



Ref.: 03/ 2020-21

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of One 97 Communications Limited will be held on Friday, March 26, 2021 at B-121, Sector -5, Noida-201301, Uttar Pradesh at 10.00 A.M. (IST) to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To consider and recommend amendment of ESOP Scheme 2019

To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** in supersession to the earlier resolution passed and pursuant to the applicable provisions of the Companies Act, 2013 and the corresponding rules framed thereunder, as amended, Memorandum & Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members be and are hereby accorded to approve and adopt the amended One97 Employees Stock Option Scheme 2019, the draft of which is placed before the member for the purposes of identification (“**Restated ESOP Scheme 2019**”).

RESOLVED FURTHER THAT Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Arvind Singhania, Company Secretary of the Company, be and are hereby severally authorized to sign and execute the necessary agreements, letters and documents as may be required and send notices to the employees in relation to the adoption of the Restated ESOP Scheme 2019 and to do all such other deeds, things, matters as may be ancillary or incidental to the implementation of the amended Restated ESOP.”

Item No. 2: To approve increase ESOP Pool grant options and amendment in One97 Employees Stock Option Scheme, 2019

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the earlier resolution, pursuant to the applicable provisions of the Companies Act, 2013 and the corresponding rules framed thereunder, as amended, Memorandum & Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members, be and are hereby accorded to alter One97 Employees Stock Option Scheme 2019 (hereinafter referred to as “**One97 ESOP Scheme 2019**” or “**ESOP Scheme 2019**”) by increasing existing ESOP pool from 2,166,524 equity options to 2,409,428 equity options of Rs. 10/- each and to approve and adopt the amended One97 ESOP Scheme 2019, the draft of which is initialed by the Chairperson for the purposes of identification (“**Restated ESOP Scheme 2019**”).

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu, in all respects with the then existing Equity Shares of the Company and that the Company shall conform to the accounting policies as laid out in the Income Tax Act, 1961 and the relevant provisions of the Act.

RESOLVED FURTHER THAT Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Arvind Singhania, Company Secretary of the Company, be and are hereby severally authorized to give effect to the aforesaid resolution and make necessary filing with Registrar of Companies, NCT of Delhi and Haryana and to do all acts, things and deeds incidental thereto.”

Item No. 3: To approve the remuneration of Mr. Vijay Shekhar Sharma, Managing Director for FY 2020-21

To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with corresponding rules and subject to Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act), consent of the Members be and is hereby accorded to increase the remuneration of Mr. Vijay Shekhar Sharma, Managing Director of the Company on the terms and conditions mentioned herein below:

1. Remuneration: INR **40,000,000/-** p.a. (including lease rent accommodation). However, since the payout for FY 2020-21 is effective from November 1, 2020, the remuneration payable to Mr. Vijay Shekhar Sharma for FY 2020-21 is pro-rated to INR **34,166,665/-**.
2. Perquisites: Following perquisites are inclusive of the remuneration amount, to be provided:
 - (a) Two Vehicles.
 - (b) Fuel Expenses & Toll charges.
 - (c) Accommodation on Lease.
 - (d) Expenses related to electricity, water, maintenance etc of the accommodation provided by the Company.
 - (e) Driver’s Salary and Overtime & Night Charges of Drivers to be paid extra, if any.
 - (f) Vehicle’s Insurance.
 - (g) Expenses related to Vehicle’s maintenance.
 - (h) Communication Expenses which includes reimbursements of mobile bill, data card bill, internet bills, etc.
 - (i) Reimbursements related to meal expenditure.
 - (j) Travel Expenses
 - (k) Medical Insurance of Mr. Vijay Shekhar Sharma and his family.
 - (l) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company. These will not be included in the computation of the ceiling on perquisites or remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity shall be payable as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
 - (m) Leave Travel Assistance, as per the rules of the Company; value not exceeding one month’s salary.



RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Vijay Shekhar Sharma as Managing Director of the Company, the remuneration approved here shall be treated as minimum remuneration and be payable to him shall be in compliance the provisions of in Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT Mr. Vijay Shekhar Sharma, Managing Director, Mr. Madhur Deora, President & Group Chief Financial Officer, Mr. Vikas Garg, Chief Financial Officer and Mr. Arvind Kumar Singhania, Company Secretary of the Company be and are hereby authorized severally to make necessary filing with statutory authority (ies) and to do all acts, things and deed expedient and incidental in relation to give effect to this resolution.”

