PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF

ONE 97 COMMUNICATIONS LIMITED

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF ONE 97 COMMUNICATIONS LIMITED FOR THE BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This public announcement (the **"Public Announcement"**) is made in relation to the Buy-back (as defined below) of Equity Shares (as defined below) by One 97 Communications Limited (the **"Company"**) from BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (together, the **"Stock Exchanges"**), pursuant to the provisions of Regulation 16(iv)(a) read with Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the **"SEBI Buy-back Regulations"**), and contains the disclosures as specified in the applicable provisions of Schedule IV read with Schedule I to the SEBI Buy-back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES

PART A - DISCLOSURES IN ACCORDANCE WITH SCHEDULE I OF THE SEBI BUY-BACK REGULATIONS

1. DETAILS OF BUY-BACK OFFER AND OFFER PRICE

1.1. The board of directors of the Company (hereinafter referred to as the **"Board"** or **"Board of Directors"**), at their meeting held on **December 13, 2022** (the **"Board Meeting"**), has approved the proposal for buy-back of its own fully paid-up equity shares of face value of ₹1 (Rupee One Only) each (**"Equity Shares"**) in accordance with Article 16 of the Articles of Association of the Company, the provisions of Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013, as amended (**"Companies Act"**) and the applicable rules thereunder, in compliance with the SEBI Buy-back Regulations and subject to such other approvals, permissions, sanctions and filings as may be necessary under applicable law (including the SEBI Buy-back Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR"**)), and from the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), the Registrar of Companies, Delhi (the **"ROC"**), the Stock Exchanges, etc., and further subject to such conditions as may be prescribed while granting such Board approval which may be agreed by the Board of Directors.

1.2. The Board in the aforementioned meeting, has approved the Buy-back (as defined below) by the Company of its fully paid-up Equity Shares from the members of the Company for an aggregate amount not exceeding ₹850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) (**"Maximum Buy-back Size"**), being 6.67% and 6.97% of the total paid-up share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company respectively, as at March 31, 2022 (being the date of the last audited financial statements of the Company), for a price not exceeding ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share (**"Maximum Buy-back Price"**) from all shareholders of the Company, as the terms are respectively defined in the SEBI Buy-back Regulations (**"Buy-back"**). The Maximum Buy-back Size does not include any other expenses incurred or to be incurred for the Buy-back like filing fees payable to SEBI, Stock Exchanges fees, advisors' fees, public announcement, publication expenses, transaction cost viz., brokerage, applicable taxes such as securities transaction tax, stamp duty, Buy-back tax etc., and any other incidental and related expenses (**"Transaction Costs"**). The Buy-back period is from **December 13, 2022**, i.e., the date of the Board approval up to the date on which the final payment of consideration for the Equity Shares bought back by the Company is made (**"Buy-back Period"**)..

1.3. The aggregate maximum amount of the Buy-back is less than 10% of the total paid-up capital and free reserves of the Company. The Company is a professionally managed company with no identifiable promoters or promoter group, or persons in control, and will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company, as provided under Regulation 38 of the SEBI LODR, during the Buy-back Period and upon completion thereof.

1.4. The Buy-back will be undertaken in accordance with 4(iv)(b)(ii) of the SEBI Buy-back Regulations, by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buy-back Regulations. Further, as required under the Companies Act and the SEBI Buy-back Regulations, the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares, till the pendency of the lock-in or until the Equity Shares become transferable. There are no partly paid-up Equity Shares or calls in arrears.

1.5. A copy of this Public Announcement will be made available on the Company's website (www.paytm.com) and the website of each of the Stock Exchanges (www.nseindia.com and www.bseindia.com), and is expected to be available on the SEBI website (www.sebi.gov.in).

2. OBJECTIVE / NECESSITY FOR THE BUY-BACK

2.1. Over the last 18 months, the company has improved monetisation and unit economics for payments business. At the same time, the lending business has shown tremendous growth, and has contributed to the bottom line. This is a clear demonstration of operating leverage, resulting in improvement of EBITDA before ESOP cost margin. Witnessing Company's momentum of financial performance, clear path to cash flow generation and excess cash as a result, the Board has determined that a buy-back of the Company's shares would be accretive for its shareholders.

2.2. While the Company will continue disciplined investments to drive long-term value creation, across technology, sales, marketing, and other areas, the Board has determined that there is surplus liquidity that can be productively applied to a buy-back of shares. This decision has been taken after a detailed review of projected investment requirements to drive long-term value creation.

2.3. The Board believes that this buy-back is a sign of confidence that the Company is on a clear path to deliver cash flow profitability, and this buy-back will not have any impact on its growth plans in the near future or on its profitability plans.

3. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY-BACK, BASIS OF DETERMINING MAXIMUM BUY-BACK PRICE

3.1. Based on Maximum Buy-back Size and the Maximum Buy-back Price, the indicative maximum number of Equity Shares bought back would be 1,04,93,827 (One Crore Four Lakhs Ninety Three Thousand Eight Hundred and Twenty Seven Only) Equity Shares (**"Maximum Buy-back Shares"**), comprising approximately 1.62% of the paid-up equity share capital of the Company as on March 31, 2022. If the Equity Shares are bought back at a price below the Maximum Buy-back Price, the actual number of Equity Shares to be bought back could exceed the Maximum Buy-back Shares, but will always be subject to the Maximum Buy-back Size, and shall always remain within the overall limit of 25% of the total paid-up equity share capital of the Company.

