



# ONE 97 COMMUNICATIONS LIMITED

CIN: L72200DL2000PLC108985

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Contact Person: Mr. Amit Khera, Company Secretary and Compliance Officer

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## POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF ONE 97 COMMUNICATIONS LIMITED

This post buy-back public announcement ("Post Buy-back Public Announcement") is being made by One 97 Communications Limited ("Company") in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated December 14, 2022 (which was published on December 15, 2022) ("Public Announcement"), issued in connection with the Buy-back (as defined below). Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement.

### 1. THE BUY-BACK

1.1 Pursuant to the provisions of: (a) Sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013, as amended ("Companies Act") and the applicable rules thereunder, (b) the SEBI Buy-back Regulations, and (c) the Articles of Association of the Company, and pursuant to the resolutions passed by the board of directors of the Company ("Board") at its meeting held on December 13, 2022, the Company had approved the buy-back of its fully paid-up equity shares of face value of ₹ 1 (Rupee One Only) each ("Equity Shares") for an aggregate amount not exceeding ₹ 850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) ("Maximum Buy-back Size"), representing 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"), payable in cash, from the shareholders of the Company by way of open market purchases through the Stock Exchanges (the process being referred hereinafter as the "Buy-back"). The Maximum Buy-back Size does not include the Transaction Costs.

1.2 The Buy-back commenced on December 21, 2022. The Buy-back committee, duly constituted and authorized by the Board, at its meeting held on February 13, 2023, approved the closure of the Buy-back with effect from February 13, 2023 and intimated the same to the Stock Exchanges on February 13, 2023. Accordingly, the Buy-back closed on February 13, 2023.

### 2. DETAILS OF THE BUY-BACK

2.1 The Company bought back an aggregate of 1,55,66,746 (One Crore Fifty Five Lakh Sixty Six Thousand Seven Hundred and Forty Six Only) Equity Shares, utilizing a total amount of ₹ 849,83,39,982 (Rupees Eight Hundred Forty Nine Crores Eighty Three Lakhs Thirty Nine Thousand Nine Hundred and Eighty Two Only) (excluding the Transaction Costs), which represents approximately 99.98% of the Maximum Buy-back Size. The price at which Equity Shares were bought back was dependent on the price quoted on the Stock Exchanges. The highest price at which the Equity Shares were bought back was ₹ 702.65 (Rupees Seven Hundred Two and Sixty Five Paise Only) per Equity Share while the lowest price was ₹ 480.25 (Rupees Four Hundred Eighty and Twenty Five Paise Only) per Equity Share. The Equity Shares were bought back at a volume weighted average price of ₹ 545.93 (Rupees Five Hundred Forty Five and Ninety Three Paise Only) per Equity Share. These prices, which are rounded off to the nearest paise, are based on the contract notes issued by Axis Capital Limited ("Company's Broker") and exclude the Transaction Costs.

2.2 The pay-out formalities have been completed as per the settlement mechanism applicable to the respective Stock Exchange. As on February 13, 2023, the Company has extinguished 1,39,21,646 (One Crore Thirty Nine Lakh Twenty One Thousand Six Hundred Forty Six Only) Equity Shares bought back under the Buy-back and is in the process of extinguishing the remaining 16,45,100 (Sixteen Lakh Forty Five Thousand One Hundred Only) Equity Shares bought back.

2.3 The Equity Shares were bought in the dematerialized segment from the Stock Exchanges. As the Buy-back was conducted by way of open market purchases through the Stock Exchange(s), the identity of the shareholders, if any, from whom Equity Shares exceeding 1% (one percent) of the total Equity Shares were bought in the Buy-back is not known.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company pre and post the Buy-back, is as follows:

Particulars	Pre Buy-back*	Post Buy-back**
Authorised share capital	INR 1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹ 1 each)	INR 1,04,10,66,000 (1,04,10,66,000 Equity Shares of ₹1 each)
Issued, subscribed and fully paid up share capital	INR 64,93,34,387 (64,93,34,387 Equity Shares of ₹ 1 each)	INR 63,37,67,641 (63,37,67,641 Equity Shares of INR ₹ 1 each)

\*As on the date of the Public Announcement

\*\* The Company shall extinguish the balance of 16,45,100 Equity Shares out of the total of 1,55,66,746 Equity Shares bought back. The post Buy-back equity share capital is assuming extinguishment of all Equity Shares bought back by the Company until closure of the Buy-back.

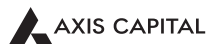
3.2 The shareholding pattern of the Company pre and post the Buy-back, is as follows:

Category of Shareholder	Pre Buy-back*		Post Buy-back**	
	Number of Equity Shares*	% to existing Equity Share Capital	No. of Equity Shares post Buy-back	% to the post Buy-back Equity Share Capital
Promoters and persons acting in Concert	Nil	-	Nil	-
Public	64,93,34,387	100.00	63,37,67,641	100.00
Total	64,93,34,387	100.00	63,37,67,641	100.00

\*As on the date of the Board meeting approving the Buy-back i.e. December 13, 2022

\*\* The Company shall extinguish the balance of 16,45,100 Equity Shares out of the total of 1,55,66,746 Equity Shares bought back. The post Buy-back equity share capital is assuming extinguishment of all Equity Shares bought back by the Company until closure of the Buy-back.

### 4. MANAGER TO THE BUY-BACK



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, E-mail: ocl.buyback@axiscap.in, Contact Person: Mr. Ankit Bhatia

### 5. DIRECTORS' RESPONSIBILITY

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 Post Buy-back Public Announcement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

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

Vijay Shekhar Sharma

Managing Director & Chief Executive Officer

DIN: 00466521

Madhur Deora

Executive Director, President & Group Chief Financial Officer

DIN: 07720350

Amit Khera

Company Secretary & Compliance Officer

Membership No.: A10827

Place: New Delhi

Date: February 13, 2023

CONCEPT

Size: 16 x 27\_cm