Regd. Off:

One 97 Communications Limited
First Floor, Devika Tower,
Nehru Place, New Delhi-110019
CIN: U72200DL2000PLC108985
Website: www.One97.com

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

Sd/-
Arvind Kumar Singhania
Company Secretary
M.No: A27128

Place: Noida

Date: 03rd March, 2021

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. DULY STAMPED, SIGNED AND FILLED IN PROXY FORMS (COMPLETED IN ALL ASPECTS) SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE EGM. THE PROXY FORM IS ANNEXED TO THIS NOTICE.**

A person can act as a proxy on behalf of members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorized representatives to attend the EGM are requested to send a certified copy of their board resolution or any other document validly executed by its director or other authorized signatories/persons, authorizing their representative to attend and vote on their behalf at the EGM.
3. An explanatory statement pursuant to section 102 of the Act relating to the special business to be transacted at the EGM is annexed hereto.
4. All documents mentioned in this notice and the explanatory statement are available for inspection during business hours of the Company on all business days.

5. Entry to the place of meeting will be regulated by an attendance slip which is annexed to this notice. The members/proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
6. Route map showing directions to reach the venue of the general meeting is annexed.
7. Shareholder may note that Notice of Extraordinary General Meeting has been uploaded on the website of the Company at www.One97.com. The Notice can also be accessed from the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
8. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pin Code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
9. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e. Link Intime India Private Limited ("LIPL") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
10. In compliance with Section 108 of the Act, read with the corresponding rules, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the LIPL. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
11. The Board has appointed Mr. Nitesh Latwal, Company Secretary in Practice and Partner of PI & Associates, as the Scrutinizer to scrutinize the process of e-voting and voting through poll in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of e-voting at the Extraordinary General Meeting, thereafter unblock the votes cast through remote e-voting and make, not exceeding 3 days of conclusion of the meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results accordingly.
13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.One97.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
14. Members, who cast their vote by remote e-voting, may attend the EGM but will not be entitled to cast their votes once again. During the voting period, members can login to LIPL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to

change it subsequently or cast the vote again. The facility of voting through polling papers shall also be made available at the venue of the EGM

15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
16. The Notice of the EGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members as on February 26, 2021 whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by permitted mode. The Notice calling the EGM has been uploaded on the website of the Company at www.One97.com and is also available on the website of LIPL (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
17. The Chairman shall, at the EGM and at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer and e-voting agency i.e. LIPL by use of "Polling Paper / e-voting (Insta Poll)" for all those members who shall be present at the EGM but have not casted votes by availing the e-voting facility.
18. **Instructions for shareholders to vote electronically:**
 - i. The remote e-voting period begins on **Tuesday, March 23, 2021 and 10.00 A.M. (IST)** and ends on **Thursday, March 25, 2021 and 5.00 P.M. (IST)**. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. A person who is not a member as on the cut-off date shall treat this notice for information purpose only.
 - ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **March 19, 2021**. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **March 19, 2021** shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the login ID and Password by sending a request at enotices@linkintime.co.in or to the Company at compliance@paytm.com.
 - iv. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
 - v. Procedure for Remote E-voting
 - I. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- 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** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**

- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**

- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- II. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
- III. Enter your **User ID, Password and Image Verification (CAPTCHA) Code** and click on ‘Submit’.
- IV. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon for ‘**One97 Communications Limited/ Event number 210048**’.

- V. E-voting page will appear.
- VI. 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).
- VII. 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. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
- VIII. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) 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.

If you have forgotten the password:

- ❖ Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- ❖ Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- ❖ In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- ❖ 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.
- ❖ The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- ❖ Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to section 102 of the Act sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 1

The Company has in place an employees’ stock option scheme in the name of “**One97 Employees Stock Option Scheme 2019**” (herein after referred to as “**ESOP Scheme 2019**”) as approved by the Board and the shareholders of the Company, which lays down the terms and conditions with respect to the granting, vesting, exercise, etc., of stock options to the employees of the Company. The last amendment to the policy was approved by the shareholders in their meeting held on September 2, 2020.