3.2. Further, in accordance with Regulation 15 of the SEBI Buy-back Regulations, the Company shall utilize at least 50% (fifty percent) of the amount earmarked as the Maximum Buy-back Size for the Buy-back, i.e. ₹425,00,00,000 (Rupees Four Hundred and Twenty Five Crores Only) (**"Minimum Buy-back Size"**) and based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company will purchase a minimum of 52,46,913 (Fifty Two Lakhs Forty Six Thousand Nine Hundred and Thirteen Shares Only) Equity Shares (**"Minimum Buy-back Shares"**) in the Buy-back.

3.3. The actual number of Equity Shares bought back during the Buy-back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-back, subject to the Maximum Buy-back Size. The actual reduction in outstanding number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buy-back Period.

3.4. The Buy-back will be implemented by the Company out of the securities premium account in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buy-back Regulations. The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the Transaction Costs) will be funded out of cash and bank balances, liquid investments and/or cash accruals of the Company. The proceeds of the initial public offering of the Company, which are earmarked for the purposes mentioned in the Prospectus dated November 11, 2021 of the Company, and any funds borrowed from banks and financial institutions, shall not be utilised by the Company for the purpose of the Buy-back. The Company shall transfer from its securities premium account, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements of the Company.

3.5. In the event of non-fulfillment of the obligations under the SEBI Buy-back Regulations by the Company, the monies deposited in the Escrow Account (as defined below) upto a maximum of 2.5% (two and a half percent) of the Maximum Buy-back Size may be forfeited as per the terms of Regulation 20 of the SEBI Buy-back Regulations, as applicable, and the amount forfeited shall be deposited in the Investor Protection and Education Fund of SEBI.

Basis for determining the Maximum Buy-back Price and other details

3.6. The Equity Shares of the Company are proposed to be bought back at a price not exceeding ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share. The Maximum Buy-back Price of ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share has been arrived at after considering various factors, including the share price of the Equity Shares of the Company historically traded on the Stock Exchanges. The Maximum Buy-back Price excludes the Transaction Costs.

3.7. The Maximum Buy-back Price is at a premium of 59.32% and 59.39% over the closing prices on BSE (i.e. ₹508.40 (Rupees Five Hundred and Eight and Forty Paise Only) and NSE (i.e., ₹508.20 (Rupees Five Hundred and Eight and Twenty Paise Only), respectively, on December 8, 2022, the trading day on which the notice of the Board Meeting to consider the Buy-back proposal was intimated to BSE and NSE. The Maximum Buy-back Price represents:

3.7.1. a premium of 64.30% and 64.25% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the 2 (two) weeks preceding December 8, 2022, being the date on which Company intimated the Stock Exchanges about its intention to consider the proposal for Buy-back at the Board Meeting held on December 13, 2022; and

3.7.2. a premium of 20.36% and 20.38% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during 6 (six) months preceding December 8, 2022, being the date on which Company intimated the Stock Exchanges about its intention to consider the proposal for Buyback at the Board Meeting held on December 13, 2022.

3.8. The Company confirms that as required under Section 68(2)(d) of the Companies Act and under Regulation 4(ii) of the SEBI Buy-back Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves post Buy-back on a standalone and consolidated basis.

3.9. Shareholders are advised that the Buy-back of the Equity Shares will be carried out by the Company, through the Stock Exchanges, by way of the open market route, where the Equity Shares of the Company are listed, in its sole discretion, based on, among other things, the prevailing market prices of the Equity Shares, which may be below the Maximum Buy-back Price of ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share.

3.10. The quantum of daily purchases by the Company during the Buy-back period may vary from day to day. As permitted under the SEBI Buy-back Regulations, the Buy-back will be carried out over a maximum period of 6 (six) months from the date of opening of the Buy-back. Subject to the Maximum Buy-back Price of ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share for the Buy-back and maximum validity period of 6 (six) months from the date of opening of the Buy-back and achievement of the Minimum Buy-back Size, the actual time frame and the price for the Buy-back will be determined by the Board and/or authorised representatives of the Board or any committee thereof, at their discretion, in accordance with the SEBI Buy-back Regulations.

4. METHOD ADOPTED FOR BUY-BACK

4.1. The Buy-back will be implemented by the Company through open market purchases from the Stock Exchanges, using the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buy-back Regulations, from the shareholders / beneficial owners holding shares in dematerialized form (**"Demat Shares"**). Further, as required under the Companies Act and the SEBI Buy-back Regulations, the Company shall not purchase Equity Shares which are locked-in or non-transferable, in the Buy-back, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable.

4.2. In relation to the Buy-back of Demat Shares, the execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the broker, appointed by the Company, in accordance with the requirements of the Stock Exchanges and SEBI.

5. TIME LIMIT FOR COMPLETION OF BUY-BACK

5.1. The Buy-back, subject to regulatory consents and approvals, if any, is proposed to be completed as per the time period as mentioned in paragraph 12 below.

6. PROMOTER SHAREHOLDING AND PARTICIPATION BY PROMOTERS

6.1. The Company is a professionally managed company, and does not have any identifiable promoters or promoter group, or persons in control. Mr. Vijay Shekhar Sharma (Chairman, Managing Director & CEO) and Mr. Madhur Deora (Executive Director, President & Group CFO) each have undertaken and confirmed to the Company that, during the Buy-back Period, he will not sell any Equity Shares held by him in the Company as of the date of this Public Announcement.

