

ANNUALREPORT

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**WE ARE PUSHING
OUR BOUNDARIES.
WALKING ON THE EDGE
OF TOMORROW.
CHALLENGING
OURSELVES TO
INNOVATE AND CREATE.
THERE IS A SHIFT IN
WHO WE ARE.
A CHANGE IN HOW WE
COMMUNICATE.
A TRANSFORMATION
THAT IS CONSTANT THAT
DRIVES US TO CREST
THE WAVE. ADAPTING
TO WHAT FACES US
CHANGING TO
ENCOMPASS THE
UNKNOWN EVOLVING
TO THE NEXT.
OUR REVOLUTION IS
CONSTANT EVOLUTION!**

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INFORMATION

BOARD OF DIRECTORS

Mr. Akshay Chhabra

Mr. Akashanand Arun Karnik

Mr. Bharat Shashikumar Dighe

Mr. Chandrasekher Yerramalli

Mr. Arjun Sanjeev Bhatia

Mrs. Neyhaa Akshay Chhabra

Chairman & Managing Director

Whole-time Director

Independent Director

Independent Director

Director

Director

AUDIT COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekhar Yerramalli – Member

Mr. Akshay Chhabra – Member

BANKERS

Yes Bank Limited

Axis Bank Limited

STAKEHOLDERS

RELATIONSHIP COMMITTEE

Mr. Chandrasekhar Yerramalli – Chairman

Mr. Bharat Dighe – Member

Mr. Akshay Chhabra – Member

STATUTORY AUDITORS

M/S. Vinod Kumar Jain & Co., Chartered Accountants

Firm Registration No: 111513W

NOMINATION AND

REMUNERATION COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekhar Yerramalli – Member

Mrs. Neyhaa Chhabra – Member

REGISTERED OFFICE

International Infotech Park, T-762, Tower-7,

Vashi, Navi Mumbai, Maharashtra -400703.

CORPORATE SOCIAL

RESPONSIBILITY COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekhar Yerramalli – Member

Mr. Akshay Chhabra – Member

CORPORATE OFFICE

C-42, TTC Industrial Area, MIDC,

Village - Pawane, Navi Mumbai,

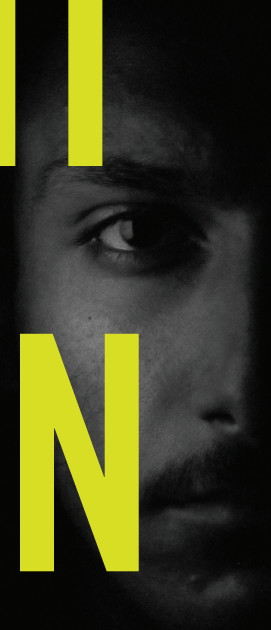
Maharashtra - 400705

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BOARD OF DIRECTORS

Mr. AKSHAY CHHABRA

CHAIRMAN AND MANAGING DIRECTOR

Mr. Akshay Chhabra is the Chairman and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.

Mr. AKASHANAND KARNIK

WHOLE TIME DIRECTOR

Mr. Akashanand Karnik is the Whole Time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has an experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFSI, Telecom, Airlines, E- Commerce and consumer durables.

Mrs. NEYHAA CHHABRA

NON-EXECUTIVE DIRECTOR

Mrs. Neyhaa Chhabra is the Non-Executive Director of the Company. She holds degree of Bachelor of Arts from University of Mumbai.

Mr. ARJUN BHATIA

NON - EXECUTIVE DIRECTOR

Arjun Bhatia is the Non - Executive Director of the Company. He holds degree in Bachelor of Commerce from University of Mumbai.

Mr. BHARAT DIGHE

INDEPENDENT DIRECTOR

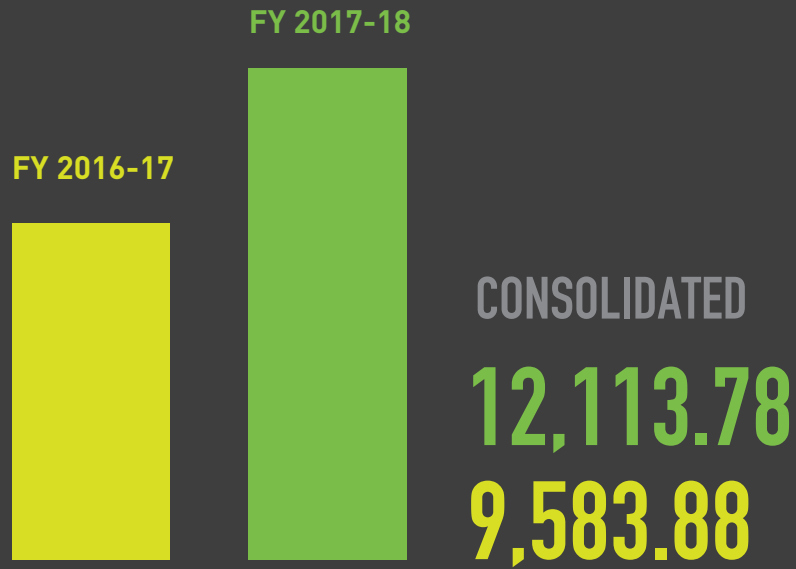
Bharat Dighe is an Independent Director of the Company. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India.

Mr. CHANDRASEKHER YERRAMALLI

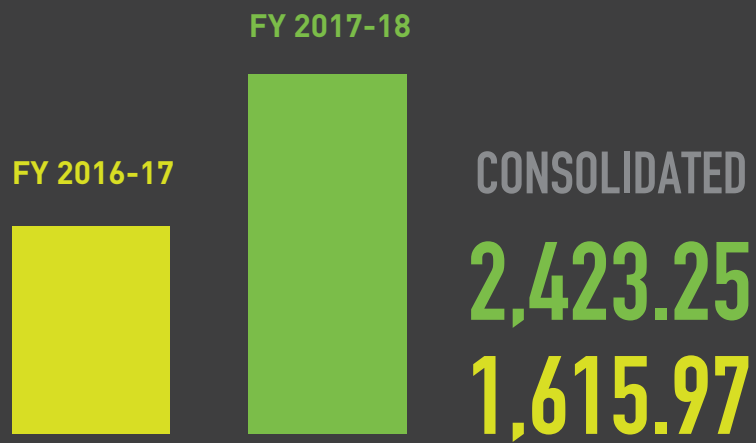
INDEPENDENT DIRECTOR

Chandrasekher Yerramalli is an Independent Director of the Company. He holds degree of Bachelor of Engineering (Civil) from Nagpur University. He also holds degree of Master of Technology from Indian Institute of Technology, Bombay and Doctor of Philosophy (Aerospace Engineering) from the University of Michigan. In the past, he was associated with M/s. Ming Yang Wind Power USA Inc. as Technology Director for Composites and Structures.

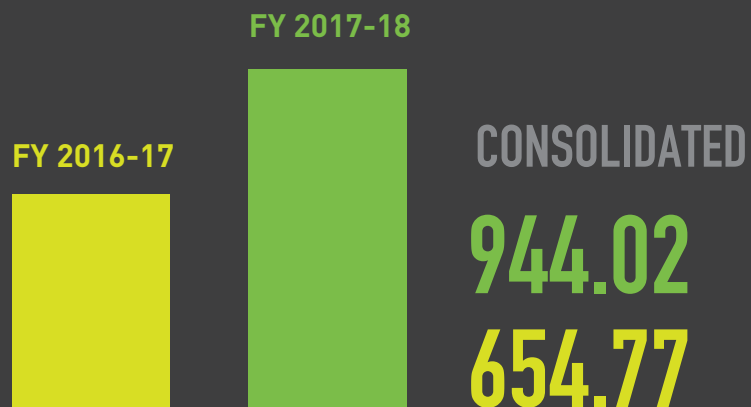
REVENUE



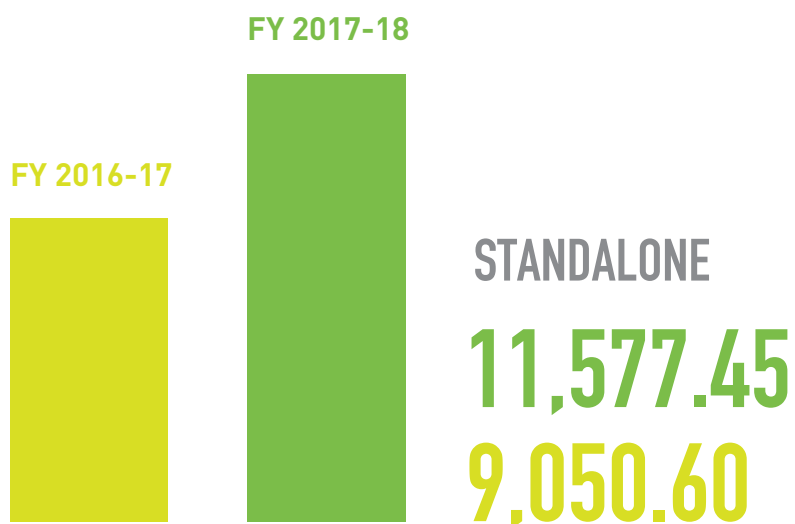
EBIDTA



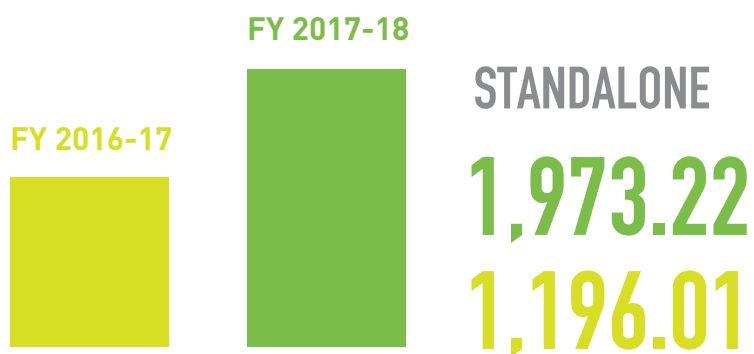
PAT



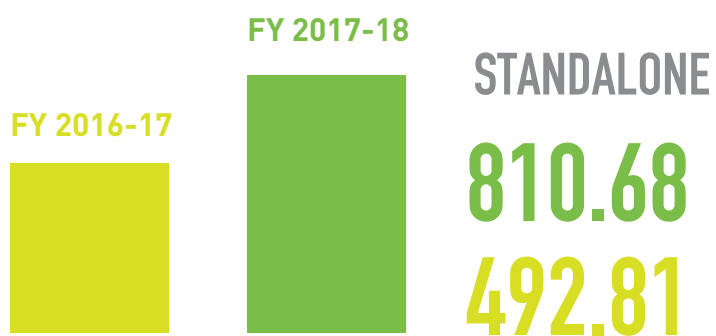
REVENUE



EBIDTA



PAT





**SCALABLE
AND
ADAPTABLE
TO ENSURE
TOMORROW,
TODAY.**



Dear Shareholder,

On behalf of the Board of Directors of One Point One Solutions Limited, it gives me great pleasure to share with you an update on the overall performance of One Point One Solutions Limited during the financial year 2017-18.

