Madhur Deora as an additional director to hold the office up to the date

of this (22<sup>nd</sup>) Annual General Meeting ("AGM"). Further, the Board approved the appointment of Mr. Madhur Deora as Whole-time Director of the Company designated as "Executive Director, President and Group Chief Financial Officer", for a term of five (5) years with effect from May 20, 2022 to May 19, 2027, liable to retire by rotation, subject to the approval of the members of the Company.

Mr. Madhur Deora is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 ("Act") nor debarred from holding the office of director by virtue of any order by Securities Exchange Board of India or any other such authority, and has given all the necessary declarations and confirmation including his consent to be appointed as Whole-time Director of the Company.

In terms of the provisions of Sections 196, Schedule V of the Act and the Articles of Association of the Company, appointment of the Whole-time Director requires approval of the members by way of an ordinary resolution.

Pursuant to the provisions of Section 196(4), 197, 198 and Schedule V of the Act relating to payment of managerial remuneration in case of absence of profits and/ or inadequacy of profits, the Company may pay remuneration over and above the ceiling limit as specified therein, provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration, subject to compliance with disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members of the Company is being sought for payment of remuneration to Mr. Madhur Deora, for the period commencing from May 20, 2022 to March 31, 2023, as may be permitted under applicable laws, in case of absence of profits and / or inadequacy of profits of the Company.

The details of proposed remuneration, as approved by the Board at its meeting held on May 20, 2022 based on the recommendation of Nomination and Remuneration Committee, to be paid to Mr. Madhur Deora as Whole-time Director designated as "Executive Director, President and Group Chief Financial Officer" of the Company is as under:

1. **Remuneration:** ₹ 38,841,000 per annum
2. **Perquisites:** As per Company's policy(ies)
3. **Stock Options:** Mr. Madhur Deora has been granted 55,556 stock options on May 1, 2022 under One 97 Employees Stock Option Scheme 2019 of the Company.
4. **Statutory Benefits and other Company benefits:** As per the Company's policy, from time to time, including but not limited to contribution to provident fund, gratuity, leave encashment, medical insurance for self and family.
5. **Reimbursements:** Mr. Madhur Deora shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his professional duties



including but not limited to communication and travel expenses (including but not limited to reimbursements related to mobile bill, data card bill, internet bills, etc. as per Company policy, travel expenses, meal expenses etc.). Such reimbursement will not form part of his remuneration.

#### 6. Minimum Remuneration

In the event of absence of profits and/ or inadequacy of profits in any financial year during the tenure of Mr. Madhur Deora as Whole-time Director designated as "Executive Director, President and Group Chief Financial Officer", the payment of above remuneration, perquisites, statutory benefits and other Company benefits, and stated reimbursements shall be made notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") or under any other laws for the time being in force, if any.

In addition to the above, Mr. Madhur Deora has been granted stock options, in previous financial years, under One 97 Employees Stock Option Scheme 2008 and One 97 Employees Stock Option Scheme 2019, as approved by the Nomination and Remuneration Committee/ Board of the Company, from time to time.

Brief profile of Mr. Madhur Deora form part of with this Notice. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

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-2 issued by Institute of Company Secretaries of India and SEBI Listing Regulations, 2015 forms part of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Board recommends the Ordinary Resolution set out at item no. 5 and Special Resolution set out at item no. 6 of the Notice for approval by the members.

Save and except Mr. Madhur Deora and his relatives to the extent of their 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 resolutions set out in item no. 5 and 6 of the Notice.

#### Item No. 7

As per Section 135 of the Companies Act 2013 ("Act"), every company is required to spend, in every financial year, at least 2% of its average net profits made during three (3) immediately preceding financial years in pursuance to the Corporate Social Responsibility ("CSR") Policy. The average net profit of the Company made during three (3) immediately preceding financial years is negative and hence, the Company is not statutorily required to spend any amount on CSR activities for the financial year 2021-22.

Pursuant to the provisions of section 181 of the Act, the Board of directors ("Board") may contribute to bona fide charitable and other funds, in any financial year, up to 5% of its average net profits for the three immediately preceding financial years. Contribution to such funds in any financial year can exceed 5% of the average net profits for the three immediately preceding financial years, with prior approval of the members of the Company in general meeting.

The Company may contribute, from time to time, to bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, not-for-profit entities, NGOs including Paytm Foundation for carrying out one or more of the Corporate Social Responsibility activities listed in Schedule VII of the Act or any other charitable activities, as the Board may deem fit.

In view of the above, it is proposed to obtain authorisation of the members of the Company to contribute towards aforesaid purposes, for an aggregate amount of ₹ 10 Crores (Rupees Ten Crores only) per annum, in one of more tranches, for a period of three (3) financial years ("FY") i.e. for FY 2022-23, FY 2023-24 and FY 2024-25.