7. NO DEFAULTS

7.1. The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.

8. CONFIRMATION BY THE BOARD OF DIRECTORS

8.1. The Board has confirmed on the date of the Board Meeting, i.e., December 13, 2022, that it has made a full inquiry into the affairs and prospects of the Company, including its assets and liabilities, and it has formed the opinion that:

8.1.1. immediately following the date of the Board Meeting, there will be no grounds on which the Company can be found unable to pay its debts;

8.1.2. as regards the Company's prospects for the year immediately following the date of the Board Meeting for approving the Buy-back, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of the Board Meeting held on December 13, 2022; and

8.1.3. in forming its opinion as aforesaid, the directors have taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

9. REPORT BY THE COMPANY'S AUDITORS

9.1. The text of the report dated December 13, 2022 received from Price Waterhouse Chartered Accountants LLP, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

The Board of Directors

One 97 Communications Limited

First Floor, Devika Tower, Nehru Place,

New Delhi-110019

Statutory Auditor's Report on Buyback of Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buyback Regulations") and Section 68 of the Companies Act, 2013 ("the Act")

1. This report is issued in accordance with our engagement letter dated December 10, 2022

2. We have been engaged by One 97 Communications Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment ("Annexure 1") in connection with the proposed buy-back by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and the Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback Regulations. We have initialled the Annexure 1 for identification purposes only.

Board of Directors' Responsibility

3. The Board of Directors of the Company is responsible for the following:

i) The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Regulations;

ii) It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback (**"Board Meeting"**); and

iii) A declaration is signed by at least two directors of the Company, that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and in forming the opinion, it has taken into account the liabilities as if the Company were being wound up under the provisions of the Act.

Auditor's Responsibility

4. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

i. whether the amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement of Permissible Limit of Capital Payment (Annexure 1) is properly determined in accordance with Section 68 of the Act and Buyback Regulations; and

ii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting held on December 13, 2022.

5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:

i) Examined authorisation for buyback from the Articles of Association of the Company;

ii) Examined that the amount of capital payment for the buyback as detailed in Annexure 1 is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations;

iii) Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buyback;

iv) Examined that all the shares for buyback are fully paid-up;

v) Inquired into the state of affairs of the Company with reference to the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2022 (the "Audited Standalone and Consolidated Financial Statements") which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;

vi) Examined minutes of the meetings of the Board of Directors;

vii) Examined Directors' declarations for the purpose of buyback and solvency of the Company; and

viii) Obtained appropriate representations from the Management of the Company.

6. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

8. The Audited Standalone and Consolidated Financial Statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated May 20, 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:

i. The amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement of Permissible Limit of Capital Payment (Annexure 1) and accompanying certified extract of the minutes of Board of Directors' meeting held on December 13, 2022, which we have initialled for identification, is properly determined in accordance with Section 68 of the Act and Buyback Regulations.; and

ii. The Board of Directors in their meeting held on December 13, 2022 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting.

Restriction on Use

10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

11. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in the Public Announcement to be made to the shareholders of the Company, which will be filed with (a) the Registrar of Companies as required by the Buyback Regulations (b) the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose of extinguishment of equity shares (c) the authorised dealer, as authorised by the board of directors, for the purpose of capital payment (d) the Securities and Exchange Board of India (**"SEBI"**) , BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) and (e) Merchant Banker to the buyback appointed by the Company.

12. Our deliverable should not be used for any other purpose. Price Waterhouse Chartered Accountants LLP does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Amitesh Dutta
Partner
Membership Number: 058507
UDIN: 22058507BFISUE5440

Place: Gurugram
Date: December 13, 2022

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Unquote

Annexure 1:

Statement of Permissible Limit of Capital Payment

Computation of amount of permissible limit of capital payment towards buy-back of equity shares considering the requirements of Section 68 of the Companies Act, 2013 (**"the Act"**) and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended (**"the Buyback Regulations"**)

Amounts in INR Million

	Particulars	Reference	As on March 31, 2022	
			Amount as per Standalone Financial Statements and underlying books of accounts as at March 31, 2022 (Audited)	Amount as per Consolidated Financial Statements and underlying books of accounts as at March 31, 2022 (Audited)
1	**Paid up equity share capital**	**A**	**649**	**649**
2	Free Reserves :			
	- Retained earnings		(1,46,253)	(1,51,833)
	- Securities Premium Account		2,73,170	2,73,166
	Less: adjustment as per definition of free reserves as per Section 2(43) of the Act			
	change in the carrying amount of an asset or a liability measured at fair value		(65)	(57)
	Total Free Reserves	**B**	**1,26,852**	**1,21,276**
3	**Total of Paid up Equity Share Capital and Free Reserves considered for the purpose of permissible capital payment (including premium) towards the proposed buyback of equity shares**	**C = A+B**	**1,27,501**	**1,21,925**
4	**Maximum amount permissible for the buyback [i.e. 10% of total paid-up equity capital and free reserves as above]**	**D = C*10%**	**12,750**	**12,193**
	Maximum amount permissible for the buyback: Lower of standalone & consolidated number		**12,193**	

Maximum amount permitted by Board resolution dated December 13,2022 approving buyback (in accordance with the calculations set out in the table above): Rs. 8,500 million (excluding applicable taxes and transactions costs)

For **One 97 Communications Limited**

Sd/-

Vijay Shekhar Sharma
Chairman, Managing Director & CEO
Place: New Delhi
Date: December 13, 2022

PART B - DISCLOSURES IN ACCORDANCE WITH SCHEDULE IV OF THE SEBI BUY-BACK REGULATIONS

10. DATE OF BOARD APPROVAL

10.1. The Board approval for the Buy-back of Equity Shares was granted on Tuesday, December 13, 2022. Since the Maximum Buy-back Size is not more than 10% of the total paid-up equity share capital and free reserves of the Company as per the audited financial statements of the Company as on March 31, 2022 (both on standalone and consolidated basis), the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the SEBI Buy-back Regulations.

11. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY-BACK

11.1. The Maximum Buy-back Size, Minimum Buy-back Size and number of Equity Shares proposed to be bought back is mentioned in paragraph 1.2 and paragraph 3.

