



August 20, 2022

BSE Limited

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

National Stock Exchange of India Limited

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

Scrip Code: 543396

Symbol: PAYTM

Sub.: Proceedings of the 22nd Annual General Meeting of the Company

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III thereto, please find enclosed the summary of proceedings of the 22nd Annual General Meeting of the Company, held on Friday, August 19, 2022, at 04:30 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

This disclosure will also be hosted on the Company's website viz. www.paytm.com.

Kindly take the same on record.

Thanking you

Yours Sincerely,

For **One 97 Communications Limited**


Amit Khera
Company Secretary & Compliance Officer

Encl. As Above



**Summary of Proceedings of the 22nd Annual General Meeting of
One 97 Communications Limited**

The 22nd Annual General Meeting ('AGM') of One 97 Communications Limited (the 'Company') was held on **Friday, August 19, 2022 at 4:30 P.M. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The AGM was held in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated, May 5, 2020, read with General Circular No. 02/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and other circulars issued by the Securities and Exchange Board of India.

The following directors were present through Video Conference:

- a) **Mr. Vijay Shekhar Sharma** – Chairman, Managing Director and Chief Executive Officer.
- b) **Mr. Ashit Ranjit Lilani** – Independent Director, Chairman of Nomination and Remuneration Committee, member of Stakeholders' Relationship Committee and member of Risk Management Committee.
- c) **Mr. Madhur Deora** – Executive Director, President and Group Chief Financial Officer.
- d) **Mr. Mark Schwartz** – Independent Director, Chairman of Audit Committee, Chairman of Risk Management Committee and member of Corporate Social Responsibility Committee.
- e) **Mrs. Pallavi Shardul Shroff** – Independent Director, Chairperson of Stakeholders' Relationship Committee, member of Audit Committee and member of Risk Management Committee.

Company Secretary:

Mr. Amit Khera – Company Secretary and Compliance Officer

In attendance:

- a) Mr. Amitesh Dutta, Partner from M/s. Price Waterhouse Chartered Accountants LLP, representatives of Statutory Auditors;
- b) Mr. Nitesh Latwal, Partner from PI & Associates, Company Secretaries, representatives of Secretarial Auditors; and
- c) Mr. Ankit Singhi, Scrutinizer from PI & Associates, Company Secretaries.

Mr. Neeraj Arora, Independent Director, Mr. Ravi Chandra Adusumalli, Non-executive Director and Mr. Douglas Feagin, Non-executive Director expressed their inability to attend the AGM due to pre-occupation.

Members present: 316 Members attended the meeting virtually in person / through authorized representatives.



Mr. Amit Khera, Company Secretary and Compliance Officer welcomed all the members at the AGM and affirmed that the Company had taken all the feasible steps to enable Members to participate and vote on the items of businesses considered at the AGM.

The Company Secretary informed the members that the facility for joining the AGM through VC/OAVM is made available for the members on a first-come-first-serve basis and since, the meeting was conducted virtually with electronic participation, there was no requirement to provide facility to appoint proxy.

The Company Secretary further informed the members that the Statutory registers/ records and other applicable documents were available for inspection electronically by the members.

Pursuant to the relevant provisions of the Articles of Association of the Company, Mr. Vijay Shekhar Sharma took the chair and welcomed all the members and Board of Directors present at the AGM. The Chairman ascertained the requisite quorum was present and declared the Meeting was in order.

The Chairman then briefed the members on the business operations of the Company.

Thereafter, the Chairman invited Mr. Madhur Deora, Executive Director, President and Group Chief Financial Officer to present key highlights about Company's performance during the financial year 2021-22. Mr. Deora provided a detailed update to the members.

Subsequently, the Company Secretary opened the 'Questions & Answers' (Q&As) floor for the members who had registered themselves as 'speaker' to ask questions or express their views, give suggestions, make enquiries on the operations and financial performance of the Company and related matters. The questions raised by the members were duly answered by the Chairman and Mr. Deora.

The Company Secretary informed the members that the Notice of AGM, the board report, the statutory reports, the auditor's report, financial statements for the financial year ended March 31, 2022, have been sent to the members of the Company at their registered email address, within prescribed timelines and with the consent of members were taken as read. It was informed to the members that the Statutory Auditors' Report and Secretarial Auditor's Report did not contain any qualifications, observations or other remarks.

Thereafter, the Company Secretary briefed the members on the resolutions as set out in the Notice of AGM:

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.



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.

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.
4. To approve payment of remuneration of Mr. Vijay Shekhar Sharma (DIN: 00466521), Managing Director and Chief Executive Officer 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.
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.
7. To approve contribution to Charitable and other Funds.

The Company Secretary informed that the Members holding shares as on the cut-off date i.e. **Friday, August 12, 2022**, were entitled to cast their votes through remote e-voting and e-voting at the AGM. The remote e-voting facility provided by the Company to the members commenced from Monday, August 15, 2022, 9:00 A.M. (IST) and concluded on Thursday, August 18, 2022, 5:00 P.M. (IST).

The Board of Directors had appointed Mr. Ankit Singhi, from M/s. PI & Associates, as the Scrutinizer to supervise the e-voting process.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the consolidated Scrutinizer’s Report will be disseminated to the exchanges and will be placed on the Company’s website, within stipulated timelines.

Members, who were participating in the meeting and had not cast their votes through remote e-voting, were provided an opportunity to cast their votes through e-voting at the AGM.

To enable the members to cast their vote at the AGM, the e-voting facility was kept open for the 15 minutes and upon completion of the e-voting process the Meeting was concluded at 6:17 P.M. (IST).

Thanking you

Yours Sincerely,

For **One 97 Communications Limited**

Amit Khera
Company Secretary & Compliance Officer

