

**NOTICE OF FIRST ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the First Annual General Meeting (AGM) of the members of Paytm Payments Services Limited (“**the Company**”) will be held on Friday, September 24, 2021 at the registered office of the Company at 136, 1<sup>st</sup> Floor, Devika Tower, Nehru Place, New Delhi – 110019 at 10.45 AM (IST) to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statement of the Company for the year ended 31<sup>st</sup> March 2021, the report of the Board of Director’s and Auditors’ thereon.
2. **To appoint Price Waterhouse Chartered Accountants LLP, Chartered Accountants (“PWC”), as Statutory Auditors of the Company and to fix their remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof), Price Waterhouse Chartered Accountants LLP, Chartered Accountants (“PWC”), (Firm Registration No. 012754N/N500016) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of the first annual general meeting till the conclusion of the Sixth annual general meeting at a remuneration as may be decided by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** each Director of the Company and the Company Secretary, be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution and make necessary filing with the Registrar of Companies, Delhi & Haryana and to comply with all other requirements in this regard”

**SPECIAL BUSINESS**

3. **Confirmation of Mr. Madhur Deora (DIN: 07720350), who was appointed as first director, as director of the Company**

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

“**RESOLVED THAT** Mr. Madhur Deora (DIN 07720350) who was named as one of the First Directors by the Board of Directors at their Meeting held on 22 October, 2020 pursuant to the Articles of Association of the Company and holds office upto the date of this Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from One97 Communications Limited, a member,

proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**4. Confirmation of Mr. Vikas Garg (DIN: 07871975), who was appointed as first director, as director of the Company**

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

**“RESOLVED THAT** Mr. Vikas Garg (DIN 07871975) who was named as one of the First Directors by the Board of Directors at their Meeting held on 22 October, 2020 pursuant to the Articles of Association of the Company and holds office upto the date of this Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from One97 Communications Limited, a member, proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**5. Confirmation of Mr. Vivek Kumar Mathur (DIN: 03581311), who was appointed as first director, as director of the Company**

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

**“RESOLVED THAT** Mr. Vivek Kumar Mathur (DIN 03581311) who was named as one of the First Directors by the Board of Directors at their Meeting held on 22 October, 2020 pursuant to the Articles of Association of the Company and holds office upto the date of this Annual General Meeting in terms of Section 152 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from One97 Communications Limited, a member, proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**6. Appointment of Mr. Praveen Sharma (DIN: 09308709) as a Director of the Company, liable to retire by rotation.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Praveen Sharma (DIN: 09308709), who was appointed as an Additional Director of the Company with effect from 08th September 2021, and whose term expires at ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to give effect to the aforesaid resolution.”

**7. Appointment of Mr. Praveen Sharma (DIN: 09308709) as Managing Director and Chief Executive Officer of the company**

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

**RESOLVED THAT** pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the approval of the members be & is hereby accorded to the appointment of Mr. Praveen Sharma (DIN: 09308709) as the Managing Director and Chief Executive Officer (CEO) of the Company for a term of five years commencing from September 08, 2021 till September 07, 2026 whose office shall not be liable to determination by retirement of directors by rotation and payment of remuneration on the terms and conditions as approved by the Board of Directors of the Company in its meeting held on September 8, 2021

**RESOLVED FURTHER THAT** the Board be & is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The following terms and conditions to be considered:

- a) Tenure: 5 years
- b) Basic Pay: Rs. 9,90,000/- per month ;
- c) Dearness Allowance: - NIL
- d) House Rent Allowance: 4,95,000/- per month
- e) Performance Linked Incentive : 10% of the salary; - This is part of CTC under (Long term incentive plan LTIP)
- f) Gratuity: as per the Rules of the company, subject to completion of service of 5 years at the rate of half a month's salary for each year of completed service with effect from date of joining;
- g) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961; - Rs. 1800/- per month
- h) ESOPs: Total ESOP options 227,779 worth of Rs. 51.25 crores having vesting schedule of 5 Year (10%-20%-20%-25%-25%) from the date of grant date.
- h) Benefits, Perquisites and Allowances:
  - 1) Provision of a Car with driver for official purposes and such driver's remuneration/expenses as fixed/approved by the Board shall be reimbursed to him, if he is not provided with Company's driver. - NIL
  - 2) Free use of Company's mobile phone and telephone at his residence - NIL