It is proposed to make certain changes in Clause 9 (Vesting Period) under the ESOP Scheme 2019 by inserting/ modifying the below mentioned *underlined text* in the existing para:

9. Vesting Period

Subject to Clause 13, Options granted under ESOP 2019 would vest from the end of the first year from the grant date and will keep on vesting till the end of the fifth year as per the quantum mentioned in the Schedule below:

	<i>Date</i>	<i>Vesting Schedule (Current)</i>	<i>Vesting Schedule (Proposed)</i>
<i>1st Vesting</i>	<i>End of Ist Year</i>	<i>10%</i>	<i>10%</i>
<i>2nd Vesting</i>	<i>End of IInd Year</i>	<i><u>15%</u></i>	<i><u>20%</u></i>
<i>3rd Vesting</i>	<i>End of the IIIrd Year</i>	<i>20%</i>	<i>20%</i>
<i>4th Vesting</i>	<i>End of IVth Year</i>	<i>25%</i>	<i>25%</i>
<i>5th Vesting</i>	<i>End of Vth Year</i>	<i><u>30%</u></i>	<i><u>25%</u></i>

Vesting of above Options would be subject to continued employment with the Company and will also be dependent on performance matrix which will be given by HOD and HR. As per scheduled vesting for the year, performance multiplier rating will be used based on rating 1 being lowest and 5 being highest. 1 or 2 raters will be given 0% ESOPs as per above vesting schedule. And others will be given 60%, 80% and 100% of the total scheduled vesting for the year for 3, 4 and 5 rating respectively. ESOP rating will be independent of the bell curve or annual appraisal normalization process. There will be 2 ESOP rating dates 31-March and 30-September, which will be considered for vesting dates for the following 6 months as applicable. W.r.t. this, HR will make process and drive it across the organization to measure productivity and performance based on multiple parameters including KRAs, behavioral maturity, impact made on overall business etc. In case of any dispute, HR decision would be considered as final rating.

Further, in terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“**the Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms

of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on December 18, 2020 had accorded its approval in relation to the amendment of the Restated ESOP Schemes 2019, subject to the approval of the members of the Company. Accordingly, the approval of shareholders is required to make modification/ insertion in the existing Clause 9 of ESOP Scheme 2019. The draft copies of the amended and Restated ESOP Schemes 2019 is available for the inspection during the office hours till the date of general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at item no. 1 of the Notice, except to the extent of the securities that may be offered to them under ESOP scheme.

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 1 as a special resolution.

ITEM NO. 2

The Company proposes to the increase in ESOP pool by 242,904 options thereby increasing current ESOP pool from 2,166,524 equity options to 2,409,428 equity options under the One97 Employees Stock Option Scheme 2019 (“**One97 ESOP Scheme 2019**”). The last increase in the ESOP Pool to the policy was approved by the shareholders in their meeting held on September 30, 2020.

In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“**the Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on February 25, 2021 had accorded its approval in relation to the amendment of the Restated ESOP Scheme 2019 and increase in ESOP Pool of the Company, subject to the approval of the members of the Company. Accordingly, the consent of the members of the Company is sought. The draft copy of the Restated ESOP Scheme 2019 is available for the inspection during the office hours till the date of general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice, except to the extent of the securities that may be offered to them under ESOP scheme.

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 2 as a special resolution.

ITEM NO. 3

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 18, 2020 have approved the revision in the managerial remuneration of Mr. Vijay Shekhar Sharma, Managing Director of the Company for the FY 2020-21 in accordance with the provision of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of Companies (Appointment & Remuneration of Managerial Remuneration Personnel)

Rules, 2014 framed and all other applicable provision of the Companies Act, 2013, the remuneration payable to Mr. Vijay Shekhar Sharma is placed before the shareholders for their approval vide special resolution.