11.2. The Buy-back will be implemented by the Company out of the securities premium account, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the SEBI Buy-back Regulations. The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the Transaction Costs) will be funded out of cash and bank balances, liquid investments and / or cash accruals of the Company. The proceeds of the initial public offering of the Company which are earmarked for the purposes mentioned in the Prospectus dated November 11, 2021 of the Company, and any funds borrowed from banks and financial institutions, shall not be utilised by the Company for the purpose of the Buy-back. The Company shall transfer from its securities premium account, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

11.3. While the Company will continue disciplined investments to drive long-term value creation, across technology, sales, marketing, and other areas, the Board has determined that there is surplus liquidity that can be productively applied to a buy-back of shares. This decision has been taken after a detailed review of projected investment requirements to drive long-term value creation.

11.4. The Board believes that this buy-back is a sign of confidence that the Company is on a clear path to deliver cash flow profitability, and this buy-back will not have any impact on its growth plans in the near future or on its profitability plans.

12. PROPOSED TIMETABLE FOR BUY-BACK

Activity	Date
Date of Board Approval	Tuesday, December 13, 2022
Date of publication of the Public Announcement	Thursday, December 15, 2022
Date of commencement of the Buy-back	Wednesday, December 21, 2022
Acceptance of Equity Shares (accepted only in dematerialized mode)	Upon the relevant pay-out by the Stock Exchanges.
Extinguishment of Equity Shares	Equity Shares bought back in dematerialized form will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws framed thereunder. The Company shall ensure that all the Equity Shares bought back are extinguished within the timeline prescribed under the SEBI Buy-back Regulations.
Last Date for the Buy-back	Earlier of: (a) June 19, 2023 (i.e., within 6 (six) months from the date of the opening of the Buy-back); or (b) when the Company completes the Buy-back by deploying the amount equivalent to the Maximum Buy-back Size; or (c) at such earlier date as may be determined by the Board or its duly authorized committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buy-back Size (even if the Maximum Buy-back Size has not been reached or the Maximum Buy-back Shares have not been bought back); provided, however, that all payment obligations relating to the Equity Shares bought back shall be completed before the last date for the Buy-back

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

13.1. The Buy-back is open to all eligible shareholders of the Company holding Demat Shares. Shareholders holding shares in physical form can participate in the Buy-back after such Equity Shares are dematerialized, by approaching depository participant. In terms of Regulation 40(1) of the SEBI LODR, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.

13.2. Further, as required under the Companies Act and the SEBI Buy-back Regulations, the Company shall not purchase Equity Shares which are partly paid-up, Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, in the Buy-back, until they become fully paid-up, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable.

13.3. The Buy-back will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the SEBI Buy-back Regulations.

13.4. For the implementation of the Buy-back, the Company has appointed Axis Capital Limited as the registered broker (**"Company's Broker"**) through whom the purchases and settlements on account of the Buy-back would be made by the Company.

The contact details of the Company's Broker are as follows:

AXIS CAPITAL

AXIS CAPITAL LIMITED
1st Floor, Axis House,
C-2 Wadia International Centre,
P. B. Marg, Worli, Mumbai - 400 025
Tel: +91 22 4325 5577 / + 91 22 4325 5514
Fax: +91 22 4325 5599
Contact Person: Mr. Amrish Parmar
Email: amrish.parmar@axiscap.in

13.5. The Equity Shares are traded in compulsory dematerialised mode under the trading code(s)/ symbol '543396' at BSE and 'PAYTM' at NSE. The ISIN of the Equity Shares of the Company is INE982J01020. For detailed procedure with respect to tendering of the Equity Shares, Stock Exchanges will be issuing notice with detailed procedures. Sellers may refer the notice to understand procedure on how to tender the Equity Shares in this Buy-back.

13.6. The Company, shall, commencing from December 21, 2022 (i.e., the date of opening of the Buy-back), place "buy" orders on the BSE and/or NSE on the normal trading segment to Buy-back the Equity Shares through the Company's Broker in such quantity and at such price, not exceeding the Maximum Buy-back Price of ₹810 (Rupees Eight Hundred and Ten Only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buy-back of Equity Shares, the identity of the Company as a purchaser would be available to the market participants of the Stock Exchanges.

13.7. **Procedure for Buy-back of Demat Shares:** Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buy-back, would have to do so through their stock broker, who is a registered member of either of the Stock Exchanges by indicating to their broker the details of the equity shares they intend to sell whenever the Company has placed a "buy" order for Buy-back of the equity shares. The Company shall place a "buy" order for Buy-back of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buy-back price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI.

13.8. It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buy-back and that the same would depend on the price at which the trade with that shareholder / beneficial owner was executed on the Stock Exchanges.

Contd.

13.9. **Procedure to be followed by the Shareholders holding Equity Shares in physical form:** As per the proviso to Regulation 40(1) of the SEBI LODR (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018 and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository (**"LODR Amendment"**). In light of the LODR Amendment and SEBI circular bearing reference no. SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company shall not accept the Equity Shares tendered under the Buy-back unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUY-BACK BEFORE BUY-BACK CLOSING DATE.

13.10. Shareholders are requested to get in touch with the Axis Capital Limited (**"Manager to the Buy-back"**) or the Company's Broker or the Investor Service Centre (as defined below) to clarify any doubts in the process.

13.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buy-back Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buy-back Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, to the extent permissible by law. If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, the amount held in the Escrow Account up to a maximum of 2.5% of the Maximum Buy-back Size, shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the SEBI Buy-back Regulations.