Technology and business services across the world are moving to digital transformation, which is shaping the Indian IT-BPM industry in a huge way. This paradigm shift is causing disruptive innovation in service delivery models, opening doors for many more players. Organizations in India are investing heavily in capability development and technology to march on this digital transformation journey and reap the benefits. India remains world's most preferred location by global MNCs for setting up technology businesses and fostering strong partnerships in niche areas. Digital technology will continue to remain a significant contributor to the industry's revenues.

The Consolidated revenue from operations have increased from Rs.9,582.87 lakh to Rs.12,098.47 lakh, an increase of Rs.2,515.60 lakh (26.25%) over the previous financial year. The consolidated Profit after tax have increased from Rs. 654.77 lakh to Rs.944.04 lakh, an increase of Rs. 289.25 lakh (44.18%) over the previous financial year.

The Standalone revenue from operations have increased from Rs. 9,050.37 lakh to Rs.11,562.26 lakh, an increase of Rs.2,511.89 lakh (27.75%) over the previous financial year. The Standalone Profit after tax (PAT) have increased from Rs. 492.81 lakh to Rs. 810.68 lakh, an increase of Rs. 317.87 lakh (64.50%) over the previous financial year.

That is why we are confident that the improvements we are making throughout our business will allow us to further improve our profitability in years to come.

Given all the factors discussed above, our best judgment is that financial year 2018-19 will be a very good year for the One Point One Solutions Limited, unless a substantial adverse event intercedes. The quality, values and experienced professionalism of our associates give us great confidence that the Human Connections with all our clients will deliver excellent results in the future.

Finally, I would like to thank our Associates, Banks, Government Authorities, Customers, Vendors and all our shareholders for the trust and confidence reposed in the Company. We will continuously seek and strive to do good, act better, and do what is best for us and society at large.

Mr. AKSHAY CHHABRA
Chairman and Managing Director



ATTENTION
WOMEN
ATTENTION

IS WHERE YOU ARE

DIRECTORS' REPORT

Dear Members,

Directors of your Company take great pleasure in presenting the 10th Annual Report on the business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March 2018.

FINANCIAL RESULTS

The performance of the Company for the financial year 2017-18 is summarised below:

(Amount in Lakhs of Indian Rupees)

Particulars	Consolidated		Standalone	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Revenue from operations	12,098.47	9,582.87	11,562.26	9,050.37
Other Income	15.31	1.01	15.19	0.23
Total Revenue	12,113.78	9,583.88	11,577.45	9,050.60
Operating Expenses	9,690.53	7,967.91	9,604.23	7,854.59
Earnings before Interest, Tax, Depreciation & Amortization (EBITDA)	2,423.25	1,615.97	1,973.22	1,196.01
Depreciation and Amortization	988.83	373.79	748.66	230.85
Financial Charges	264.37	233.34	247.01	214.19
Earnings before Tax (EBT)	1,170.05	1,008.84	977.55	750.97
Tax Expenses :				
Current Tax: Provision for Income Tax	235.46	207.22	196.21	153.11
MAT Credit Entitlement	92.32	(140.86)	57.87	(86.76)
Deferred Tax Liability (Assets)	(106.97)	287.70	(87.21)	191.81
Short Provisions Adjustments: Earlier Years (Net)	5.20	-	-	-

RESULT OF OPERATIONS

The Consolidated revenue from operations has increased from ₹ 9,582.87 lakh to ₹12,098.47 lakh, an increase of ₹ 2,515.60 lakh (26.25%) over the previous financial year. The consolidated Profit after tax (PAT) for the year increased from ₹ 654.77 lakh to ₹ 944.04 lakh, an increase of ₹ 289.25 lakh (44.18%) over the previous financial year. Earnings per share have increased by 15.84% from ₹ 6.88 to ₹ 7.97. The Standalone revenue from operations has increased from ₹ 9,050.37 lakh to ₹ 11,562.26 lakh, an increase of ₹ 2,511.89 lakh (27.75%) over the previous financial year. The Standalone Profit after tax (PAT) increased from ₹ 492.81 lakh to ₹ 810.68, an increase of ₹ 317.87 lakh (64.50%) over the previous financial year.

DIVIDEND

Your Directors recommend a dividend of R 0.50 per equity share (@5%) having face value of R 10/- each for the year ended 31st March, 2018.

INCREASE IN AUTHOURISED SHARE CAPITAL

The authorised share capital of the Company was increased from ₹ 10 Crores to ₹ 20 Crores vide Board Resolution dated 18th August 2017.

INCREASE IN SHARE CAPITAL

During the year, your Company issued/ allotted Equity Shares of face value of ₹10/- each as under:

Sr.	No of Shares Allotted	Allotment date	Nature of allotment	Post issue subscribed and paid up capital in ₹
1.	90,00,000	21st August 2017	Bonus issue	1,00,00,000
2.	92,500	4th November 2017	Private Placement	1,00,92,500
3.	66,24,000	21st December 2017	Initial Public Offer	16,71,65,000

Consequently, the outstanding, issued, subscribed and paid up capital of the Company has increased from 1, 00,000 shares to 1,67,16,500 shares of ₹10/- each aggregating to ₹16,71,65,000 as on 31st March 2018.

TRANSFER TO RESERVES

During the year under review the Company transferred an amount of ₹ 944.02 Lakh to the Reserves.

SUBSIDIARY COMPANIES AND FINANCIAL STATEMENTS

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Information of the Subsidiary Companies. These Consolidated Financial Statements provide financial information about your Company and its subsidiaries after elimination of minority interest, as a single entity. A summary of the financial performance of each of the Subsidiary companies in the prescribed Form AOC-1 is appended as Annexure I to the Financial Statements of the Company. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries of the Company are available on the website of the Company -<http://www.1point1.in>

AUDITORS AND AUDITORS' REPORT

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Vinod Kumar Jain & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion ensuing Annual General Meeting. The Auditors' Report to the Members on the Accounts of the Company for the year ended 31st March, 2018 does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE

EARNINGS AND OUTGO

Information pursuant to the provisions of Section 134 of the Companies Act, 2013 and the rules framed thereunder, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, forms part of this Report and is given at Annexure II.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Arjun Bhatia/ Akash Karnik retires by rotation and being eligible, offers himself for re-appointment. Further, as stipulated under Regulation 36 of the Listing Regulations, 2015, his brief resume, is given in the section on Corporate Governance, which forms part of this Annual Report.

- Mr. Akshay Chhabra was appointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2017.
- Mr. Bharat Dighe was appointed as Independent Director of the Company for a period of 2 (Two) years w.e.f. 1st September 2017.
- Mr. Chandrasekhar Yerramalli was appointed as Independent Director of the Company for a period of 2 (Two) years w.e.f. 1st September 2017.
- Mr. Akashanand Karnik was appointed as Whole time Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2017.
- Mrs. Neyhaa Chhabra was appointed as Non-executive Director of the Company w.e.f. 4th September 2017.
- Mr. Arjun Bhatia was appointed as Non-executive Director of the Company w.e.f. 4th September 2017.
- Mr. Sunil Kumar Jha was appointed as Chief Financial Officer of the Company w.e.f. 1st September 2017.
- Mr. Pritesh Sonawane was appointed as Company Secretary w.e.f. 20th November 2017.

EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015 the Board of Directors has undertaken an annual evaluation of its own performance, its various Committees and individual directors. The manner in which the performance evaluation has been carried out has been given in detail in the Corporate Governance Report, annexed to this Report. The policy of the Company on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act, and Part D of Schedule II of the Listing Regulations, adopted by the Board is appended as Annexure III to the Directors' Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has put in place a Familiarisation Programme for Independent Directors to familiarize them with their roles, rights, responsibilities, nature of the Industry, Company's strategy, business plan, operations, markets, products, etc. The details of the Company's Familiarisation Programme is available on the Company's website - web link: <http://www.1point1.in>

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Listing Regulations, 2015.

MEETINGS OF THE BOARD

During the year, 20 meetings of the Board of Directors were held, particulars of attendance of directors at the said meetings are given in the report on Corporate Governance Report, which forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 134 OF THE COMPANIES ACT 2013, YOUR DIRECTORS STATE THAT

- a. in the preparation of the annual financial statements for the year ended 31st March, 2018, the applicable accounting standards have been followed along with no material departures;
- b. appropriate accounting policies have been selected and applied consistently and based on judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a going concern basis;
- e. proper internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and f. the proper systems to ensure compliance with the provisions of all applicable laws are in place and were adequate and operating effectively.

SECRETARIAL AUDITOR

The Board has appointed M/s. A. Sekar, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit

Report in prescribed format is annexed as Annexure IV to this Report.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as Annexure V. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. Further, the report and the financial statements are being sent to the members excluding the aforesaid statement. Further, in terms of provisions of Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is open for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. Further the Annual Report including the aforesaid information is also available on the Company's website <http://www.1point1.in>.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Your Company has formulated a policy on related party transactions which is also available on Company's website at http://www.1point1.in/Code_Conduct.php. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for making omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on arm's length basis. All related party transactions are placed before the Audit Committee for review and approval. All related party transactions entered during

the Financial Year were in ordinary course of the business and on arm's length basis. During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 appended as Annexure VI to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not granted any loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, during the financial year ended 31st March, 2018.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is committed to Corporate Social Responsibility (CSR) and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates. The Company has implemented various CSR projects in accordance with Schedule VII of the Companies Act, 2013 and a detailed report on CSR activities is given in Annexure VII, forming part of this Report. Pursuant to the provisions of the Section 135 of the Companies Act, 2013 (the Act), your Company has constituted a CSR Committee to monitor the CSR activities of the Company, details of which are provided in the Corporate Governance Report, forming part of this Report.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company in prescribed format is annexed herewith as Annexure VIII to this Report.

RISK MANAGEMENT & INTERNAL FINANCIAL CONTROLS

The Company has in place mechanism to inform Board Members about the Risk Assessment and Minimization procedures which are periodically reviewed to ensure that risk is controlled by the Executive Management. The Company has also formulated Risk Management Policy to review and control risk. Details in respect of adequacy of internal financial controls with reference to the Financial Statements are given in the Management's Discussion and Analysis, which forms part of this Report.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance for sexual harassment at workplace and as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your company has constituted an Internal Complaints Committees (ICC) and during the year, no cases were reported to the ICC.

HUMAN RESOURCES (HR)

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interests of all employees with the long term organizational goals.

OTHER DISCLOSURES/ REPORTING

Your Directors state that no disclosure and/or reporting is required in respect of the following

items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- Neither the Managing Director nor the Whole-time Directors of the Company receive remuneration or commission from any of its subsidiaries;
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report;

APPRECIATION AND ACKNOWLEDGEMENTS

The Board wishes to place on record its gratitude for the assistance and co-operation received from Banks, Government Authorities, Customers, Vendors and all its shareholders for the trust and confidence reposed in the Company. The Board further wishes to record its sincere appreciation for the significant contributions made by employees at all levels for their commitment, dedication and contribution towards the operations of the Company.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:00958197

Place: Mumbai
Date: 16th August 2018

Form AOC-1

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014:

PART A: SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sr.	Particulars	Details
1.	Name of the subsidiary	Silicon Softech India Limited
2.	The date since when subsidiary was acquired	1st April 2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	1st April 2017 to 31st March 2018
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees
5.	Share capital	10.00
6.	Reserves and surplus	328.49
7.	Total assets	681.42
8.	Total Liabilities	681.42
9.	Investments	0.00
10.	Turnover	536.33
11.	Profit before taxation	192.48
11.	Provision for taxation	59.13
12.	Profit after taxation	133.35
13.	Proposed Dividend	0.00
14.	Extent of shareholding (in percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations.
NONE
- Names of subsidiaries which have been liquidated or sold during the year.
NONE

PART B: ASSOCIATES AND JOINT VENTURES: NOT APPLICABLE

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:00958197

ANNEXURE II**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO (PURSUANT TO PROVISIONS OF SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013, READ WITH RULES 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014):****A. CONSERVATION OF ENERGY**

The Company has a well-organized, structured and centrally controlled Energy Management system for utility and Infrastructure. Regular focus and efforts are made to improve efficiency and accuracy by modernization of high end Technology. Some of the key initiatives for conserving energy during financial year 2017-18 were as under:

- Replacement of Conventional Light with LED Lights at Registered & Corporate Office resulting in saving of electricity.
- Replacement of Conventional Motors with Energy Efficient Motors.

B. TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION

Your company continued its efforts in identifying technologies that will help in its continued growth. Accordingly, various new technologies were studied and from the shortlisted technologies, your company is in the process of integrating new technologies.

C. RESEARCH AND DEVELOPMENT

The Company is continuously striving to build a technology leadership position in the Business Process Management industry. There is a strong focus on research and development through a dedicated R&D team.

D. FOREIGN EXCHANGE EARNINGS & OUTGO

(Amount in ₹ Lakhs)

Sr. No.	Particulars	Financial Year 2017-18	Financial Year 2016-17
1.	Expenditure in foreign currency	Nil	Nil
2.	Earning in foreign currency	Nil	196.91

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:00958197

Place: Mumbai
Date: 16th August 2018

NOMINATION AND REMUNERATION POLICY OF ONE POINT ONE SOLUTIONS LIMITED

1. PREAMBLE

- a. The Nomination and Remuneration Policy ("Policy") provides a framework for remuneration to be paid to the members of the Board of Directors ("Board") and Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of One Point One Solutions Limited ("the Company").
- b. This Policy has been framed by the Nomination and Remuneration Committee ("Committee") of the Board of Directors ("Board") and based on its recommendation, approved by the Board of Directors of the Company. The Nomination and Remuneration Committee is entitled to review and amend this policy, if necessary, subject to Board approval.

2. OBJECTIVE

The Policy aims to enable the Company to attract, retain and motivate high quality members for the Board and executives by providing a well-balanced and performance-related compensation package, taking into account all stakeholders' interests, risks & opportunities, industry practices and relevant corporate regulations. The Policy shall be read along with Section 178 of the Companies Act, 2013, the applicable rules thereto and SEBI (LODR) Regulations 2015.

3. CRITERIA FOR IDENTIFICATION OF THE BOARD MEMBERS AND APPOINTMENTS OF SENIOR MANAGEMENT

- a. The Members of the Board shall be persons who possess appropriate qualifications, skills, aptitude, attributes, maturity, knowledge and experience. The objective is to have a Board with diverse background and experience in management functions or in such areas as may be considered relevant or desirable to conduct the Company's business in an ethical and competitively superior manner.
- b. An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise responsibilities in a bona-fide manner in the best interests of the company; devote sufficient time and attention to professional obligations for informed and balanced decision-making; and assist the company in implementing the best corporate governance practices. An Independent Director should meet the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015 concerning independence of directors.
- c. The candidate for the appointment of KMP and SMP should possess appropriate qualifications, skills, aptitude, attributes, with relevant work experience. The candidate for KMP and SMP should also possess high level of personal and professional ethics, integrity and values.

4. POLICY RELATING TO REMUNERATION

I) POLICY FOR WHOLE - TIME DIRECTORS/ MANAGING DIRECTOR/KMP/ SENIOR MANAGEMENT PERSONNEL

Remuneration to Whole-Time Directors, Key Managerial Personnel and Senior Management Personnel will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the Company and its goals. The break-up of the pay scale and quantum of perquisites and retirement benefits shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013.

II) POLICY FOR INDEPENDENT DIRECTORS

- a. Independent Directors shall receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- b. Independent Directors may be paid Commission within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company, computed as per the applicable provisions of the Companies Act, 2013. Independent Directors shall not be entitled to any stock options of the Company.

SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED MARCH 31, 2018

To
The Members
One Point One Solutions Limited
International Infotech Park
T- 762, Tower No. 7, 6th Floor,
Vashi, Navi Mumbai - 400703
Maharashtra, India

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Practices by One Point One Solutions Limited, (hereinafter called the Company). Secretarial Audit was conducted in the manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representative during the conduct of Secretarial Audit, I hereby report that in my opinion the Company has during the year ended 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year under review, according to the provision of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 an the rules and regulations made thereunder to

the extent of Foreign Direct Investment, there being no External Commercial Borrowings (ECB) or Overseas Direct Investments (ODI)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent they are applicable to the company
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") were not applicable to the company
 - (a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
 - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vii) Other laws specifically applicable to the company namely:-

Information Technology Act, 2000 and the rules made thereunder.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards Issued by The Institute of Company Secretaries of India
- (ii) The SEBI (Listing Obligations and Disclosure) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

For more than half of the year under review, the company was a private company and having regard to this fact, I report that the systems and processes in the company were adequate and commensurate with the size and operations of the company to

monitor and ensure compliance with applicable laws, rules, regulations and guidelines during that period. The management has explained that keeping in view the conversion of Company from Private Limited to Public Limited Company and listing of its shares on National Stock Exchange of India Limited the company has taken steps to further strengthen its compliance management system.

I further report that during the audit period, the company has undertaken any action having a major bearing on the company's affairs in pursuance of the above referred laws:-

- a) The company made a Bonus Issue of 90,00,000 Equity Shares on 21st August, 2017
- b) The company converted its status from a private company into public company on 9th October, 2017.
- c) The company made a private placement of 92,500 equity shares on 4th November, 2017.
- d) The company made an Initial Public offer, allotment in respect of which was made on 21st December, 2017.
- e) On 26th December, 2017, the equity shares of the company were listed on the NSE Emerge SME platform.

PLACE: MUMBAI

DATE: 16th August 2018

A SEKAR

COMPANY SECRETARY

ACS 8649 CP 2450

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed by me provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, Books of Accounts and records pertaining to direct and indirect taxation of the company, which I believe are the domain of other professionals on whom the responsibility is entrusted by the provisions of the Companies Act, 2013.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai
Date: 16th August 2018

A SEKAR
COMPANY SECRETARY
ACS 8649 CP 2450

ANNEXURE V**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18 and
- II. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial Year 2017-18	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director to median
1	Mr. Akshay Chhabra* Chairman and Managing Director	35,00,000	NA	26.52
2	Mr. Akashanand Arun Karnik Whole-time Director	49,99,203	0.42%	24.62
3	Mr. Bharat Shashikumar Dighe Independent Director	0	NA	NA
4	Mr. Chandrasekher Yerramalli Independent Director	0	NA	NA
5	Mr. Arjun Sanjeev Bhatia Director	0	NA	NA
6	Mrs. Neyhaa Akshay Chhabra Director	0	NA	NA
7	Mr. Sunil Kumar Jha* Chief Financial Officer	18,66,204	NA	14.14
8	Mr. Pritesh Sonawane~ Company Secretary	3,53,804	NA	2.68

* Employed w.e.f 1st September, 2017 and hence not comparable.

~ Employed w.e.f 20th November, 2017 and hence not comparable.

- III. The percentage increase in median remuneration of employees of the Company during the financial year was 7.03%.
- IV. The number of permanent employees on the rolls of Company as on 31 March, 2018 were 1000.
- V. Average percentage increase made in the salaries of employees other than managerial personnel in the financial year is 9.88%, while the increase in the remuneration of managerial personnel was 0.42%. The aggregate limit of remuneration of managerial personnel was reviewed and revised, keeping in view the need for leveraging experience and expertise as well as rewarding talent and the prevailing trend in the industry.
- VI. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

VII. The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2016-17 is as under:

Name of Director	Remuneration of each KMP for FY 2017-18 (₹)	% increase / decrease in Remuneration in the Financial Year 2017-18	Comparison of remuneration of the KMPs against the performance of the Company
Mr. Akashanand Karnik Whole-time Director	49,99,203	0.42%	Profit Before Tax increased by 15.98 % and Profit After Tax increased by 44.18% on a consolidated basis in financial year 2017-18

VIII. The key parameters for any variable component of remuneration availed by the Directors:

None of the Directors availed the variable component of remuneration.

IX. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year:

None of the employees of the Company received remuneration in excess of the highest paid Director of the Company.

X. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

By Order of the Board

For **One Point One Solutions Limited**

Akshay Chhabra,

Chairman & Managing Director

DIN No.:0095819

ANNEXURE VI:

FORM NO. AOC-2

Particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS

No contracts or arrangements or transactions were entered into by the Company with related parties during the financial year ended 31st March 2018, which were not at arm's length.

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS

There is no Material contracts or arrangements or transactions entered into by the Company with related parties during the financial year ended 31st March 2018, which were at arm's length.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:0095819

ANNEXURE – 5

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2017-18.

1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEB-LINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS

The CSR policy of the Company covers the proposed CSR activities in line with provisions of Section 135 of the Companies Act, 2013 and Schedule VII thereto. The CSR Policy of the Company may be accessed on the Company's website at the link http://www.1point1.in/Code_Conduct.php

2. THE COMPOSITION OF THE CSR COMMITTEE IS AS UNDER

Sr.	Name	Member/ Chairman
1.	Mr. Bharat Dighe	Chairman
2.	Mr. Chandrasekher Yerramalli	Member
3.	Mr. Akshay Chhabra	Member

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS

Pursuant to the provisions of Section 198 of Companies Act, 2013, the average net profits of the Company for the last three years is ₹ 10,25,520/-

4. PRESCRIBED CSR EXPENDITURE (TWO PERCENT OF AMOUNT AS IN ITEM NO. 3)

The Company was required to spend an amount of ₹ 10,25,520/- towards CSR activities for the financial year 2017-18.

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR

a. Total amount spent for the financial year: ₹ 10,25,520/-

- b. Total amount unspent, if any: Nil
- c. Manner in which the amount spent during financial year, is detailed below:

Sr. No.	CSR Project	Sector in which project is covered	Projects or programs	Amount outlay (Budget) project or programs wise	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Contribution to Pantomath Investor Awareness and CSR Foundation	Promotion of Education	Promotion of Investor Education	20	10.26	10.26	Through *implementing agency (Pantomath Investor Awareness and CSR Foundation)

*NOTE: The Company has spent on CSR activity through implementing agency namely Pantomath Investor Awareness and CSR Foundation as duly recommended by the Corporate Social Responsibility Committee and approved by the Board of Director of the Company. Accordingly the Company has duly complied with the provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time.