Keeping in view the past experience and valuable contribution of Mr. Vijay Shekhar Sharma towards the growth of the Company, the Board of Directors proposed the revision in the remuneration of Mr. Vijay Shekhar Sharma of the Company paid during the financial year 2020-21 as set out in item no. 3 for the approval of shareholders as special resolution.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except Mr. Vijay Shekhar Sharma and their relative (to the extent of their shareholding in the Company, if any).

DETAILS REQUIRED UNDER SECRETARIAL STANDARDS- II IN RELATION TO THE MANAGING DIRECTOR, WHOSE REMUNERATION IS PROPOSED TO BE FIXED AT FORTHCOMING EXTRA-ORDINARY GENERAL MEETING ARE AS FOLLOWS:

Mr. Vijay Shekhar Sharma

Profile of Mr. Vijay Shekhar Sharma are disclosed in later part of this explanatory statement.

Name of the Director	Mr. Vijay Shekhar Sharma
DIN	00466521
Age (in years)	42
Qualification	B.E., Electronics & Communication from Delhi College of Engineering
Remuneration sought to be paid	INR 40,000,000/- p.a. (including lease rent accommodation). However, since the payout for FY 2020-21 is effective from November 1, 2020, hence the remuneration payable to Mr. Vijay Shekhar Sharma for FY 2020-21 is Rs. 34,166,665/- . For further details, please refer subjected proposed resolution.
Terms and Conditions of appointment(s)	NA
Justification for choosing the appointees as Independent Director	NA
Remuneration last drawn from the Company	INR 3 Crore p.a. plus perquisites & allowances
Date of first appointment on the Board of Directors of the Company	December 22, 2000
Shareholding in the Company (as on the date of EGM Notice)	90,51,624 Equity Shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	None
Number of Board meetings attended during the financial year 2019 - 20	8
List of Directorships held in other companies, as on February 26, 2021	<ul style="list-style-type: none"> Paytm Payments Bank Limited

	<ul style="list-style-type: none"> • VSS Holdings Private Limited • VSS Investco Private Limited • Paytm General Insurance Limited • Paytm Life Insurance Limited • Paytm Money Limited • Paytm E-Commerce Private Limited • Aryan Ayurveda Private Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as February 26, 2021	<ul style="list-style-type: none"> • Paytm Money Limited (NRC)- Member • One 97 Communications Limited (Corporate Social Responsibility Committee)- Member • Paytm Payments Bank Limited- (NRC)- Member (IT Strategy Committee)- Member

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules, is given hereunder:

I. General Information:

1. Nature of Industry: One97 Communications Ltd (One97) is incorporated under the Companies Act, 1956 having its registered office at First Floor, Devika Tower, Nehru Place, New Delhi 110019.

The Company is inter-alia engaged in the business of providing Value added service to various telecom operators with expertise spanning Voice, Data and Network services such as CRBT, Video applications, IN applications etc.

The Company is also India's leading mobile Internet Company and the owner of the well-known and renowned brand/logo "Paytm". With www.paytm.com launched in 2010 as a website for mobile and DTH recharge, Paytm is today a leader in the payments sector and offering payment aggregator services in India. Paytm is also a well-known online platform in India providing utility bill payments, recharges, ticketing, hotel booking, and various other financial services to consumers.

2. Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity. The Company was incorporated on 22nd December, 2000.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars	2019 -20 (INR in Cr)
Total Income	3350.59
Depreciation	143.18
Tax expense	0.05
Total Expenses	5,861.54
Net Profit/(Loss)	-2833.68
Paid-up Capital	60.43
Reserves & Surplus	8,351.02

5. Foreign Investment or Collaboration, if any:

The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total paid-up capital, 83.87% (approx.) is held by Foreign Investor under Foreign Direct Investment scheme of RBI. Further, the Company has following wholly owned subsidiaries and joint ventures overseas:

Name of the Entity	Status	Country
One97 Communications Singapore Private Limited	Wholly owned Subsidiary	Singapore
One97 Communications Nigeria Limited	Wholly owned Subsidiary	Nigeria
One97 USA Inc.	Wholly owned Subsidiary	USA
One97 Communications FZ-LLC	Wholly owned Subsidiary	Dubai

II. Information about the appointee:

1. Background Details: Mr. Vijay Shekhar Sharma is the Managing Director, Founder and Promoter of One97 Communications Limited. As a Managing Director, he is responsible for strategies and directions for sustainable growth of the Company. Being the promoter of the Company, he is associated with One97 Communications Limited since its incorporation i.e. year 2000. Under his dynamic leadership, the Company has attained the respectable position and grown as a pioneer in the mobile VAS across leading telecom operator, become a leader in mobile wallet space, consolidate payment gateway aggregator services etc.