- 3) Reimbursement of medical expenses incurred for himself and family subject to ceiling of one month's salary in a year or three month's salary over a period of 3 years; - NIL
- 4) Actual leave travel expenses, as per the rules of the company, excluding hotel and food charges once in a year to any place in India to himself and his family - NIL

**RESOLVED FURTHER THAT** any Director of the Company, Mr. Shubham Gupta, CFO and Mr. Shashank Rai, Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution and make necessary filing with the Registrar of Companies, NCT of Delhi & Haryana and to comply with all other requirements in this regard."

**By Order of the Board of Directors  
For Paytm Payments Services Limited**

**Date: September 08, 2021  
Place: Noida**

*Shashank Rai*

**Shashank Rai  
Company Secretary  
ICSI M No. A29005**

**Regd. Off: 136, 1<sup>st</sup> Floor, Devika Tower  
Nehru Place, New Delhi - 110019  
CIN - U65999DL2020PLC371251**

**Notes:**

1. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS ABOVE IS ANNEXED HERETO.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING, OR ON ANY RESOLUTION TO BE MOVED THEREAT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS` NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.
5. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company before the time fixed for the commencement of the meeting.
6. Members are requested to notify the changes of address if any, to the Company quoting their respective folio nos.
7. We request and encourage our members to register their email-id for e-communication. The Members may register their e-mail id by sending an email to [compliance@paytm.com](mailto:compliance@paytm.com) with a subject "Registration of email id."
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
9. Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s. 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

11. All documents referred to in the notice and explanatory statement shall be open for inspection at the corporate office of the company at B-121, Sector 5, Noida, Uttar Pradesh – 201301 on all working days (except Saturday, Sunday and any public holiday), between 11.00 a.m. and 5.00 p.m. upto the date of the Meeting. The company has intimated the Registrar of Companies to keep books of account at a place other than the registered office of the company.
12. Route-map to the venue of the Meeting has been annexed to the notice.

**EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO.3**

Mr. Madhur Deora was named as one of First Directors in Articles of Association which have been duly registered with the Registrars of Companies, NCT of Delhi and Haryana at the time of incorporation of the Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Deora holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from One97 Communications Limited, Member, proposing the candidature of Mr. Madhur Deora for the Directorship pursuant to section 160 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The board considers that on account of standing experience of Mr. Madhur Deora, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 3 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point no. 11 of the Notes to the accompanying notice.

None of the Directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolutions expect Mr. Madhur Deora.

**ITEM NO.4**

Mr. Vikas Garg was named as one of First Directors in Articles of Association which have been duly registered with the Registrars of Companies, NCT of Delhi and Haryana at the time of incorporation of the Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Garg holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from One97 Communications Limited, Member, proposing the candidature of Mr. Vikas Garg for the Directorship pursuant to section 160 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The board considers that on account of standing experience of Mr. Vikas Garg, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 4 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point no. 11 of the Notes to the accompanying notice.

None of the Directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolutions expect Mr. Vikas Garg.

**ITEM NO. 5**

Mr. Vivek Kumar Mathur was named as one of First Directors in Articles of Association which have been duly registered with the Registrars of Companies, NCT of Delhi and Haryana at the time of incorporation of the Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mathur holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from One97 Communications Limited, Member, proposing the

candidature of Mr. Vivek Kumar Mathur for the Directorship pursuant to section 160 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The board considers that on account of standing experience of Mr. Vivek Kumar Mathur, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 5 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point no. 11 of the Notes to the accompanying notice.

None of the Directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Vivek Kumar Mathur.

### **ITEM NO. 6**

Mr. Praveen Sharma was appointed as Additional Director by Board of Directors in its meeting held on 08<sup>th</sup> September, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act"). Mr. Sharma appointed as Additional Director shall hold office upto the date of the ensuing Annual General Meeting.

Mr. Praveen Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a notice from a member proposing candidature of Mr. Praveen Sharma, for the office of Director in terms of Section 160 of the Companies Act, 2013.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The board considers that on account of standing experience of Mr. Sharma, his appointment will be in the interest of the Company.

The Board recommends the passing of the Item no. 6 as an Ordinary Resolution for your approval.