The Board of Directors recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the members.

None of the 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. 7 of the Notice.

#### Registered Office:

First Floor, Devika Tower,  
Nehru Place, New Delhi - 110 019  
CIN: L72200DL2000PLC108985  
E-mail id: [compliance.officer@paytm.com](mailto:compliance.officer@paytm.com)

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

**Amit Khera**  
**Company Secretary & Compliance Officer**

Membership No.: A10827  
One Skymark, Tower - D, Plot No. H - 10B,  
Sector - 98, Noida - 201304, Uttar Pradesh

## The statement containing additional information as required under Schedule V of the Companies Act, 2013 (the "Act") with respect to Item no. 3 to 6

### I. General Information

(a) Nature of industry:

One 97 Communications Limited was incorporated under the Companies Act, 1956 having its registered office at First Floor, Devika Tower, Nehru Place, New Delhi 110019.

The Company owns and operates the brand "Paytm". Paytm is India's payment Super App offering consumers and merchants most comprehensive payment services. Pioneer of mobile QR payments revolution in India, Paytm's mission is to bring half a billion Indians into the mainstream economy through technology-led financial services. Paytm enables commerce for small merchants and 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		Year ended	
	2021-22	2020-21	2021-22	2020-21
Total income	52,643	31,868	41,754	30,420
Total expenses	76,011	47,830	64,561	45,369
Contribution Profit	14,981	3,625	12,691	2,595
Contribution Margin %	30.10%	12.90%	32.6%	9.7%
EBITDA (Before ESOP expense)	(15,177)	(16,548)	(15,344)	(15,926)
Margin %	-30.50%	-59.00%	-39.4%	-59.7%
Net Profit/(Loss)	(23,964)	(17,010)	(23,251)	(15,601)
Paid-up Capital	649	605	649	605
Reserves & Surplus	140,867	64,743	136,476	69,240

(e) Foreign investments or collaborations, if any.

The Company has not entered into any material foreign collaboration during the previous three financial years. The foreign investors, mainly comprising of FIIs and NRIs, are on account of issuances of securities and/or secondary market purchases, from time to time. As on March 31, 2022, the aggregate foreign shareholding in the Company was approx. 75.91%.

services landscape in India, as the Chairman, Managing Director and Chief Executive Officer of the Company and its consumer brand Paytm. Under his guidance, Paytm is on a mission to bring half a billion Indians into the mainstream economy.

b) **Past Remuneration:** ₹ 40,000,000 p.a.

c) **Remuneration proposed:** As mentioned in the explanatory statement above.

d) **Recognition or awards:** He has featured in '2017 Time 100', the list of 'hundred most influential people in the world' by Time magazine. Vijay has also been bestowed with multiple industry honours such as the 'Entrepreneur of the Year' award in 2018 by All India Management Association, 'Entrepreneur of the Year' at ET Awards for Corporate Excellence' in 2016 and 'GQ Man of the Year' in 2016.

### II. Information about the appointee(s):

#### Mr. Vijay Shekhar Sharma

a) **Background details, job profile and suitability:**

Mr. Vijay Shekhar Sharma is an Indian technology entrepreneur who has played an instrumental role in revolutionizing the digital payments and financial

- e) **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 origin):** Considering the size of the Company, the profile of Mr. Vijay Shekhar Sharma, his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.
- f) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Vijay Shekhar Sharma has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Managing Director and Chief Executive Officer. As on date of this notice, he holds 57,673,032 equity Shares (8.89%) in the Company in his personal capacity.
- f) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Mr. Madhur Deora has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Chief Financial Officer/ "Executive Director, President and Group Chief Financial Officer". As on date of this notice, he holds 688,394 equity Shares (insignificant percentage) of the Company in his personal capacity.

### III. Other Information:

#### Mr. Madhur Deora

- a) **Background details, job profile and suitability:** Mr. Madhur Deora holds a bachelor's degree of science in economics from the Wharton School of the University of Pennsylvania. In his present role with the Company, he is responsible for devising the financial and operational strategy, investor relations, assisting with a commercial roadmap to realize the long term vision of the organization and driving overall governance. He was previously associated with Citigroup Global Markets India Private Limited.
- b) **Past Remuneration:** ₹ 36,300,000 p.a.
- c) **Remuneration proposed:** As mentioned in the explanatory statement above.
- d) **Recognition or awards:** Nil
- e) **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 origin):** Considering the size of the Company, the profile of Mr. Madhur Deora, his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.
- a. Reason of loss or inadequate profits:
- The Company has invested in growing and strengthening its Paytm ecosystem, including through acquisition and retention of consumers and merchants and providing them with greater access to technology and financial services. In the quarter ending March 2022, the average Monthly Transacting User ("MTU") was 70.9 million, an increase of 41% y-o-y and number of merchants was 26.7 million (as compared to 21.1 million as of March 2021). The Company makes substantial investments towards marketing and promotions, product and engineering talent to build technology solutions, expanding sales team, providing devices and services to merchants to enable them to service and expand their consumer base and strengthening technology powered payments platform to provide consumers and merchants with a greater access to technology and financial services.
- b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:
- Focus on monetization along with control on costs has yielded strong results. The Company has driven significant improvement in Payments contribution margins, growth of high margin Financial Services, and increased margin in Merchant Services (Commerce & Cloud) vertical. Paytm ended the fiscal year with strong growth across businesses and reductions in EBITDA before ESOP cost losses, and it puts the Company well on track to achieve operating breakeven (EBITDA before ESOP cost) by the quarter ending September 2023.