Mr. Vijay Shekhar Sharma has a Bachelor's degree in Engineering from Delhi College of Engineering.

2. Past Remuneration: Remuneration drawn by Mr. Vijay Shekhar Sharma for the period April 01, 2019 to March 31, 2020 is INR 3 crores and other perquisites & allowances approved in the terms of appointment.

3. Recognition or Awards: Mr. Vijay Shekhar Sharma has featured in Time Magazine's '100 Most Influential People' 2017 List. In 2015, Vijay was recognized as Entrepreneur of year by Earns & Young and in same year as **Future Leaders** at the NASSCOM Future Leaders event. In addition, he is recognized among the most Innovative CEOs of 2014 by Inc India. In 2011, Vijay Shekhar Sharma was featured in Inc 500 survey about **India's Fastest Growing Mid-sized Companies**. In Addition, he won **Mobile Entrepreneur of the Year** at WAT Awards. In 2010, he was selected as the **VAS Person of the Year** at the IAMAI's India Digital Awards.

4. Job Profile and his suitability: Mr. Vijay Shekhar Sharma, Managing Director, is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Being a founder of the Company, he has brought the Company to great achievements. Taking into consideration his qualifications and expertise in the business segment and, he is best suited for the responsibilities of current assigned role.

5. Remuneration Proposed for the FY 2020-21: It is proposed to increase the remuneration from INR 30,000,000 to INR. 40,000,000/- p.a. (including perquisites, as detailed in proposed resolution). However, since the payout for FY 2020-21 is effective from November 1, 2020, the remuneration payable to Mr. Vijay Shekhar Sharma for FY 2020-21 pro-rated is Rs. 34,166,665/-.

6. 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 his origin): With increased size and turnover, it is also imperative for any ITES company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Vijay Shekhar Sharma has successfully proved his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified commensurate with other organizations of the similar type, size and nature in the industry.
7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Apart from receiving the remuneration proposed, Mr. Vijay Shekhar Sharma holds 90,51,624 equity shares in the Company. Additionally, his brother, Mr. Ajay Shekhar Sharma holds office and place of profit under Section 188(f) of the Companies Act, 2013. Mr. Vijay Shekhar Sharma or any of his relative does not have any other pecuniary relationship with the Company.

III. Other Information:

1. Reason of loss or inadequate profits: The Company has been expanding and has made investments in various financial and digital payment businesses, to mark its foot print all over India, which resulted into losses during the financial year.

2. Steps taken or proposed to be taken for improvement:

The Company is confident with rise of infrastructure for digital payments in India, having multiple offering for consumers & merchant and will enable the company to earn the sufficient revenues to cover the operating expenses going forward in sometime.

3. Expected Increase in productivity and profits in measurable terms:

The Company has been able to focus very heavily on the cost reduction in the last 12 - 18 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver much condensed losses for the financial year ending March 2021 and going forward.

Regd. Off:

One 97 Communications Limited
First Floor, Devika Tower,
Nehru Place, New Delhi-110019
CIN: U72200DL2000PLC108985
Website: www.One97.com

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

Sd/-
Arvind Kumar Singhania
Company Secretary
M.No: A27128

Place: Noida

Date: 03rd March, 2021



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200DL2000PLC108985
Name of the Company: One 97 Communications Limited
Registered office: First Floor, Devika Tower, Nehru Place, New Delhi-110019

Name of the members(s):

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

I/ We being the member(s) of [●], holding [●] equity shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of members of the Company, to be held on Friday, March 26, 2021 at 10.00 A.M. (IST) at B-121, Sector-5, Noida- 201301, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

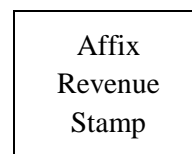
Resolution No.