The documents, if any, referred above, are made available for inspection in terms of Point no. 11 of the Notes to the accompanying notice.

None of the Directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Praveen Sharma.

### **ITEM No. 7**

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has approved and recommended to the Members of the Company appointment of Mr. Praveen Sharma (DIN: 09308709) as the Managing Director and Chief Executive Officer (CEO) of the Company at the Board Meeting held on the 08<sup>th</sup> day of September, 2021

The company has received (i) the consent in writing from Mr. Praveen Sharma in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in



Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 08/09/2021 till 07/09/2026
- (ii) Basic salary: As provided in the resolution
- (iii) Allowance & Perquisites: As provided in the resolution
- (iv) Funds: As provided in the resolution.

The company also seeks the approval of the shareholders by way of Special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the appointment of Mr. Praveen Sharma as the Managing Director and Chief Executive Officer (CEO) from 08/09/2021 till 07/09/2026 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Praveen Sharma.

**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: The Company carries on the business of payment aggregator
2. Date or expected date of commencement of commercial production: The company has filed the commencement of business with ROC on 18 March 2021 and also filed an application with RBI for license to commence business which is yet to receive from RBI. The Company was incorporated on 10 October, 2020.
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:

<b>Particulars</b>	<b>2020-21 (INR in lakhs)</b>
Total Income	50.42
Depreciation	NIL
Tax expense	NIL
Total Expenses	113.87
Net Profit/(Loss)	(63.45)
Paid-up Capital	5000
Reserves & Surplus	(63.45)

5. Foreign Investment or Collaboration, if any:

The Company has not received direct Foreign Direct Investment under FDI guidelines  
.Further, the Company has following joint ventures overseas:

<b>Name of the Entity</b>	<b>Status</b>	<b>Country</b>
NIL	NIL	NIL

## II. Information about the appointee:

1. Background Details: Mr. Praveen Sharma is an employee in One97 Communications Limited (“Holding Company”). As a Senior Vice President- Paytm Ads Segment, he is responsible for running the Online Payments for Merchants organization. He is associated with One97 Communications Limited since 2<sup>nd</sup> Sept 2019 , Before this he was associated with Google as a Regional Director, APAC for approx. 9 years

Mr. Praveen Sharma has a Post Graduate Diploma in Communications from Mudra Institute of Communications, Ahmedabad

2. Past Remuneration: Mr. Praveen Sharma was not drawing remuneration from the Company for FY 2020-21.

3. Recognition or Awards: NIL

4. Job Profile and his suitability: Mr. Praveen Sharma as Managing Director and Chief Executive Office (CEO) of the Company is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. 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 2021-22: Salary (Total Cost to the Company) : Rs. 26,400,000/- (Rupees Two Crores Sixty Four Lakhs Only)

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):Not Applicable as he will not be paid salary during his tenure with the Company.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Mr. Praveen 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: During the financial year ended March 31, 2021, the Company has not done any business activity and the Company has incurred various pre incorporation expenses including operational expenses which resulted in losses during the year

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

The Company is expecting to start business activity in 2021-22

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



*Currently, the Company has incurred losses due to pre incorporation expenses including operational expenses and now company is expecting to start its business activities*

**IV. Disclosures:**

*The detailed elements of remuneration including other perquisites are given in the respective resolution & explanatory statement. The disclosures as required under this section shall be disclosed in the Board of Director's report for the FY 2021-22.*

**Details of Director seeking appointment at the First Annual General Meeting scheduled to be held on September 24, 2021**

