



TRANSCRIPT OF THE EXTRAORDINARY GENERAL MEETING OF ONE 97 COMMUNICATIONS LIMITED HELD ON MONDAY, JULY 12, 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING

Mr. Amit Khera: Good Morning everyone!! I am Amit Khera, Company Secretary of One 97 Communications Limited, joining from Noida Corporate office of the Company. I welcome you all to this Extraordinary General Meeting of the Company.

As per Section 104 of the Companies Act, 2013 and Article 98 of Articles of Association of the Company, the Chairman of the Board has a right to preside over the General Meetings of the Company. Accordingly, Mr. Vijay Shekhar Sharma will chair this Extraordinary General Meeting.

May I now request the Moderator to please let us know the number of shareholders attending this meeting.

Moderator: Thank you sir. Right now 27 Shareholders have joined the meeting.

Mr. Amit Khera: Thank you Nihar.

As the requisite quorum is present, I call the meeting to order. Members may note that the Company had sent the EGM notice to all the members at their registered email IDs for the EGM to be held initially at Hotel Holiday Inn, Mayur Vihar, New Delhi. However, in view of unprecedented situation due to Covid-19 pandemic and ongoing government restrictions on the movement of persons in Delhi-NCR Region, it was decided to hold this EGM through Video Conferencing. Consequently, all the compliances have been met and Addendum to Notice of EGM was sent to all the members of the Company.

The Company has published notice in the Newspapers furnishing the requisite information relating to the EGM, the remote e-voting and participation in the meeting through Video Conferencing has also been provided to shareholder.

Member may also note that this Extraordinary General Meeting is being held through video conferencing in accordance with the Companies Act, 2013 and all the circulars issued by the Ministry of Corporate Affairs.



The joining has been allowed to all the members on a first-come-first-served basis.

All the members joining this meeting are by default placed on mute mode to avoid any background noise disturbance and to ensure smooth and seamless conduct of the meeting.

Before we start this meeting, I request my co-panelists on the video conferencing to introduce themselves.

We have Chairman of the Board and the Company, Managing Director, Mr. Vijay Shekhar Sharma

May I now request, Mr. Vijay Shekhar Sharma, Chairman to please introduce himself.

Mr. Vijay Shekhar Sharma:

Hi. Good Morning everyone. Good to see you all. My name is Vijay Shekhar Sharma and I am joining this meeting from my residence in New Delhi. I am the Managing Director and Chairman of One 97 Communications Limited. Thank You.

Mr. Amit Khera:

Thank you Vijay. May I now request, Ms. Pallavi Shardul Shroff who is also fulfilling our requirement of Independent Director to introduce herself.

Ms. Pallavi Shardul Shroff:

Hello everyone. Good Morning! I am Pallavi Shardul Shroff, I am an Independent Director of the Board of One 97 Communications Ltd. I also represent the Audit Committee as well as Stakeholders Relationship Committee of which I am the Chairperson. I am attending this meeting from my residence at New Delhi. Nobody has access to this meeting.

Mr. Amit Khera:

Thank you Mrs. Shroff. May I now request Mr. Madhur Deora to introduce himself.

Mr. Madhur Deora:

Hello everyone. I am Madhur Deora. I am President and Group Chief Financial Officer of One97 Communications Limited. I am attending this meeting from my residence in Mumbai.

Mr. Amit Khera:

Thank You Madhur. May I now request Mr. Vikas Garg to introduce



himself

Mr. Vikas Garg:

Hi Everyone. Welcome to the EGM of One97 Communications Limited, I am Vikas Garg. I am Chief Financial Officer of One 97 Communications Ltd. I am attending this meeting from my residence in Noida.

Mr. Amit Khera:

Thank you Vikas.

Apart from them, we also have Mr. Amitesh Dutta, representing Price Waterhouse Chartered Accountants LLP, Statutory Auditors, of the Company. They are fulfilling compliance requirement.

Mr. Amitesh Dutta would like to represent himself.

Mr. Amitesh Dutta:

Good Morning Everyone. My name is Amitesh Dutta and I am partner with Price Waterhouse Chartered Accountants LLP, Statutory Auditors who are the Statutory Auditors of OCL. Thank you.

Mr. Amit Khera:

Our Secretarial Auditor from PI & Associates have also joined this meeting through Video Conferencing

The Company has taken all feasible efforts under the current circumstances to enable members to participate through video conferencing and vote at the EGM. I thank all the members, colleagues on the panel and auditors for joining this meeting over video conferencing. I hope all of you are safe and are in good health.

As the Notice and Addendum thereto are already circulated to all the members, with the permission of the members and permission of chair, I take the Notice and Addendum of meeting as read.

Before we proceed, I wish to bring to your notice that, as required under the Companies Act, 2013, the Company had provided you the facility to cast your vote electronically, on all resolutions set forth in the Notice. Members who have not cast their vote electronically and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system. The voting lines will remain open for 1 hour after the closure of the meeting.

Thank you very much. We now take up the resolutions as set forth in



the Notice

Item No. 1 - To consider and approve raising of capital through an initial public offering of equity shares

Item No. 2 - To consider and approve declassification of Mr. Vijay Shekhar Sharma from his status as promoter of the Company

I would like to clarify here that this resolution is purely for taking on record for declassification of Mr. Vijay Shekhar Sharma as promoter of the Company

Item No. 3 - To consider and adopt new articles of association (“AOA”) of the company

Item No. 4 – To consider and adopt amendments to One97 Employee Stock Option Scheme 2019

Item No. 5- To consider and adopt amendments to One97 Employee Stock Option Scheme 2008

The text of the resolutions along with explanatory statement is provided in the Notice circulated to the members and taken as read.

Members may note that the voting on the e-voting platform provided by Link Intime will continue to be available for the next 1 hour. Therefore, members who have not cast their vote yet are requested to do so. The Board of Directors have appointed Mr. Nitesh Latwal, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. The e-voting process is being conducted by Link Intime on their platform.

Further, I will declare the results of the voting and place the results on the website of the Company that will be duly certified by scrutinizer and Chairman of the meeting and website of Link Intime. The resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

Thank you all for attending the meeting with this we now consider this meeting as closed unless any panelist have any comment to share.

Mr. Vijay Shekhar Sharma: Thank you everyone for joining us. It is a privilege to see you attending our video conferencing meeting. I hope and wish that you and your family’s health is safe and within a year’s time period hopefully we all will be allowed to attend our meeting in person. Look forward to see you at that point of time Thank you so much.



Amit Khera:

Thank you Vijay. We consider this meeting as closed now and the voting lines will be opened for next 1 hour. I again request all the members who have not voted to cast the vote and exercise their rights.

Thank you everyone and thank you our panelist.