13.12. The Company shall submit the information regarding the Equity Shares bought back by it, to the Stock Exchanges on a daily basis in accordance with the SEBI Buy-back Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.paytm.com) on a daily basis.

13.13. The Company will be discharging the tax on buy-back of shares at the applicable rate in accordance with the provisions of the Income Tax Act, 1961 read with the rules thereunder.

13.14. Shareholders who intend to participate in the Buy-back should consult their respective tax advisors for applicable taxes.

14. METHOD OF SETTLEMENT

14.1. **Settlement of Demat Shares:** The Company will pay consideration for the Buy-back to the Company's Broker on or before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company designated for the Buy-back opened with with Axis Bank Limited (**"Company Demat Account"**) on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buy-back, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant (**"DP"**) for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.

14.2. **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and its bye-laws, the SEBI Buy-back Regulations and the Companies Act. The Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days of expiry of the Buy-back Period.

14.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash, through normal banking channel.

15. BRIEF INFORMATION ABOUT THE COMPANY

15.1. The Company was incorporated on December 22, 2000 under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi. The registered office of the Company is located at First Floor, Devika Tower, Nehru Place, New Delhi 110019, India, and the Company also has a corporate office at One Skymark, Tower-D, Plot No. H-10B, Sector-98, Noida, Uttar Pradesh 201304, India.

15.2. 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 the 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.

15.3. The Equity Shares of Company are listed on BSE and NSE since November 18, 2021.

16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1. The Company prepares its financial statements in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, read with the relevant rules issued thereunder (**"Ind AS"**). Financial information on the basis of audited standalone and consolidated financial statements of the Company for the last 3 (three) financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 and limited reviewed 6 (six) months period ended September 30, 2022 are as under:

Rs. In crores

Particulars	Standalone				Consolidated			
	For the six months period ended September 30, 2022	For the Year ended March 31, 2022	For the Year ended March 31, 2021	For the Year ended March 31, 2020	For the six months period ended September 30, 2022	For the Year ended March 31, 2022	For the Year ended March 31, 2021	For the Year ended March 31, 2020
	Limited Reviewed	Audited	Audited	Audited#	Limited Reviewed	Audited	Audited	Audited#
Revenue from operations	2,649.80	3,892.40	2,667.10	3,115.10	3,593.60	4,974.20	2,802.40	3,280.80
Other income	187.10	283.00	374.90	147.40	201.60	290.10	384.40	259.90
Total Income	**2,836.90**	**4,175.40**	**3,042.00**	**3,262.50**	**3,795.20**	**5,264.30**	**3,186.80**	**3,540.70**
Total Expense (excluding Finance Cost, Depreciation & Amortisation, Tax and Exceptional items)	3,851.20	6,189.80	4,346.40	5,584.66	4,765.30	7,314.40	4,569.70	5,915.20
Finance Cost	10.20	38.10	33.70	45.60	10.80	39.40	34.80	48.50
Depreciation & Amortisation	192.30	228.20	156.80	143.20	201.50	247.30	178.50	174.50
Profit/(Loss) before Exceptional Items	**(1,216.80)**	**(2,280.70)**	**(1,494.90)**	**(2,510.96)**	**(1,182.40)**	**(2,336.80)**	**(1,596.20)**	**(2,597.50)**
Exceptional Items	-	44.10	65.00	322.20	-	2.40	28.10	304.70
Profit/(Loss) before share of net profit / (loss) of investments accounted for using equity method and tax and after exceptional items	**(1,216.80)**	**(2,324.80)**	**(1,559.90)**	**(2,833.16)**	**(1,182.40)**	**(2,339.20)**	**(1,624.30)**	**(2,902.20)**
Share of net profit/ (loss) of associates/ joint venture accounted for using the equity method	-	-	-	-	(15.20)	(45.90)	(74.00)	(56.00)
Profit/(Loss) before Tax	**(1,216.80)**	**(2,324.80)**	**(1,559.90)**	**(2,833.16)**	**(1,197.60)**	**(2,385.10)**	**(1,698.30)**	**(2,958.20)**
Tax expense	-	0.30	0.20	*	19.30	11.30	2.70	(15.80)
Profit/(Loss) after Tax	**(1,216.80)**	**(2,325.10)**	**(1,560.10)**	**(2,833.16)**	**(1,216.90)**	**(2,396.40)**	**(1,701.00)**	**(2,942.40)**
Other Comprehensive Income	(3.90)	(1.80)	(1.50)	(0.50)	(93.90)	954.90	(3.00)	(0.90)
Total Comprehensive Income	**(1,220.70)**	**(2,326.90)**	**(1,561.60)**	**(2,833.66)**	**(1,310.80)**	**(1,441.50)**	**(1,704.00)**	**(2,943.30)**
Paid up Capital	64.90	64.90	60.50	60.40	64.90	64.90	60.50	60.40
Other Equity	13,172.00	13,647.60	6,924.00	8,351.00	13,522.20	14,086.70	6,474.30	8,044.80
Net Worth	13,236.90	13,712.50	6,984.50	8,411.40	13,587.10	14,151.60	6,534.80	8,105.20
Total debt	-	-	544.40	201.09	1.90	0.10	544.90	208.70

***Amount below rounding off norms adopted by the Company.*

 # The figures have been extracted from the comparative numbers of audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021.