Name of the Director	Mr. Madhur Deora	Mr. Vikas Garg	Mr. Vivek Kumar Mathur	Mr. Praveen Sharma
<b>DIN</b>	07720350	07871975	03581311	09308709
<b>Age (in years)</b>	43	43	58	48
<b>Qualification</b>	Graduated cum laude from the Wharton School of the University of Pennsylvania and graduated cum laude from Phillips Exeter Academy.	Chartered Accountant from Institute of Chartered Accountant of India	Degree in chemical engineering from BITS Pilani and a M.B.A. from the University of Iowa.	Post Graduate Diploma in Communications from Mudra Institute of Communications, Ahmedabad
<b>Remuneration sought to be paid</b>	NA	NA	NA	As mentioned in relevant resolution and Item no. 6 of Explanatory statement of this Notice.
<b>Terms and Conditions of appointment(s)</b>	Mr. Madhur Deora is appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company	Mr. Vikas Garg is appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company	Mr. Vivek Kumar Mathur is appointed as Director, liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company	As per Item no. 6 of Explanatory statement of this Notice.
<b>Justification for choosing the appointees as Independent Director</b>	NA	NA	NA	NA
<b>Remuneration last drawn from the Company</b>	NA	NA	NA	INR 26,400,000/-
<b>Date of first appointment on the Board of Directors of the Company</b>	10/10/2020	10/10/2020	10/10/2020	08/09/2021
<b>Shareholding in the Company (as on the date of AGM Notice)</b>	NIL	NIL	NIL	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	None	None	None	None

Number of Board meetings attended during the financial year 2020-21	01	04	02	NA
List of Directorships held in other companies, as on March 31, 2021	<ul style="list-style-type: none"> <li>• Mobquest Mobile Technologies Private Limited</li> <li>• Urja Money Private Limited</li> <li>• Little Internet Private Limited</li> <li>• Wasteland Entertainment Private Limited</li> <li>• Paytm Money Limited</li> <li>• Paytm General Insurance Limited</li> <li>• Paytm Life Insurance Limited</li> <li>• Eatgood Technologies Private Limited</li> <li>• Orbgen Technologies Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Paytm Financial Services Limited</li> <li>• Mobquest Mobile Technologies Private Limited</li> <li>• VG Holdings Private Limited</li> <li>• Wasteland Entertainment Private Limited</li> <li>• Urja Money Private Limited</li> <li>• Orbgen Technologies Private Limited</li> <li>• Paytm General Insurance Limited</li> <li>• Paytm Life Insurance Limited</li> <li>• Paytm Insurance Broking Private Limited</li> <li>• Paytm Payments Services Limited</li> </ul>	<ul style="list-style-type: none"> <li>• SAIF Advisors Private Limited</li> <li>• Senco Gold Limited</li> <li>• Busybees Logistics Solutions Private Limited</li> <li>• Aye Finance Private Limited</li> <li>• Tracxn Technologies Private Limited</li> <li>• Paytm Insuretech Private Limited</li> </ul>	NA
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2021	Member of Audit Committee and Nominations & Remuneration Committee of Paytm First Games Private Limited, Paytm Money Limited, Little Internet Private Limited. He is also member of Compensation Committee of Wasteland Entertainment Private Limited	He is member of Compensation Committee of Wasteland Entertainment Private Limited	NIL	NA

**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: U65990DL2020PLC371251

Name of the company: Paytm Payments Services Limited

Registered office: 136, First Floor, Devika Tower, Nehru Place, New Delhi – 110019

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of ..... 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
3. Name:  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the company, to be held on the September 24, 2021 at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Ordinary Business

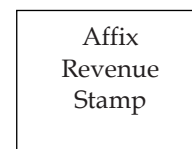
1. *To receive, consider and adopt the audited standalone financial statement of the Company for the year ended 31<sup>st</sup> March 2021, the report of the Board of Director's and Auditors' thereon.*
2. *To appoint Price Waterhouse Chartered Accountants LLP, Chartered Accountants ("PWC") as Statutory Auditors of the Company and to fix their remuneration.*

Special Business

3. Confirmation of Mr. Madhur Deora (DIN 07720350), who was appointed as first director, as Director of the company
4. Confirmation of Mr. Vikas Garg (DIN 07871975), who was appointed as first director, as Director of the company
5. Confirmation of Mr. Vivek Kumar Mathur (DIN 03581311), who was appointed as first director, as Director of the company
6. Appointment of Mr. Praveen Sharma (DIN: 09308709) as Managing Director and Chief Executive Officer of the Company.

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, not less than 48 hours before the commencement of the Meeting.**



**PAYTM PAYMENTS SERVICES LIMITED**

**Registered Office:** 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019

**ATTENDANCE SLIP**

Please complete this attendance slips and hand it over at the entrance of the hall.