The CSR Committee confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:0095819

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U74900MH2008PLC182869
ii.	Registration Date	30th May 2008
iii.	Name of the Company	ONE POINT ONE SOLUTIONS LIMITED
iv.	Category / Sub-Category of the Company	PUBLIC LIMITED
v.	Address of the Registered office and contact details	International Infotech Park, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703, Maharashtra.
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India Tel: 022 49186200 Fax: 022 49186195 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	IT- Enabled Services – BPO	63999	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	TECH WORLDWIDE SUPPORT PRIVATE LTD.	U72300MH2010PTC198277	Associate Company	29.91%	2(46)
2.	SILICON SOFTECH INDIA LIMITED	U72900MH1997PLC110156	Subsidiary Company	99.99%	2(87)(ii)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	4,96,560	4,96,560	49.66	4,965,400	-	4,965,400	29.70	(19.96)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	5,00,000	5,00,000	50.00	5,000,000	-	5,000,000	29.91	(20.09)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	9,96,560	9,96,560	99.66	9,965,400		9,965,400	59.61	(40.05)
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	942,000	-	942,000	5.64	5.64
b) Banks / FI	-	-	-	-	942,000	-	942,000	5.64	5.64
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) FPI	-	-	-	-	24,000	-	24000	0.14	0.14
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	-	3,440	3,440	0.34	23,95,000	1,000	2,396,000	14.33	13.99
(ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	-	-	-	-	783,400	-	783,400	4.69	4.69
c) Others(Specify)	-	-	-	-	1,663,700	-	1,663,700	9.95	9.95
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,000,000	1,000,000	100	16,715,500	1,000	16,716,500	100	-

II. SHAREHOLDING OF PROMOTERS:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	Akshay Chhabra	4,965,300	49.65	-	4,965,300	29.70	-	(19.95)
2.	Neyhaa Chhabra	10	0.00	-	100	0.00	-	0.00
3.	Tech Worldwide Support Private Limited	5,00,000	50.00	-	50,00,000	29.91	-	(20.09)
	Total	9,96,540	99.65	-	9,965,400	59.61	-	(40.04)

III. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) :

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	9,96,540	99.65	-	-
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus/ sweat equity etc.):				
	- Bonus Issue – 21st August 2017	89,68,860	-	-	-
3	At the End of the year	9,965,400	59.61	9,965,400	59.61

Note: * Bonus issue of 90,00,000 Equity Shares of face value of ₹ 10/- each in the ratio of 9 Equity Shares for every 1 Equity Share held allotted on August 21, 2017. The decrease in % of total shares of the promoters from 99.65% to 59.61% is due to Initial Public Offer of 66,24,000 equity shares.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	80,000,000	-	-	80,000,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	80,000,000	-	-	80,000,000
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	(80,000,000)	-	-	(80,000,000)
Net Change	(80,000,000)	-	-	(80,000,000)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Akshay Chhabra Managing Director	Akashanand Karnik Whole-time Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35,00,000	49,99,203	84,99,203
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total (A)	35,00,000	49,99,203	84,99,203
	Ceiling as per the Act (being 10% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013)			1,17,00,300

* Employed w.e.f 1st September, 2017 and hence not comparable.

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
	Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Ceiling as per the Act (being 10% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					1,17,00,300

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER /WTD:

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	18,66,204	3,53,804	2,220,008
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	NA	18,66,204	3,53,804	2,220,008

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD / NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy on Corporate Governance is an important tool for shareholder protection and maximization of their long term values. The cardinal principles such as independence, accountability, responsibility, transparency, fair and timely disclosures, credibility etc. serve as the means of implementing the philosophy of Corporate Governance in letter and spirit.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (hereinafter referred as the Board) comprises of a combination of Executive and Non-Executive Directors. The Board of Directors, as on 31st March, 2018 comprise of 6 (Six) Directors of whom 2 (Two) are Executive and 4 (Four) are Non-Executive Directors with 2 (Two) Directors being Independent Directors. The Chairman of the Board is an Executive Director. The composition of the Board is in line with the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgment in any manner. The Directors are eminently qualified and experienced professionals in business, finance, marketing and corporate management. The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committees oversee operational issues. The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberations at these meetings.

The composition of the Board and attendance at Board Meetings and at the last Annual General Meeting (AGM) held during the year under review is given below:

Sr. No.	Name of the Director	Category	No. of Board Meetings held during FY 2017 -18 /Tenure	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. Akshay Chhabra,* Chairman & Managing Director	Executive	15	15	Yes
2.	Mr. Akashanand Karnik, # Whole-time Director	Executive	20	20	Yes
3.	Mr. Bharat Dighe \$	Non-Executive, Independent	13	13	Yes
4.	Mr. Chandrasekher Yerramalli @	Non-Executive, Independent	13	13	Yesv
5.	Mrs. Neyhaa Chhabra ~	Non- Executive	13	13	Yes
6.	Mr. Arjun Bhatia ^	Non- Executive	20	20	Yes

* Mr. Akshay Chhabra was appointed as Managing Director and Chairman of the Company w.e.f.1st September 2017

Mr. Akashanand Karnik was designated as Whole-time Director w.e.f. 1st September 2017

\$ Mr. Bharat Dighe was appointed as additional Independent Director w.e.f. 1st September 2017

@ Mr. Chandrasekher Yerramalli was appointed as additional Independent Director w.e.f. 1st September 2017.

~ Mrs. Neyhaa Chhabra was appointment as Director w.e.f. 4th September 2017

^ Mr. Arjun Bhatia was designated as Non-executive Director w.e.f. 4th September 2017

During the financial year 2017-18, 20 (Twenty) Board Meetings were held i.e. on 3-Apr-17, 18-Apr-17, 3-May-17, 24-May-17, 5-Jul-17, 16-Aug-17, 21-Aug-17, 4-Sep-17, 3-Oct-17, 11-Oct-17, 4-Nov-17, 7-Nov-17, 13-Nov-17, 20-Nov-17, 4-Dec-17, 12-Dec-17, 18-Dec-17, 21-Dec-17, 2-Jan-18 and 27-Mar-18 with time gap not exceeding 4 months between two such meetings. The Annual General Meeting was held on 30th September 2017.

Directorships and Committee Memberships/Chairmanships in other public limited companies are given below:

Name of the Director	As on 31st March, 2018			
	Other Directorship(s) ¹	Committee positions in other Companies (excluding One Point One Solutions Limited) ²		
		Member	Chairman	Total
Mr. Akshay Chhabra	2	Nil	Nil	Nil
Mr. Akashanand Karnik	2	Nil	Nil	Nil
Mr. Bharat Dighe	Nil	Nil	Nil	Nil
Mr. Chandrasekher Yerramalli	Nil	Nil	Nil	Nil
Mrs. Neyhaa Chhabra	Nil	Nil	Nil	Nil
Mr. Arjun Bhatia	Nil	Nil	Nil	Nil

¹ The number of Directorships excludes Directorships of private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013.

² Committee includes only Audit Committee and Stakeholders Relationship Committee of public limited companies (excluding foreign companies and Section 8 companies) in terms of Regulation 26 of the Listing Regulations.

INFORMATION PROVIDED TO THE BOARD

The annual calendar of the Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to deliberate on relevant points and arrive at an informed decision. All relevant information related to the working of the Company, including the information required under Part A Schedule II of SEBI Listing Regulations, 2015 is made available to the Board. In addition to matters, which require to be placed before the Board for its noting and / or approval, information is also provided on various other significant matters.

REVIEW OF LEGAL COMPLIANCE REPORTS

During the year, the Board periodically reviewed reports placed by the management with respect to compliance of various laws applicable to the Company. The Internal Auditors also reviewed compliance status and reported the same to the Audit Committee.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Except as disclosed below, none of the Directors of the Company are related to each other within the meaning of section 2(77) of the Companies Act, 2013:

Director	Other Director	Relationship
Akshay Chhabra	Neyhaa Chhabra	Husband - Wife

COMMITTEES OF THE BOARD

The Board has constituted various Committees, viz., Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Share Transfer Committee.

a) Audit Committee:

The Audit Committee comprises of Two Non-Executive Independent Directors

and One Executive Director, all of whom are financially literate and one of them possesses accounting and/or financial management expertise. The time gap between two consecutive meetings of the Audit Committee was not more than four months.

The composition of the Audit Committee and the attendance of Directors at its meetings are given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2017-18
1.	Akshay Chhabra	3/3
2.	Bharat Dighe	3/3
3.	Chandrasekher Yerramalli	3/3

The terms of reference of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee include the following:

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;

- d. significant adjustments made in the financial statements arising out of audit findings; e. compliance with listing and other legal requirements relating to financial statements; f. disclosure of any related party transactions; g. modified opinion(s) in the draft Audit Report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties; • scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal
- auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- discussion with internal auditors of any significant findings and follow up there on;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

b) Stakeholders Relationship Committee

The Committee comprises of two Non-Executive Directors. The current composition of the Committee is given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2017-18
1.	Chandrasekher Yerramalli	Nil
2.	Neyhaa Chhabra	Nil
3.	Akshay Chhabra	Nil

Details of Investor complaints received during 2017-18:

Nature of Complaint	Opening	Received	Replied/ Resolved	Pending
-	-	-	-	-
Total	-	-	-	-

c) Corporate Social Responsibility Committee:

The Committee comprises of 3 members. The Chairman of the Committee is Independent Director of the Company:

Sr.	Name of Director	Meetings attended/ held during FY 2017-18
1.	Bharat Dighe	1/1
2.	Chandrasekher Yerramalli	1/1
3.	Akshay Chhabra	1/1

d) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of two Independent Directors, one Non-Executive Director. The composition of the Committee and their attendance at the meeting(s) for the financial year 2017-18 is given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2017-18
1.	Bharat Dighe	1/1
2.	Chandrasekher Yerramalli	1/1
3.	Neyhaa Chhabra	1/1

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of Companies Act, 2013:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on Board Diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid

down, and recommend to the Board their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Board, Committees and Individual Directors –

The Board has adopted a formal mechanism for evaluating the performance of its Board, Committees & individual Directors, including the Chairman of the Board. Further, a structured performance evaluation exercise was carried out based on criteria such as Board/ Committee Compositions, Structure & responsibilities thereof, effectiveness of Board process, participation and contribution by member, information & functioning; Board/ Committee culture & dynamics, degree of fulfillment of key responsibilities, etc.

The performance of Board, Committee thereof, Chairman, Executive & Non-Executive Directors and individual Director is evaluated by the Board/ Separate meeting of Independent Directors. The results of such evaluation are presented to the NRC and Board of Directors.

Remuneration to Executive Directors

The remuneration paid to Mr. Akshay Chhabra, Chairman & Managing Director (w.e.f. 1st September 2017) and Mr. Akashanand Karnik, Whole-time Director (w.e.f. 1st September 2017) for the Financial Year 2017-18 is as under:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Akshay Chhabra Managing Director	Akashanand Karnik Whole-time Director	
7.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35,00,000	49,99,203	84,99,203
	Total	35,00,000	49,99,203	84,99,203

Independent Directors

Meeting of Independent Directors One meeting of Independent Directors as required under Regulation 25 of the Listing Regulations were held on 21st January, 2018 which were attended by all the Independent Directors of the Company.

MANAGEMENT

Disclosures by Management

The particulars of transactions between the Company and its related parties as per the Accounting Standard are set out in Note 48 forming part of the accounts. These transactions are not likely to have any conflict with the Company's interest. All details relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.

CEO / CFO Certification

Mr. Akshay Chhabra, Chairman and Managing Director & Mr. Sunil Kumar Jha, Chief Financial Officer, have issued necessary certification to the Board in terms of Schedule II Part B of the Listing Regulations and the same was taken on record by the Board at its meeting held on 26th May, 2018. A copy of this certificate is provided as Annexure A to this report.