16.2. Financial ratios on standalone and consolidated basis are as under:

Parameter	Standalone		Consolidated	
	Pre-Buyback	Post-Buyback*	Pre-Buyback	Post-Buyback*
Average Net worth (in ₹ Crore)	10,349	9,499	10,343	9,493
Return on Net worth before exceptional items (%)	-22%	-24%	-23%	-25%
Return on Net worth after exceptional items (%)	-22%	-24%	-23%	-25%
Basic/ Diluted earnings per share (INR) of ₹ 1 each**	(37)	(38)	(38)	(39)
Book value per share (₹)	211	202	218	208
Price / Earnings Ratio (P/E)***	NA	NA	NA	NA
Total Debt/Equity Ratio	-	-	-	-

** The post Buy-back numbers are calculated by reducing the net worth with the proposed Buy-back of ₹850 crores (assuming buy-back being exercised for maximum buy-back size) without factoring in any other impact to the net worth.*

*** In view of losses during the financial year ended March 31, 2022, the options which are anti-dilutive have been ignored in the calculation of diluted earnings per share. Accordingly, there is no variation between basic and diluted earnings per share.*

**** P/E Ratio has been reported as NA, as the Earnings Per Share is negative.*

Note: *Amounts mentioned in the annexure are rounded off to the nearest crores.*

The key ratios as at March 31, 2022 have been computed as below:

Key Ratios	Basis
Net worth (₹ in crores)	"Net worth" means the aggregate value of the share capital, securities premium, employee stock options outstanding account, retained earnings, share application money pending allotment, other reserves- FVTOCI and other reserves- FCTR, as per Financial Statements. Net worth represents equity attributable to owners of the Company and does not include amount attributable to non-controlling interests.
Average Net Worth	Net Worth as at closing of Financial Year 2020-21 and 2021-22 / 2
Return on Net Worth (%)	Net Profit / (Loss) after tax attributable to equity shareholders of the Company / Average Net Worth
Basic Earnings per Share (₹)	Net Profit / (Loss) after tax attributable to equity shareholders of the Company / Weighted average number of Equity Shares outstanding during the year
Book value per Share (₹)	Net worth / Number of Equity Shares outstanding at year end
Total Debt-Equity Ratio	Total Debt (excluding lease liabilities) / Net Worth

17. DETAILS OF ESCROW ACCOUNT

17.1. In accordance with Regulation 20 of the SEBI Buy-back Regulations, the Company has appointed Axis Bank Limited (**"Escrow Agent"**), having its registered office at Trishal, 3rd Floor, Opposite Samartheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380006, Gujarat, India, as the Escrow Agent for Buy-back, and an escrow agreement has been entered into amongst the Company, Axis Capital Limited and Escrow Agent on December 13, 2022 (**"Escrow Agreement"**).

17.2. In accordance with the Escrow Agreement, the Company has opened an escrow account titled "OCL Buyback Escrow A/c" (**"Escrow Account"**) with the Escrow Agent, and shall deposit therein cash aggregating to ₹212,50,00,000 (Rupees Two Hundred and Twelve Crores and Fifty Lakhs Only) (**"Cash Escrow"**) prior to the opening of the Buy-back, being a sum equivalent to 25% of the Maximum Buy-back Size. In accordance with the SEBI Buy-back Regulations, the Manager to the Buy-back has been empowered to operate the Escrow Account.

17.3. If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, except for the reasons mentioned in the SEBI Buy-back Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buy-back Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the SEBI Buy-back Regulations.

17.4. The balance lying to the credit of the Escrow Account, if any, will be released to the Company in accordance with SEBI Buy-back Regulations.

18. LISTING DETAILS AND STOCK MARKET DATA

18.1. The Equity Shares are currently listed and traded only on BSE and NSE.

18.2. The high, low and average of closing market prices in the preceding 3 (three) financial years and for the 6 (six) months preceding the date of publication of Public Announcement and the corresponding volumes on the NSE are as follows:

Period	High Price (Rs.)	Date of High Price	Number of shares traded on that date	Low Price (Rs.)	Date of Low Price	Number of shares traded on that date	Average Price (Rs.)	Total Volume Traded in the period (No. of shares)
PRECEDING 1 YEAR								
November 18, 2021 to March 31, 2022*	1955	November 18, 2021	23955434	521	March 23, 2022	8888824	1078.38	484279941
PRECEDING 6 MONTHS								
November 1, 2022 to November 30, 2022	668.4	November 9, 2022	1428342	438.35	November 23, 2022	17232998	565.98	202392054
October 1, 2022 to October 31, 2022	745.45	October 10, 2022	3150552	625	October 21, 2022	1006943	668.92	18610302
September 1, 2022 to September 30, 2022	748	September 12, 2022	1511858	629.55	September 29, 2022	649589	698.32	25272935
August 1, 2022 to August 31, 2022	844.7	August 08, 2022	11165166	707.45	August 1, 2022	2436670	779.78	62299048
July 1, 2022 to July 31, 2022	763.3	July 25, 2022	2251194	632	July 04, 2022	3931884	707.94	59085367
June 1, 2022 to June 30, 2022	723.6	June 28, 2022	9391690	578	June 13, 2022	2395179	636.53	87670116

**The Equity Shares of the Company were listed on NSE on November 18, 2021. Accordingly, we have only provided the high, low and average of closing market prices of the previous financial year and the 6 (six) months preceding the date of publication of Public Announcement.*

Source: *NSE (www.nseindia.com)*

Note: *High and Low price for the period are based on intraday prices and Average Price is based on average of closing price*

18.3. The high, low and average of closing market prices in the preceding 3 (three) financial years and for the 6 (six) months preceding the date of publication of Public Announcement and the corresponding volumes on the BSE are as follows:

Period	High Price (Rs.)	Date of High Price	Number of shares traded on that date	Low Price (Rs.)	Date of Low Price	Number of shares traded on that date	Average Price (Rs.)	Total Volume Traded in the period (No. of shares)
PRECEDING 1 YEAR*								
November 18, 2021 to March 31, 2022	1961.05	November 18, 2021	1006207	520	March 23, 2022	425482	1078.38	33635208
PRECEDING 6 MONTHS								
November 1, 2022 to November 30, 2022	668.45	November 09, 2022	129225	439.6	November 24, 2022	748409	565.94	13319572
October 1, 2022 to October 31, 2022	745	October 10, 2022	268867	624.65	October 21, 2022	118111	668.99	1508897
September 1, 2022 to September 30, 2022	747.75	September 12, 2022	103325	627.6	September 29, 2022	70248	698.33	2148657
August 1, 2022 to August 31, 2022	844.4	August 08, 2022	645895	706.65	August 01, 2022	166104	779.63	3902107
July 1, 2022 to July 31, 2022	763	July 25, 2022	237296	580	July 29, 2022	127371	706.33	4012965
June 1, 2022 to June 30, 2022	723.55	June 28, 2022	693894	578.5	June 13, 2022	208312	636.44	5250718

**The Equity Shares of the Company were listed on BSE on November 18, 2021. Accordingly, we have only provided the high, low and average of closing market prices of the previous financial year and the 6 (six) months preceding the date of publication of Public Announcement.*

Source: *BSE (www.bseindia.com)*

Note: *High and Low price for the period are based on intraday prices and Average Price is based on average of closing price*

18.4. The market price of the Equity Shares of the Company on the following dates is given below:

Date	Description	BSE (₹)			NSE (₹)		
		High	Low	Closing	High	Low	Closing
December 8 , 2022	Date of Notice of Board meeting to consider Buy-back proposal given to NSE and BSE	**517.00**	**506.25**	**508.40**	**515.95**	**506**	**508.2**
December 13, 2022	Board Meeting Date	**545.00**	**533.25**	**539.50**	**545**	**533.25**	**539.4**
December 14, 2022	First Trading Day post Board Meeting Date	**548.95**	**525.60**	**529.15**	**547.00**	**525.05**	**529.20**

***Source:** BSE (www.bseindia.com) and NSE (www.nseindia.com)*

18.5. There has been no change in the total paid-up Equity Share Capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares during the period for which the data has been disclosed, except for allotment of Equity Shares pursuant to employee stock option scheme of the Company.

19. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

19.1. The capital structure of the Company pre and post completion of the Buy-back, as on the date of the Public Announcement, is as follows:

Particulars	Present	Post completion of the Buy-back
Authorised share capital	₹1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹1 each)	₹1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹1 each)
Issued, subscribed and fully paid up share capital	₹64,93,34,387 (64,93,34,387 Equity Shares of ₹ 1 each)	₹63,88,40,560 # (63,88,40,560 Equity Shares of ₹1 each)

 # Assuming the full acceptance of the Buy-back Size at the Maximum Buy-back Price. However, the post Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

19.2. There are no partly paid-up or Equity Shares or calls in arrears, as on the date of this Public Announcement.

19.3. As on the date of this Public Announcement, there are no outstanding instruments convertible into Equity Shares except outstanding employee stock options.

19.4. The shareholding pattern of the Company pre Buy-back as on date of the Board meeting approving the Buy-back i.e. December 13, 2022 and the post Buy-back shareholding pattern assuming full acceptance, is as follows:

Category of Shareholder	Pre Buy-back		Post Buy-back#	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buy-back Equity Share Capital
Promoters and persons acting in Concert	Nil	-	Nil	-
Public	64,93,34,387	100.00	63,88,40,560	100.00
Total	**64,93,34,387**	**100.00**	**63,88,40,560**	**100.00**

#Assuming the full acceptance of the Buy-back Size at the Maximum Buy-back Price. However, the post Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

19.5. As on the date of this Public Announcement, there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.

19.6. In accordance with Regulation 24(i)(f) of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of 1 (one) year from the expiry of the Buy-back period, except in discharge of its subsisting obligations.

19.7. As stated in paragraph 6.1, the Company is a professionally managed company, and does not have any identifiable promoters or promoter group, or persons in control.

20. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY

20.1. Over the last 18 months, the company has improved monetisation and unit economics for payments business. At the same time, the lending business has shown tremendous growth, and has contributed to the bottom line. This is a clear demonstration of operating leverage, resulting in improvement of EBITDA before ESOP cost margin. Witnessing Company's momentum of financial performance, clear path to cash flow generation and excess cash as a result, the Board has determined that a buy-back of the Company's shares would be accretive for its shareholders.

While the Company will continue disciplined investments to drive long-term value creation, across technology, sales, marketing, and other areas, the Board has determined that there is surplus liquidity that can be productively applied to a buy-back of shares. This decision has been taken after a detailed review of projected investment requirements to drive long-term value creation.

The Board believes that this buy-back is a sign of confidence that the Company is on a clear path to deliver cash flow profitability, and this buy-back will not have any impact on its growth plans in the near future or on its profitability plans.

20.2. The amount required by the Company for the Buy-back (including the cost of financing the Buy-back and the Transaction Costs) will be funded out of cash and bank balances, liquid investments and/or cash accruals of the Company. The proceeds of the initial public offering of the Company, which are earmarked for the purposes mentioned in the Prospectus dated November 11, 2021 of the Company, and any funds borrowed from banks and financial institutions, shall not be utilised by the Company for the purpose of the Buy-back.

20.3. The Company does not have any identifiable promoters or promoter group, or persons in control. The Buy-back of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

20.4. Consequent to the Buy-back and based on the number of Equity Shares bought back from the shareholders, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the total fully paid-up equity share capital of the Company.