1. To consider and recommend amendment of ESOP Scheme 2019.
2. To approve increase ESOP Pool grant options and amendment in One97 Employees Stock Option Scheme, 2019
3. To approve the remuneration of Mr. Vijay Shekhar Sharma, Managing Director for FY 2020-21.

Signed this day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



ATTENDANCE SLIP
Extra-ordinary General Meeting

Day, Date & Time: Friday, March 26, 2021 at 10.00 A.M.

Venue of the meeting: B-121, Sector-5, Noida- 201301, Uttar Pradesh

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

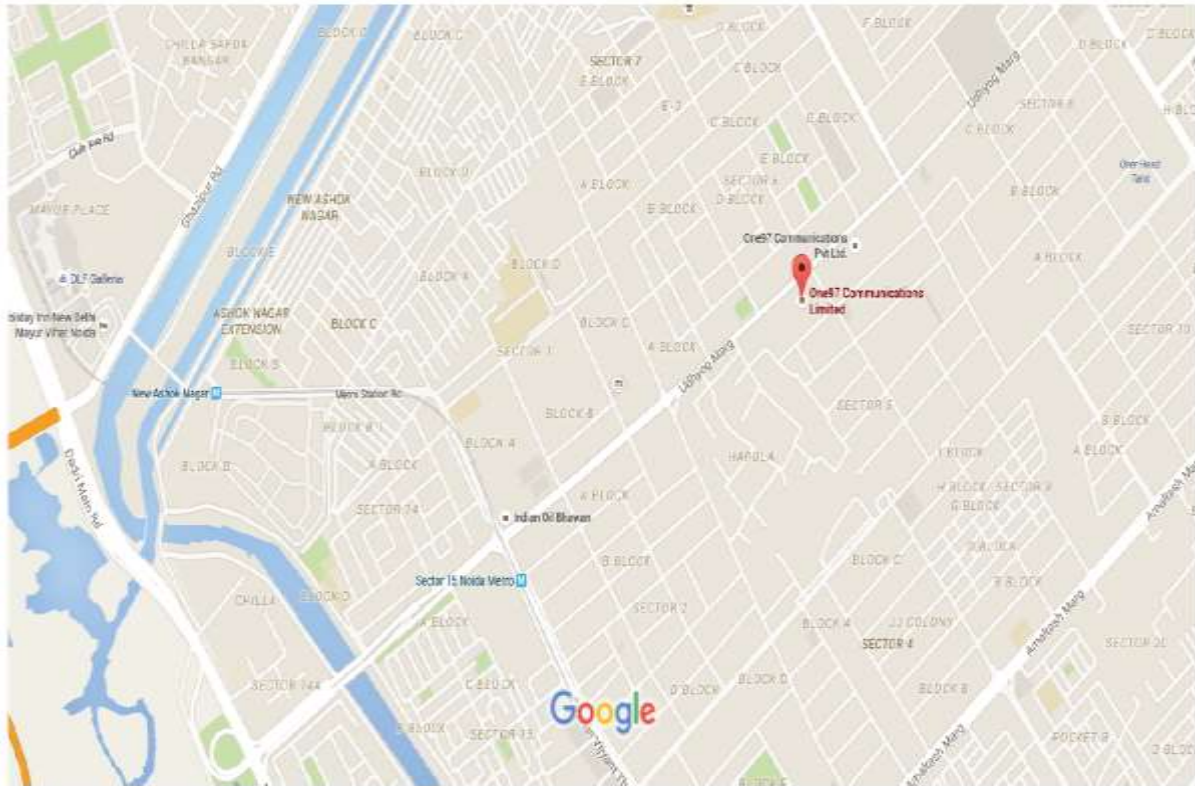
I/ We hereby record my/our presence at the Extra-Ordinary General Meeting of the member of the Company held on **Friday, March 26, 2021 at 10.00 A.M.** at B-121, Sector-5, Noida- 201301, Uttar Pradesh

If signed by Proxy, name should be
Written here in Block Letters

Member's/Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP OF EGM VENUE



Address: B-121, Sector-5, Noida- 201301, Uttar Pradesh

Landmark: Noida Authority