Code of Conduct

As required under, Regulation 17 of the Listing Regulations, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php

DISCLOSURES

Disclosures regarding Appointment or Re-appointment of Directors

- A. Pursuant to the Articles of Association of the Company, at every Annual General Meeting of the Company, one-third of the directors, whose office is subject to retirement, are liable to retire.
 - Mr. Arjun Bhatia being longest in office shall retire by rotation at the ensuing Annual General Meeting, and being

eligible has offered himself for re-appointment.

- Mr. Akshay Chhabra was appointed as Managing Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2017.
- Mr. Bharat Dighe was appointed as Independent Director of the Company for a period of 2 (Two) years w.e.f. 1st September 2017.
- Mr. Chandrasekhar Yerramalli was appointed as Independent Director of the Company for a period of 2 (Two) years w.e.f. 1st September 2017.
- Mr. Akashanand Karnik was designated as Whole time Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2017.
- Mrs. Neyhaa Chhabra was appointment as Director of the Company w.e.f. 4th September 2017.
- Mr. Arjun Bhatia was appointed as Non-executive Director of the Company w.e.f. 4th September 2017.
- Mr. Sunil Kumar Jha was appointed as Chief Financial Officer of the Company w.e.f. 1st September 2017.

Means of Communication

The Company has always promptly reported to all the Stock Exchanges where the securities of the Company are listed, all material information including declaration of quarterly/half-yearly and annual financial results in the prescribed formats and through press releases, etc.

The said results are also made available on the Company's website: http://www.1point1.in/Corporate_Announcements.php. The official press releases, Company information, Annual Reports and the extracts of media coverage are also displayed on the Company's website.

Disclosures of materially significant related party transactions

Transactions with related parties, as per requirements of Indian Accounting Standard 24 are disclosed in notes to accounts annexed to the financial statement of Annual Report of the Company for the year 2017. The Company has adopted policy on Related Party Transactions. The same is posted on website of the Company

at http://www.1point1.in/Code_Conduct.php.

Insider Trading Regulations

The Company has notified and adopted the One Point One Solutions Limited - Code of Conduct for prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information made pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer is responsible for the purpose of these Regulations. The said Code of Conduct for prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information is published on the website of the Company http://www.1point1.in/Code_Conduct.php.

Details of capital market related non-compliance, if any

There has been no non-compliance by the Company of any legal requirements during the last three years; nor has there been any penalty, stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets pertaining to this period.

Risk Management

The Company has in place mechanism to inform Board Members about the Risk Assessment and Minimization procedures and periodical reviews to ensure that risk is controlled by the Executive Management.

Whistle Blower Policy/ Vigil Mechanism

The Company has adopted the Whistle Blower Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers. The same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php.

Material Subsidiary Policy

The Company has adopted Policy for determination of Material Subsidiary and same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php.

Market Price Data

The market price data i.e. monthly high and low prices of the Company's shares on NSE and share price of the Company in comparison to BSE Sensex is given below are given below:

Month	Share Price (₹)		BSE Sensex	
	High	Low	High	Low
Mar-18	93.60	66.00	34,278.63	32,483.84
Feb-18	89.65	75.00	36,256.83	33,482.81
Jan-18	110.85	83.50	36,443.98	33,703.37
Dec-17	102.60	80.40	34,137.97	32,565.16

ANNUAL GENERAL MEETINGS

A. The details of last three Annual General Meetings held were as under

Financial Year	Date	Time	Location	Special Resolutions Passed
2014-15	29/09/2015	11.30 AM	127, Damji Shamji Udyog Bhavan, Veera Desai Road, Andheri (W) Mumbai - 400053, Maharashtra, India	None
2015-16	22/08/2016	11.30 AM	D/716, 7th Floor Crystal Plaza, Andheri Link Road, Andheri (W), Mumbai - 400053, Maharashtra, India	None
2016-17	30/09/2017	11.30 AM	904, Real Tech Park Plot No. 39/2 Opp. Vashi Railway Station, Sector 30/A, Vashi, Navi Mumbai - 400703, Maharashtra, India	None

GENERAL SHAREHOLDER INFORMATION

Details of ensuing Annual General Meeting

Day & Date	Time	Venue
Saturday, 22nd September 2018	11:30 AM	Abbott Hotel, Sector- 2, Vashi, Navi Mumbai-400703, Maharashtra, India

Book Closure Date

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members will remain closed from Sunday, 16th September 2018 to Saturday, 22nd September 2018 (both days inclusive).

Dividend Payment Date

Dividend @ of ₹0.50/- per share (5%) has been recommended by the Board and is subject to the approval of shareholders at the ensuing AGM, the same will be paid on or before Monday, 1st October 2018:

- to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on Saturday, 15th September, 2018.
- to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company on or before the closing hours on Saturday, 15th September, 2018

Listing of Shares on Stock Exchanges

The Company's shares are listed on NSE Emerge platform of National Stock Exchange of India Limited (NSE). The details of the same are as follows:

Stock Exchange	Type of Security	Stock Code/Symbol
The National Stock Exchange of India Limited (NSE) – Emerge	Equity	ONEPOINT

Company Identification Number (CIN)

All the forms, returns, balance sheets, charges, if any and all other documents, papers etc. filed by the Company with the Registrar of Companies are available for inspection on the official website of MCA www.mca.gov.in, under the Company Identification Number (CIN): U74900MH2008PLC182869.

PLEDGE OF SHARES

No pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on 31st March, 2018.

DEMATERIALIZATION OF SHARES

As on 31st March, 2018, 99.90% of the Company's shares including all the shares held by the Promoters and/or Promoter Group Shareholders were held in electronic form and the Company's shares can only be traded in compulsory demat segment in the stock exchanges where it is listed.

The table herein below gives the break-up of shares in physical and demat form as at 31st March, 2018:

Mode of Holding	Number of Shareholders	Number of shares	Percentage
Physical	2	16,500	0.10
Dematerialized	1046	1,67,00,000	99.90
Total	1048	1,67,16,500	100.00

TRANSFER OF 'UNDERLYING SHARES' INTO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In terms of Section 125(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. The dividend has not been unclaimed for a period of seven consecutive years on shares of the Company.

ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

All correspondence may please be addressed to the Registrar and Transfer Agent, Link Intime India Private Limited at the address given below. In case any shareholder is not satisfied with the response or do not get any response within reasonable period from the Registrar and Transfer Agent, they may approach the Compliance Officer at the Registered Office of the Company or email their queries/ grievances to investors@1point1.in.

Registered Office:

One Point One Solutions Limited
International Infotech Park, Tower-7,
Above Vashi Railway Station,
Vashi, Navi Mumbai-400703, Maharashtra.

Registrar and Transfer Agent (RTA):

LINK INTIME INDIA PRIVATE LIMITED
C-101, 1st Floor, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai, 400083, Maharashtra
Tel: +91 22 49186200; Fax: +91 22 22 49186195
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Ms. Shanti Gopalkrishnan

COMPLIANCE OFFICER

Mr. Pritesh Sonawane, Company Secretary is the Compliance Officer of the Company

LOCATIONS

Registered Office:

One Point One Solutions Limited
International Infotech Park, Tower-7,
Vashi, Navi Mumbai, Maharashtra -400703.

Corporate Office:

C-42, TTC Industrial Area, MIDC,
Village - Pawane, Navi Mumbai
Maharashtra – 400705

ANNEXURE A – CEO/CFO CERTIFICATION (AS PER REGULATION 17 PART B OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To
The Board of Directors
One Point One Solutions Limited

26th May, 2018

We the undersigned, in our respective capacities as Chief Executive Officer (MD) and Chief Financial Officer of One Point One Solutions Limited, certify that in the preparation of the Financial Accounts for the year ended March 31, 2018:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, the Company has not entered into any transaction during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) That there are no significant changes in internal controls over financial reporting during the year;
 - (ii) That there are no significant changes in accounting policies during the year; and
 - (iii) There have been no instances of material fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sunil Kumar Jha
Chief Financial Officer

Akshay Chhabra
Managing Director (DIN: 00958297)

ANNEXURE B

Certificate of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel

The Members of
One Point One Solutions Ltd.

DECLARATION

As required under Regulation 17 read with Schedule V (D) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby declare that all the Board members and Senior Management Personnel of the Company have complied with the Code of Conduct of the Company for the year ended March 31, 2018.

For One Point One Solutions Ltd.

Sunil Kumar Jha
Chief Financial Officer

Akshay Chhabra
Managing Director (DIN: 00958297)

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY OVERVIEW

As per the 2017 Strategic Review published by NASSCOM (National Association of Software and Services Companies), the Indian IT BPM sector has witnessed a growth of 8% over last year – from USD 142 billion to USD 154 billion. With 1,70,000 people added last year, IT would remain the largest net hiring industry in the near future, with a forecasted revenue of USD 200-225 billion by 2020.

Technology and business services across the world are moving to digital transformation, which is shaping the Indian IT-BPM industry in a huge way. This paradigm shift is causing disruptive innovation in service delivery models, opening doors for many more players. Organizations in India are investing heavily in capability development and technology to march on this digital transformation journey and reap the benefits. India remains world's most preferred location by global MNCs for setting up technology businesses and fostering strong partnerships in niche areas. Digital technology will continue to remain a significant contributor to the industry's revenues.

2. BUSINESS PERFORMANCE

FINANCIAL MARKETS

Like others in the industry, One Point One Solutions Limited (OPOSL) experienced decelerating growth in this area, prompted by declining client spends. Another visible trend this year was, the renewed focus on automation and efficiency, especially the use of new technologies like process automation. This technology allows configuring of computer software to capture and interpret existing applications for processing a transaction, manipulating data, triggering responses and communicating with other digital systems. The Company is working closely with clients to broaden its service capabilities across new functions, and embed some of these new technologies in our legacy services to remain the most efficient provider.

DIGITAL

In digital business, the Company continued to grow its relationships with emerging clients, while also piloting selected new engagements with larger strategic clients. Analytics services and creative production were two areas where the Company found the most traction with its clients. With the engaging new business partners have helped us expand service offering to encompass a larger part of the digital lifecycle for the clients.

CUSTOMER OPERATIONS

The Company's BPM business was the fastest growing business during FY 2017-18. Customers have found great value in Company's unique end-to-end value proposition. This includes use of predictive analysis, operational audits, and providing incisive feedback on how to make process more effective while improving the overall experience of clients.

Across each of these three main business areas, OPOSL sees significant opportunities for growth in the future. Of course, the Company will also need to evolve its service offerings substantially to capture this potential, and is working hard towards this.

INFRASTRUCTURE

In India, OPOSL operates out of four cities, Mumbai, Bangalore, Gurgaon and Indore where Mumbai location held for head office and vital business operations. During the year in review, capacities were augmented in each of the four cities, and at the end of March 2018, the Company has facilities had a total capacity of more than 3,000 seats and the centers are functioning at approximately 80% capacity.

During the year, Mumbai head office gone under substantial infrastructural improvement which shows the intent of enhancing the OPOSL foot print. Moreover, there was still undergoing infrastructural developments on this report date.