20.5. As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves post Buy-back.

20.6. Unless otherwise determined by the Board or its duly authorised committee (as the case may be), the Buy-back will be completed within a maximum period of 6 (six) months from the date of opening of the Buy-back. The Company shall not withdraw the Buy-back after this Public Announcement has been made.

20.7. The Company shall not issue any equity shares or other securities including by way of bonus issue till the expiry of the Buy-back Period.

20.8. The Company, as per the provisions of Section 68(8) of the Companies Act, shall not make further issue of the same kind of Equity Shares within a period of 6 (six) months after the completion of Buy-back except by way of bonus shares or Equity Shares issued to discharge subsisting obligations such as conversion of warrants, stock options, sweat equity or conversion of preference shares or debentures into Equity Shares.

20.9. The Company shall not raise further capital for a period of 1 (one) year from the expiry of the Buy-back Period, except in discharge of its subsisting obligations .

20.10. Consequent to the Buy-back and based on the number of equity shares bought back by the Company from its shareholders as permitted under the SEBI Buy-back Regulations, the shareholding pattern of the Company would undergo a change.

21. STATUTORY APPROVALS

21.1. Pursuant to Sections 68, 69, 70 and all other applicable provisions of the Companies Act and the rules made thereunder and Articles of Association of the Company, the Board at its meeting held on December 13, 2022 approved the proposal for the Buy-back and since the Maximum Buy-back Size is not more than 10% of the total paid-up equity share capital and free reserves of the Company, the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the SEBI Buy-back Regulations.

21.2. The Buy-back from each shareholder is subject to approvals, if any required, under the provisions of the Companies Act, the SEBI Buy-back Regulations, Foreign Exchange Management Act, 1999 (**"FEMA"**) and / or such other acts in force for the time being. The eligible shareholders shall be solely responsible for determining the requirements for, and obtaining, all such statutory approvals and consents as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buy-back. Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

21.3. The Buy-back from the shareholders who are residents outside India, for example, (a) foreign corporate bodies (including erstwhile overseas corporate bodies), (b) foreign institutional investors / foreign portfolio investors, (c) non-resident and non-resident Indians, (d) erstwhile Overseas Corporate Body (**"OCBs"**) and (e) members of foreign nationality, shall be subject to (i) FEMA and rules and regulations framed thereunder, (ii) Income Tax Act, 1961 and rules and regulations framed thereunder, and also (iii) such approvals, if and to the extent necessary or required from concerned authorities under applicable laws and regulations including but not limited to approvals from the RBI. It is an obligation of such shareholders to obtain necessary approvals, so as to enable them to participate in the Buy-back.

21.4. By agreeing to participate in the Buy-back, each eligible shareholder (including each NR shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including for filing of Form FC-TRS. Further, by agreeing to participate in the Buy-back, each eligible shareholder authorizes the Company and undertakes to provide requisite assistance to the Company to take all necessary action for making any regulatory / statutory filings and compliances for the purpose of Buy-back to the extent required under applicable laws or as directed by any regulatory or statutory authority in future.

21.5. To the best knowledge of the Company, as on the date hereof, there is no statutory or regulatory approval required to implement the Buy-back. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back offer will be subject to such statutory or regulatory approval(s) and subject to the obligations of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out under paragraphs 21.2 to 21.4 above, the Company shall obtain such statutory or regulatory approvals, as may be required from time to time, if any, for completion of the Company's obligations in relation to the Buy-back.

22. COLLECTION AND BIDDING CENTRES

22.1. The Buy-back will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

23. COMPLIANCE OFFICER

23.1. Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10:30 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Amit Khera
Company Secretary and Compliance Officer
One 97 Communications Limited
One Skymark, Tower D, Plot No. H-10B,
Sector-98, Noida–201304
Tel. No.: +91 120 4770770
E-mail: compliance.officer@paytm.com
Website: www.paytm.com

24. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK

24.1. The Company has designated the following as the Investor Service Center for the Buy-back who is also the Registrar and Share Transfer Agent of the Company. In case of any query, the equity shareholders may contact the following, during office hours, i.e. 9:00 a.m. to 5:30 p.m., on any day except Saturday, Sunday and public holidays at the following address:

Link Intime India Private Limited
Noble Heights, 1st floor, NH-2, C-1 Block LSC, Near Savitri Market, JanakPuri, New Delhi-110058
Contact person: Vishal Kumar
Tel: +91 011 4941 1000
Email: delhi@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration Number: INR000004058
Corporate Identity Number: U67190MH1999PTC118368

25. MANAGER TO THE BUY-BACK

AXIS CAPITAL

AXIS CAPITAL LIMITED
1st Floor, Axis House
C-2 Wadia International Centre, P. B. Marg, Worli
Mumbai - 400 025, Maharashtra, India
Tel.: +91 22 4325 2183
Fax: +91 22 4325 3000
Contact Person: Ankit Bhatia
Email: ocl.buyback@axiscap.in
Website: www.axiscapital.co.in
SEBI Registration Number: INM000012029

26. DIRECTORS' RESPONSIBILITY

26.1. As per Regulation 24(i)(a) of the SEBI Buy-back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buy-back and confirm that this Public Announcement and the information in such other documents contains and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the meeting of the Board held on December 13, 2022 and approved by the Buy-back committee (duly authorized by the Board) on December 14, 2022.

For and on behalf of the Board of Directors of One 97 Communications Limited

Sd/-	Sd/-	Sd/-
Vijay Shekhar Sharma	Madhur Deora	Amit Khera
Managing Director &	Executive Director, president &	Mr. Amit Khera
Chief Executive Officer	Group Chief Financial Office	Company Secretary & Compliance Officer
DIN: 00466521	DIN: 07720350	Membership No. A10827

Date: December 14, 2022
Place: New Delhi

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