**Information of Directors being appointed / re-appointment at this AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice**

Name of the Director	Mr. Vijay Shekhar Sharma	Mr. Ravi Chandra Adusumalli	Mr. Madhur Deora
Directors Identification Number (DIN)	00466521	00253613	07720350
Date of Birth (Age in years)	July 15, 1978 (43)	January 14, 1976 (46)	September 12, 1978 (43)
Original date of appointment	December 22, 2000	February 16, 2012	May 20, 2022
Qualifications	Bachelor's degree in electronics and communications from the Delhi College of Engineering	Bachelor's degree in economics and government from Cornell University	Bachelor's degree of science in economics from the Wharton School of the University of Pennsylvania
Experience and expertise in specific functional area	Engineering, Technology, Design Marketing and General Management	Economics, Finance, and rich managerial experience	Economics, Finance, Investor Relation and rich managerial experience
Remuneration Last Drawn	₹ 40,000,000 p.a.	Nil	₹ 36,300,000 p.a.*
Number of Meetings of Board attended during the year	As mentioned in Corporate Governance Report	As mentioned in Corporate Governance Report	Not Applicable
Shareholding (as on the date of this Notice) in One 97 Communications Limited, either directly or as beneficial holder	57,673,032 equity shares (8.89%)	Nil	688,394 equity shares (Negligible)
Relationship with other Directors / KMPs	None	None	None
Terms and conditions of appointment/ re-appointment and remuneration	As per the Nomination, Remuneration and Board Diversity Policy		
Listed Companies from which the person has resigned from the directorship in the past three year	Nil	Nil	Nil
Directorships held in other companies in India	<ul style="list-style-type: none"> <li>One 97 Communications Limited</li> <li>Paytm Payments Bank Limited</li> <li>Paytm General Insurance Limited</li> <li>Paytm Life Insurance Limited</li> <li>Paytm e-Commerce Private Limited</li> <li>VSS Investco Private Limited</li> <li>VSS Holdings Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>One 97 Communications Limited</li> <li>Paytm E-Commerce Private Limited</li> <li>Le Travenues Technology Limited</li> <li>Tracxn Technologies Limited</li> <li>Capfloat Financial Services Private Limited</li> <li>Urbanclap Technologies India Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>One 97 Communications Limited</li> <li>Paytm Payments Services Limited</li> <li>Paytm Payments Bank Limited</li> <li>Paytm Financial Services Limited</li> <li>Paytm Insuretech Private Limited</li> <li>Paytm Money Limited</li> </ul>

Name of the Director	Mr. Vijay Shekhar Sharma	Mr. Ravi Chandra Adusumalli	Mr. Madhur Deora
	<ul style="list-style-type: none"> <li>VSS Networks Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Nextgen Project Management Systems Private Limited</li> <li>Rivigo Services Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Paytm First Games Private Limited</li> <li>Mobiquest Mobile Technologies Private Limited</li> <li>Orbgen Technologies Private Limited</li> <li>Wasteland Entertainment Private Limited</li> <li>Eatgood Technologies Private Limited</li> </ul>
<p>Membership/ Chairmanship of committees' in companies in India</p>	<p>I. One 97 Communications Limited</p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Chairman)</li> <li>Risk Management Committee (Member)</li> <li>IPO Committee (Member)</li> <li>Investment Committee (Member)</li> </ul> <p>II. Paytm Payments Bank Limited</p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul>	<p>I. One 97 Communications Limited</p> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> <li>Investment Committee (Member)</li> </ul> <p>II. Le Travenues Technology Limited</p> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Stakeholders Relationship Committee (Member)</li> <li>Risk Management Committee (Member)</li> <li>IPO Committee- (Member)</li> </ul>	<p>I. Paytm Money Limited</p> <ul style="list-style-type: none"> <li>Audit Committee (Chairman)</li> <li>Nomination and Remuneration Committee (Chairman)</li> </ul> <p>II. Paytm First Games Private Limited</p> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul>

\* in the capacity of employee/ Chief Financial Officer of the Company