HARNESSING TALENT

Recognizing people development as a key strategic differentiator, the Company continuously invests in enhancing the skills of our workforce. To encourage managers to think differently, industry experts are invited for guest talks. It is believed that exposing managers to industry best practices, trends, and perspectives will yield dividends in the long term. The Company also entered into an agreement with a global eLearning provider to up skill high-potential managers on business, technology, and creative skills.

Furthermore, internal job transfers are a critical aspect of people development and in the year under review, the policy for internal transfers was re-designed to encourage internal movement and meet the talent pipeline needs of the Company.

Analytics being a focus area, the Company continues deploying senior managers for post graduate analytics program. Also, all analytics teams are consistently up skilled on a proprietary framework for generating actionable business insights. Further, during the year, the central knowledge management team set up a fortnightly newsletter with insights curate from the horizontals and verticals, with the goal of enabling frontline managers to deliver actionable insights and not merely analysis.

3. OUTLOOK

The outlook for the client business environment remains largely similar to FY 2016-17. OPOSL does not expect any dramatic alterations to the demand environment during FY 2017-18.

The medium to long term outlook presents both challenges and opportunities. As a rapidly growing player in the ITBPM arena, OPOSL is building competencies and making investments across several areas to sustain our growth journey.

First, the management is developing strong value propositions along new service lines. Second, wherever possible and necessary, OPOSL is reinventing and retuning conventional service lines. Third, we are allocating more funding towards game-changing and disruptive technologies. Fourth, the management is recalibrating its staffing and retraining needs. This is especially important in an environment where revenue growth is getting decoupled from

headcount, and it is becoming possible for smaller and smarter teams to bring in greater revenue. Finally, OPOSL is continuously scanning the globe for partnerships and alliances with specialists, niche players and platforms to develop a more holistic service offering for clients.

4. OPPORTUNITIES, THREATS, RISK AND CONCERNS

Risk management is an integral part of the business. We have outlined the principal risks and uncertainties that could adversely impact the functioning of the Company through their effect on operating performance, financial performance, management performance and overall sustainability. These include, but are not limited to:

A. MACRO – ECONOMIC RISK

The Company derived substantial portion of its revenues during FY 2017-18 from its business operation which is directly exposed to market risk. Challenging business and economic conditions and travel restrictions in these markets and continued policy changes could enhance cost pressure on clients and thus may affect the Company adversely in a number of ways. The Company may witness a reduction in prices, or the loss of key projects and customers, in turn affecting the financial performance.

B. COMPETITION RISK

New competitors may enter the markets the Company operates in. Likewise, current competitors could decide to focus more on these markets, and thereby intensify the competition. They could also offer new technologies or offer a different service model or offer similar services at reduced prices. Such developments could harm the Company's business and results of operations.

C. INTEGRATION RISKS THE COMPANY'S RECENT OR FUTURE

Acquisitions may pose challenges including financial, technological and people integration risks, which if not managed adequately, could result in failure to achieve the strategic and financial objectives of the transaction.

D. KEY PEOPLE RISK

Our business is critically dependent on the quality of our workforce. Failure to attract, retain and motivate key employees would impair the Company's ability to offer the right quality of service to clients.

E. BUSINESS DISRUPTION OR IT SYSTEM FAILURE RISK

Business disruption following a major outage event or a failure of our IT systems could cause a disruption in the Company's services, thereby reducing client confidence.

F. LEGAL AND REGULATORY RISK

Failure to comply with legal or regulatory requirements could impact the Company's reputation and financial position.

G. TECHNOLOGICAL RISK

With advancement of technology, artificial intelligence and robotics, the work volume for people-skill driven services might decrease or reshape significantly, and the Company might not be able to make transition to newer client demands quickly.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate system of Internal Controls which commensurate with the nature of business and size of its operations. The system is designed to adequately ensure that financial and other records are reliable for preparing financial statements and for maintaining accountability of assets. The Company has a strong and independent internal audit function which carries out regular internal audits to test the design, operations, adequacy and effectiveness of its internal control processes and also to suggest improvements and upgrades to the management.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of the recommendations.

6. CONSOLIDATED FINANCIAL PERFORMANCE

The financial statements of your Company are prepared in compliance with the Companies Act, 2013 and Account Standards (AS). The Group's consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts as set out in the AS 21 on 'Consolidated Financial Statements'. The following discussion and analysis should be read together with the consolidated financial statements of the Company for the financial year ended March 31, 2018.

I. RESULTS OF OPERATIONS

The following table gives an overview of consolidated financial results of the Company:

Particulars	(Amount in Lakh)		
	Year Ended 31st March 2018 (Amount)	Year Ended 31st March 2017 (Amount)	Variations in %
Revenue from Operations	12098.47	9582.87	26.25%
Other Income	15.31	1.01	1415.84%
Total	12113.78	9583.88	26.40%
Less: Operating Expenses	7475.70	6126.98	22.01%
Less: Other Expenses	3468.05	2448.08	41.66%
Profit Before Tax	1170.03	1008.82	15.98%
Less: Tax	226.01	354.05	-36.16%
Net Profit After Tax	944.02	654.77	44.18%

Income:

Operating Profit increased to 4622.77 lakh during the year under review from ₹ 3455.89 lakh in the previous year at the growth rate of 33.76%. Whereas Net Profit After Tax (PAT) during the year increased to ₹ 944.02 lakh in review from ₹ 654.77 lakh in the previous year registering a growth of 44.18%.

Expenditure :

Detailed analysis of expenses is as follows.

Particulars	(Amount in Lakh)		
	Year Ended 31st March 2018 (Amount)	Year Ended 31st March 2017 (Amount)	Variations in %
Operating Expenses :-			
1) Employee Cost	6486.85	5753.17	12.75%
2) Administration Expenses	3198.60	2214.76	44.42%
3) Depreciation & Amortization	988.83	373.79	164.54%
Total Operating Expenses (A)	10674.28	8341.72	27.96%
Other Expenses :-			
1) Financial Cost	264.37	233.34	13.30%
2) Other Expenses	5.1	0	
Total Other Expenses (B)	269.47	233.34	15.48%
Total Expenses (A)+(B)	10943.75	8575.06	27.62%
Profit Before Tax	1170.03	1008.82	15.98%
Less: Tax	226.01	354.05	-36.16%
Net Profit After Tax	944.02	654.77	44.18%

Operating expenses comprises of Employee Cost, Administration Expenses and Depreciation & Amortization. Employee Costs which increased to ₹ 6486.85 lakh from ₹ 5753.17 lakh from last year, Administration Expenses sum to 3198.60 lakh with compare to last year figure if ₹ 2214.76 lakh and Depreciation & Amortization Cost increased to 988.83 lakh from previous year amount ₹ 373.79 lakh is has significant variation of 164.54%. Other Expenses which has Financial Cost as major component cost to the company for ₹ 264.37 lakh with comparing to last year cost of ₹ 233.34 lakh.

The Consolidated Total Expenses increased to ₹ 10943.75 lakh in the year under review from ₹ 8575.06 lakh in the previous year with the average rate of 27.62%.

Income Tax Expense:

The Company's consolidated tax expense (including deferred taxes) reduced to ₹ 226.01 lakh in the year under review from ₹ 354.05 lakh in the previous year which is largely due to recognition of deferred tax assets.

II. FINANCIAL CONDITION

a. Share Capital:

The Company's authorized capital has amended bring increased from ₹ 1000 lakh to ₹ 2000 lakh as on March 31, 2018. The issued, subscribed and paid up capital was ₹ 1671.65 lakh of equity shares of ₹ 10 each in the year under review as compared to ₹ 1000 lakh in the previous year. The change in paid up capital was due to fresh issue of equity share & bonus issued. During the year has converted from Private Limited to Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period are depicted below in tabular form:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2018				
- Number of shares	1,000,000	6,716,500	9,000,000	16,716,500
- Amount in ₹	10,000,00	67,165,000	90,000,000	167,165,000
Year ended 31st March, 2017				
- Number of shares	500,000	500,000	0	1,000,000
- Amount in ₹	5,000,000	5,000,000	0	10,000,000

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	500,000	50.00%
Mr. Akshay Chhabra	4,965,300	29.70%	496,660	49.67%
HSBC Small Cap Equity Fund	942,000	5.64%	-	-
Yes Bank Limited	940,000	5.62%	-	-

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- There are no shares issued pursuant to contract(s) without payment being received in cash.
- The company has issued 90,00,000 bonus shares against 10,00,000 equity shares held as on 21.8.2017 in the ratio of 9:1.
- There are no shares bought back.

b. Other Equity:

The reserves and surplus of the Company increased to ₹ 5116.82 lakh in the year under review from ₹ 1634.15 lakh in the previous year. Increase in other equity is primarily from:

- Addition of consolidated retained earnings by ₹ 944.07 lakh and through security premium of ₹ 3826.56 lakh on share issued during the year.
- Reduction on account of share issue expenses for ₹ 395.40 lakh and capitalization through issue of bonus share for ₹ 900 lakh.

c. Other non-current liabilities and current liability:

Particulars	(Amount In ₹ lakh)	
	2018	2017
Non-current liabilities		
(a) Long Term Borrowings	7.18	2301.74
(b) Deferred Tax Liabilites (Net)	259.01	365.98
(c) Long-term Provisions	12.52	0.00
	278.71	2667.71
Current liabilities		
(a) Short Term Borrowings	0.00	625.06
(b) Trade Payable	600.64	261.29
(c) Other Current Liabilities	1064.56	509.53
(d) Short Term Provisions	27.03	46.49
	1692.22	1442.36

Above table summarizing the consolidated liability side of Balance Sheet which can be further elaborated as follows:-

- There is repayment of long term liability during the year which brings down the closing figure to ₹ 7.18 lakh for year ended 31st March, 2018 from last year of ₹ 2301.74 lakh.
- Deferred Tax Liabilities has reduced to ₹ 259.01 lakh from 365.98 lakh. This total difference of ₹ 106.97 lakh further bifurcated between OPOSL and his subsidiary Silicon Softech India Ltd for ₹ 87.21 lakh and 19.76 lakh respectively. Reduction of Deferred Tax is mainly on account of share issue expenses & deduction claimed u/s 80JJAA.
- Long Term Provision of ₹ 12.52 lakh made for gratuity liability.
- Trade Payable significantly increased to ₹ 600.64 lakh from 261.29 lakh.
- Consolidated Other Current Liabilities increased by 555.03 lakh, where liability of OPOSL is increased by ₹ 486.69 lakh and of Silicon Softech India Limited it's increased by 68.34 lakh.
- Short Term Provisions fully belongs to subsidiary balance sheet.

d. Non-current assets:

Particulars	(Amount In ₹ lakh)	
	2018	2017
Non-current assets		
(a) Fixed assets		
(i) Tangible assets	3308.67	2409.01
(i) Intangible assets	907.16	568.33
(b) Goodwill on Consolidation	14.33	14.33
(c) Investment	0.00	0.00
(d) Long- Term Loans and Advances	602.91	623.45
Total	4833.07	3615.12

Above table provided to Non-Current Assets which can be further elaborated as follows:-

- Substantial expansion can be seen from the Fixed Assets Schedule. During the year OPOSL has acquired assets for ₹ 2260.06 lakh in various different blocks.
- Goodwill on consolidation continued at ₹ 14.33 lakh.
- Long Term Loans & Advance slightly decreases from ₹ 623.45 lakh to ₹ 602.91 lakh for this year.

e. Current Assets:

Particulars	(Amount In ₹ lakh)	
	2018	2017
Current assets		
(b) Trade receivables	3376.48	2077.13
(c) Cash and Bank Balance	405.30	125.62
(d) Short-Term Loans and Advances	144.55	26.35
Total	3926.34	2229.10

Current Assets table clearly shows the increase in liquidity holding of the organization.