Full name of the Shareholder in Block Letters:

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Folio No. :

No. of Shares held:

I hereby record my presence at the 01<sup>st</sup> Annual General Meeting of the Company, held at 136, First Floor, Devika Tower, Nehru Place, New Delhi - 110019 on Friday, September 24, 2021 at 10:45 AM (IST).

Signature of the Shareholder: \_\_\_\_\_

Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

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**On the letter head of the Company**

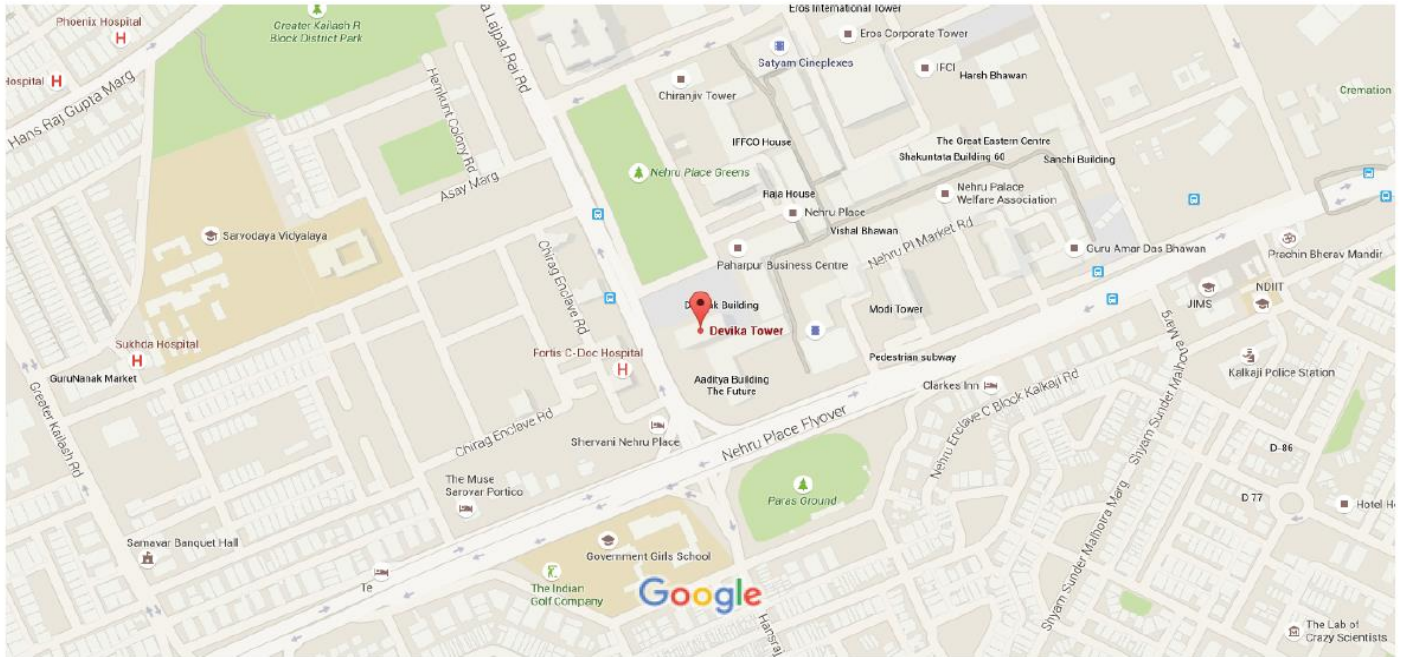
The Board of Directors  
Paytm Payments Services Limited  
136, First Floor, Devika Towers  
Nehru Place, New Delhi - 110 019,India

We, ....., holding ..... equity shares of Paytm Payments Services Limited (“Company”) of the face value of INR 10 (ten rupees) each, hereby appoint .....to act as our authorized representative to vote on our behalf at the AGM or any adjournment thereof, with respect to the proposed resolution set out in the notice for Annual general meeting dated September 24,2021.

**For and on behalf of**  
**For.....**

**Director/Company Secretary/Authorised Signatory**

**Route Map of the Location of the Annual General Meeting of the Company to be held on September 24, 2021**



**Address: Paytm Payments Services Limited  
136, 1<sup>st</sup> Floor, Devika Tower, Nehru Place, New Delhi - 110019**

**Landmark: Devika Tower, Nehru Place, New Delhi - 110019**