- Trade receivables for the year ended stand for ₹ 3376.48 lakh in review with previous year amount of ₹ 2077.13 lakh.
- Short Term Loans & Advance increased by 111.09 lakh majorly includes prepaid expenses & advance payment to supplier.

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company believes that employees are the core of our success. A fundamental tenet of our management philosophy is to invest in our employees, and enable them to develop new skills and capabilities which benefit them as well as the Company.

The organization grew to more than 3000 employees during FY 2017-18. To promote employee welfare, we organized camps for blood donation, eye check-up and health check-up. These initiatives received an overwhelming response from employees across locations.

We believe that we are heading in the right direction on our journey to become a work place where employees trust who they work for, take pride in what they do and enjoy the company of the people they work with. In FY 2017-18, we will continue to look for ways to best harness the potential of our resources through various people management interventions including skilling people on digital, robotics and machine learning.

8. MANAGEMENT PROJECTION, ESTIMATION AND POINT OF VIEWS

Cautionary Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements'; within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and labour relations. Readers are advised to exercise their own judgment in assessing risks associated with the Company, inter-alia, in view of discussion on risk factors herein and disclosures in regulatory filings, as applicable.

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REVOLUTIONARY PROCESSES
FOR EVOLVING CUSTOMERS

FINANCIAL STATEMENTS

REPORT OF INDEPENDENT AUDITORS
TO THE MEMBERS OF ONE POINT ONE SOLUTIONS
LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of One Point One Solutions Limited ('the Company') which comprise the balance sheet as at 31st March 2018, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with

Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL & REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of

- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- (i) The Company has informed that it has no pending litigations as such there is NIL impact on its financial positions in its financial statement.
- (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **VINOD KUMAR JAIN & CO.**
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373

ANNEXURE “A” OF AUDITOR’S REPORT

ANNEXURE “A” REFERRED TO IN OUR REPORT TO THE MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018. WE REPORT THAT

- (i) In respect of its fixed assets
- a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b. The Fixed assets were been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. There are no immovable properties in the name of the Company.
- (ii) The Company is engaged in providing services and does not maintain inventory. Hence clause (ii) (a), (b) and (c) not applicable to the company.
- (iii) In respect of loans, secured or unsecured, granted by the Company to companies, firms, limited liability partnership or other parties covered in the Register under section 189 of the Companies Act, 2013, according to the information and explanation given to us:
- The company has not granted any such loans accordingly;
- Sub-clause a. relating to payment of principal and interest; and
- Sub-clause b. relating to steps of recovery/repayment taken, are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, the company

has not accepted deposit within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Co. Act, 2013 and the Companies (Acceptance of Deposits) Rules, framed there under. According to the information and explanations given to us no order has been passed by the Company Law Board, or National Company Law Tribunal or Reserve bank of India or any court or any other tribunal.

- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, as such question whether such accounts and records have been made and maintained does not arise.
- (vii) According to information and explanations given to us and records produced in respect of statutory dues:
- a. (i) The Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, investor education and protection fund, Employees state insurance, income-tax, sales tax, Wealth tax, custom duty, excise duty, service tax, value added tax, cess and other material statutory dues applicable to it.
 - (ii) There were no undisputed amounts payable in respect of sales tax, income tax, customs duty, wealth tax, service tax, value added tax and other material statutory dues applicable to the Company that were in arrears as at March 31st 2018 for a period of more than six months from the date they became payable.
- b. There are no dues in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, VAT, cess and other material statutory dues that have not been deposited on account of any dispute.
- c. There has not been any occasion in case

of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

(viii) The Company has not defaulted in repayment of loans or borrowings to a financial institutions, banks, government or dues to debenture holders during the year.

(ix) The Company has raised money by way of initial public offer. And in our opinion and according to information and explanations given to us, the funds have been applied for the purpose for which the same were obtained.

However, it has not raised any money by way of further public offer or debt instrument.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) Accordingly to the information and explanations given to us and based on our examination of the records of the Company, transactions with the

related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) The company has made preferential allotments by way of private placement 92,500 equity shares of ₹10/- each during the year under review and it has complied with the requirement of section 42 of the Companies Act, 2013 , further the amount raised have been used for the purposes for which the funds have raised. The company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year under review.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **VINOD KUMAR JAIN & CO.**
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373

PLACE: MUMBAI
DATED: 26th May 2018

ANNEXURE “B”

TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of One Point One Solutions Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be

prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VINOD KUMAR JAIN & CO.**

BALANCE SHEET

as at 31st March, 2018

Particulars	Note No.	As at	
		31st March, 2018	31st March, 2017
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share capital	2	167,165,000	10,000,000
(b) Reserves and surplus	3	481,400,171	147,217,996
		648,565,171	157,217,996
Non-current liabilities			
(a) Long Term Borrowings	4	718,040	176,830,253
(b) Deferred Tax Liabilities (Net)	5	17,925,015	26,645,599
(c) Long-term Provisions	6	1,252,412	-
		19,895,468	203,475,852
Current liabilities			
(a) Short Term Borrowings	7	-	62,505,528
(b) Trade Payable	8	43,361,951	25,984,020
(c) Other Current Liabilities	9	99,543,751	50,874,498
(d) Short Term Provisions	6	-	-
		142,905,702	139,364,046
Total ₹		811,366,341	500,057,894
ASSETS			
Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		286,244,407	172,388,576
(i) Intangible assets		90,716,330	56,832,568
(b) Investment	11	5,000,000	5,000,000
(d) Long-term loans and advances	12	58,314,803	56,924,018
		440,275,540	291,145,162
Current assets			
(b) Trade receivables	13	337,648,494	199,077,998
(c) Cash and Bank Balance	14	22,333,272	7,286,842
(d) Short-term loans and advances	12	11,109,034	2,547,892
		371,090,800	208,912,732
Total ₹		811,366,341	500,057,894
Significant Accounting Policies and Notes on Financial statements	1 To 29		

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

Statement Of Profit And Loss

For the Year Ended 31st March 2018

Particulars	Note No.	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		₹	₹
Continuing Operations			
Income			
Revenue from Operations (Gross)	15	1,156,225,672	905,036,866
Other Income	16	1,519,450	23,460
Total revenue (I)		1,157,745,122	905,060,326
Expenses			
Employees costs/benefits expenses	17	642,674,472	547,714,817
Finance Costs	18	24,700,518	21,419,122
Depreciation & Amortisation Expenses	10	74,866,484	23,085,272
Other expenses	19	317,239,145	237,744,311
Loss on Sale of Mutual Fund units		510,361	-
Total expenses (II)		1,059,990,980	829,963,521
Profit before tax III (I-II)		97,754,142	75,096,804
Tax expense: (IV)			
(1) Current tax : Provisions for income tax		19,621,147	15,311,375
(2) MAT credit entitlement		5,786,871	-8,675,576
(3) Deferred tax Liabilities (Assets)		-8,720,584	19,181,086
(4) Short Provision for tax adjustment in respect of earlier years (Net)		-	-
		16,687,434	25,816,885
Profit from continuing operations (III - IV)		81,066,708	49,279,919
Profit for the year		81,066,708	49,279,919
Earnings per equity share of face value of ₹10 each			
Basic and Diluted	24	6.84	5.18
Significant Accounting Policies and Notes on Financial statements	1 to 29		

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

Cash Flow Statement

For the Year Ended 31st March 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit after tax		81,066,708		49,279,919
Adjustments for:				
Depreciation	74,866,484		23,085,272	
Loss (Profit) on sale of Assets / Investments	510,361		-	
Tax Expenses	16,687,434		25,816,885	
Interest (Income net of expense)	22,502,865		20,656,835	
Provision for Gratuity	1,252,412		-	
Dividend	(1,519,450)		-	
		114,300,106		69,558,992
Operating profit / (loss) before working capital changes		195,366,815		118,838,911
Changes in working capital:				
Adjustments for Decrease / (increase) in operating assets:				
Decrease (Increase) in Trade Receivable	-138,570,496		(26,474,664)	
Decrease (Increase) Short Term Loans & Advances	-8,561,142		13,182,462	
Decrease (Increase) Long Term Loans & Advances	(7,177,656)		(14,622,326)	
Adjustments for increase / (decrease) in operating liabilities:				
Increase (Decrease) in Trade payables	17,377,931		14,591,235	
Increase (Decrease) in other current liabilities	48,669,253		(61,802,971)	
Increase (Decrease) in Short Term Borrowings	(62,505,528)		62,505,528	
Increase (Decrease) in Short Term Provisions	-	-150,767,638	(8,229,339)	-20,850,075
		44,599,176		97,988,836
Cash flow from extraordinary items		-		-
Cash generated from operations		44,599,176		97,988,836
Net income tax (paid) / refunds		19,621,147		15,311,375
Net cash flow from / (used in) operating activities (A)		24,978,029		82,677,461
B. Cash flow from investing activities				
Purchase of Fixed Assets (Tangible & Intangible)	(222,606,006)		(150,917,266)	
CWIP and Capital Advances	-		-	
Proceeds from sale of fixed assets	-		-	
Purchase of Non current investments	-		(5,000,000)	
Proceeds of Non Current investments (Net)	-		-	
Interest Received	-		-	
Loss (Profit) on sale of Assets / Investments	(510,361)		-	
Dividend	1,519,450	(221,596,917)	-	(155,917,266)
Net cash flow from / (used in) investing activities (B)		(221,596,917)		(155,917,266)

Cash Flow Statement

For the Year Ended 31st March 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares	157,165,000		5,000,000	
Premium on Equity shares	343,115,467		45,000,000	
Proceeds from long-term borrowings	-		-	
Repayment of long-term borrowings	(176,112,213)		(366,565)	
Proceeds from short-term borrowings	-		46,064,980	
REpayment from long-term Provisions	-		-	
Repayment of short-term borrowings	-		-	
Issue of Bonus Shares	(90,000,000)			
Interest paid	(22,502,865)		(20,656,835)	
		211,665,389		75,041,580
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		211,665,389		75,041,580
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		15,046,428		1,801,843
Cash and cash equivalents at the beginning of the year				
Cash in hand	397,720		961,690	
Bank Balance	6,889,121	7,286,841	4,523,308	5,484,998
Cash and cash equivalents at the end of the year		22,333,272		7,286,841
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents at the end of the year *		22,333,272		7,286,841
* Comprises:				
(a) Cash on hand		731,454		397,720
(b) Balances with banks				
(i) Schedule banks current accounts		21,601,818		6,889,121
		22,333,272		7,286,841
Significant Accounting Policies and Notes on financial Statements	1 to 29			

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Sunil Kumar Jha

Chief Financial Officer

Akashanand Karnik

Director

DIN: 07060993

Pritesh Sonawane

Company Secretary

Notes On Financial Statements

For the Year Ended 31st March 2018

CORPORATE INFORMATION

One Point One Solutions Limited (the Company) is a Limited Company domiciled in India and incorporated under the Provisions of the Companies Act, 1956. The company is mainly engaged in the business BPO which started its operations in the year 2013, specialises in the Business of customer Life Cycle Management, Business Process Management and Technology Servicing catering to the needs of more than 35 marque customers. The company has about 3500 employees spread across 4 delivery centres in India and have hired the latest state of the art technology for delivery and thus satisfying the clients need. The mission of the company is to become pioneers in the niche area of its business and thereby giving constant value addition to its client business thus ensuring complete client satisfaction. The company came with in NSE SME IPO of 66,24,000 equity shares of ₹10/- each at a premium of ₹57/- per share during the relevant accounting year. The shares are listed in NSE stock exchange.

1. SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

The accounting policies adopted in the preparations of the financial statements are consistent with those of previous year unless otherwise stated.

B) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the

management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could defer from these estimates.

C) FIXED ASSETS

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation. The cost comprises purchase price including financing cost and directly attributable cost of bringing the asset to its working condition for the intended use.

Intangible fixed assets acquired separately are measured on initial recognition at cost. They are stated at cost of acquisition less amortisation depreciation.

Gains or Losses arising from derecognition of a Tangible or intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

D) DEPRECIATION AND AMORTISATION

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year has been provided on prorata basis with reference to date of addition / discarding.

Intangible Assets

Intangible Assets are amortisation on Straight Line Method over a period of 5 years, on the basis of useful life being considered at 5 years.

Notes On Financial Statements

For the Year Ended 31st March 2018

E) BORROWING COSTS

There are no borrowing costs towards acquisition of capital assets of the company. All other borrowing costs are recognized as an expense in the period in which they are incurred.

F) IMPAIRMENT OF ASSETS

At each Balance Sheet date the Company assesses whether there is any indication that the Fixed Assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the company estimate the recoverable amount of the cash generating unit to which the asset belong.

As per the assessment conducted by the company as at March 31st 2018 there were no indications that the fixed assets have suffered an impairment loss.

G) INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

H) VALUATION OF INVENTORIES

Since there is no inventory, the same is not reflected in the financial statements.

I) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

Income From Services

Income from services is recognized as they are rendered, bases on agreement / arrangement with the concerned parties. Revenue is measured at the fair value of the consideration received or receivable. The company collects Goods Service Tax (GST) and service tax on behalf of the Government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from the revenue.

Interest

Interest income is recognized on a time proportionate basis taking in to account the amount outstanding and the applicable interest rate.

Dividend

Dividend income is recognized when the company's right to receive Dividend is established by the reporting date.

K) FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded in reporting currency by applying the rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated at the year-end rates. Non monetary items are reported at the exchange rate on the date of transaction. Realized gains/(losses) on foreign currency transactions are recognized in the Profit & Loss Account.

L) RETIREMENT AND OTHER EMPLOYEE BENEFITS

1) Short-term employee benefits are recognised as an expense at the

Notes On Financial Statements

For the Year Ended 31st March 2018

undiscounted amount in the profit and loss account of the year in which the related service is rendered.

- 2) Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit and Loss account.
- 3) The Company is required to pay Gratuity under The Payment of Gratuity Act, 1972. Accordingly provision for liability of gratuity is made at the end of the year as per As 15.
- 4) The company makes regular monthly contribution to the provident fund and Employees State Insurance, which are in the nature of defined contribution scheme.

M) INCOME TAXES

Income tax expenses comprise current tax and deferred tax charged or credit.

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that

there will be sufficient future taxable income available to realize such losses.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an Asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period that is the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognize the MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income Tax Act, 1961 the said asset is created by way of Credit to the Statement of Profit and Loss shown as "MAT Credit Entitlement". In the year in which the company uses "MAT Credit Entitlement" against the normal tax liability, it reverses the same in Statement of Profit and Loss and reduces the amount shown as the said asset to the extent of utilisation.

The company reviews the MAT Credit Entitlement asset as each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

N) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of

Notes On Financial Statements

For the Year Ended 31st March 2018

one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

0) BUSINESS SEGMENTS

More than 90% of Company operations are only in one segment i.e. Business Process outsourcing services. This in the context of Accounting Standard 17 of Segment Reporting as specified in the Companies (Accounting Standards) Rules 2006 are considered to

constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

P) EARNINGS PER SHARE

Basic Earnings per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is adjusted for issue of bonus share in compliance with Accounting Standard (AS 20) - Earnings per Share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note 2.1 SHARE CAPITAL

	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	Amount ₹	Number of shares	Amount ₹
(a) Authorised				
Equity shares of ₹ 10/- par value	20,000,000	200,000,000	1,000,000	10,000,000
	20,000,000	200,000,000	1,000,000	10,000,000
(b) Issued				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	1,000,000	10,000,000
	16,716,500	167,165,000	1,000,000	10,000,000
(c) Subscribed and fully paid up				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	1,000,000	10,000,000
	16,716,500	167,165,000	1,000,000	10,000,000
Total	16,716,500	167,165,000	1,000,000	10,000,000

The Company has one class of Equity shares having a par value of ₹10/- per share.

Each Shareholder is eligible for one vote per share held.

In the event of liquidation Equity shareholders will be eligible to receive the assets of the Company after distribution of all preferential amounts, in proportion to number of Equity shares held by the shareholders.

Note 2.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2018				
- Number of shares	1,000,000	6,716,500	9,000,000	16,716,500
- Amount in ₹	10,000,000	67,165,000	90,000,000	167,165,000
Year ended 31st March, 2017				
- Number of shares	500,000	500,000	-	1,000,000
- Amount in ₹	5,000,000	5,000,000	-	10,000,000

Note 2.3 Details of shares held by each shareholder holding more than 5% shares:

	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	500,000	50.00%
Mr. Akshay Chhabra	4,965,300	29.70%	496,660	49.67%
HSBC Small Cap Equity Fund	942,000	5.64%	-	-
Yes Bank Limited	940,000	5.62%	-	-

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- There are no shares issued pursuant to contract(s) without payment being received in cash.
- The company has issued 90,00,000 equity shares of ₹10/- each as bonus shares against 10,00,000 equity shares held as on 21.8.2017 in the ratio of 9:1.
- There are no shares bought back.

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 3 RESERVES AND SURPLUS

Particulars	As at 31.03.2018	As at 31.03.2017
(a) Securities Premium Reserve		
Opening Balance	45,000,000	45,000,000
Add: Received during the year	382,655,500	-
	427,655,500	45,000,000
Less: Share Issue Expenses	39,540,033	-
Closing Balance	(A) 388,115,467	45,000,000
(b) Surplus in Statement of Profit and Loss		
Opening Balance	102,217,996	52,938,078
Add: Profit for the year	81,066,708	49,279,918
	183,284,704	102,217,996
Less: Bonus Shares Issue	90,000,000	-
Closing Balance	(B) 93,284,704	102,217,996
Total Reserves & Surplus	(A+B) 481,400,171	147,217,996

Note: 4 LONG TERM BORROWINGS

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
a. Secured				
Term Loan From HDFC Bank (Against Hypothecation of Car)	-	732,836	283,111	-
b. Unsecured				
From a Company	718,040	176,097,417	3,108,471	-
The amount disclosed under the head "Other current Liabilities" (Note 9)			(3,391,582)	
	718,040	176,830,253	-	-

Note: 5 DEFERRED TAX LIABILITIES (Net)

Particulars	As at 31.03.2018	As at 31.03.2017
Major components of deferred tax arising on account of timing differences are:		
Liabilities		
Depreciation	30,732,329	26,645,599
	30,732,329	26,645,599
Less: Assets	12,807,314	-
Deferred Tax liabilities	17,925,015	26,645,599

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 6 PROVISIONS

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
Provisions - Others				
Gratuity	1,252,412	-	-	-
	1,252,412	-	-	-

Note: 7 SHORT-TERM BORROWINGS

Particulars	As at 31.03.2018	As at 31.03.2017
Secured		
Cash Credit From Banks		
From Indian Bank	-	62,505,528
From Yes Bank	-	-
Unsecured	-	-
	-	62,505,528

CASH CREDIT FROM INDIAN BANK IS SECURED BY THE FOLLOWING

Primary Security : Hypothecation of Book Debts

COLLATERAL SECURITY : EQUITABLE MORTGAGE OF

- (i) Flat No.1503, 15th Floor, Accord Nidhi CHS Ltd., S.NO.26, H.No.1 And C.T.S. No.307/71 of Village Valnai, Linking Road, Malad (West), Mumbai Owned by Mrs. Neyhaa Chhabra

Cash credit is repayable on demand and carries interest @ 12.25% i.e. MCLR + Margin

CASH CREDIT, SALES BILL DISCOUNTING & BANK GAURANTEE FROM YES BANK IS SECURED BY THE FOLLOWING

Primary Security : Exclusively charge over the current assets of firm and movable fixes assets (both present & furure) and for bank Gaurantee 15% margin in form of Fixed Deposits.

COLLATERAL SECURITY : EQUITABLE MORTGAGE OF

- (i) Commercial Property owned by Silicon Softech India Limited

PERSONAL GUARANTEE OF THE FOLLLOWING DIRECTORS OR OWNERS OF ABOVE PROPERTIES

- (i) Akshay Chhabra
(ii) Akashanand Karnik
(iii) Arjun Bhatia

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Cash credit is repayable on demand and carries applicable interest with spread 1.75%

Note: 8 TRADE PAYABLES

Particulars	As at 31.03.2018	As at 31.03.2017
Micro, Small & Medium Enterprises	-	-
Others: Creditors for Expenses	36,861,951	25,984,020
Creditors for Capital Goods	6,500,000	-
	43,361,951	25,984,020

Note: 9 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017
Others		
Creditors for Expenses	42,844,529	30,901,060
Statutory Dues	39,344,181	16,479,612
Provision for Tax Net of Advance Tax	5,182,978	3,493,826
Advance Received From Customers	8,780,481	-
Current Maturities	3,391,582	-
	99,543,751	50,874,498

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

NOTES 10 FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD 31ST MARCH, 2018

Sr.	Name of Assets	Rate of of Dep (%)	GROSS BLOCK - AT COST			DEPRECIATION			NET BLOCK		
			Cost as on 01/04/2017	Additions during the year	Sold /Adj. during the year	Total Cost on 31/03/2018	Dep. as on 01/04/2017	Dep. for the year	Dep. On deductions/ Adj.	Total Dep. till 31/03/2018	As on 31-03-2018
	TANGIBLE ASSETS										
1	Office Equipment	19.00%	24,736,847	5,250,819	-	29,987,666	5,264,899	5,236,738	10,501,638	19,486,028	19,471,948
2	Air Conditioners	6.33%	4,884,866	1,910,058	-	6,794,924	491,741	350,258	841,999	5,952,925	4,393,125
3	Computer systems	31.67%	153,158,165	109,649,001	-	262,807,166	13,761,702	52,363,209	66,124,910	196,682,256	139,396,463
4	Furniture and Fixture	9.50%	8,399,716	57,023,994	-	65,423,710	673,212	1,824,929	2,498,141	62,925,569	7,726,504
5	Motor Vehicle	11.88%	1,708,579	-	-	1,708,579	307,970	202,979	510,949	1,197,630	1,400,609
	Total (A)		192,888,173	173,833,872	-	366,722,045	20,499,524	59,978,113	80,477,638	286,244,407	172,388,649
	INTANGIBLE ASSETS										
6	Software	20.00%	71,237,041	48,772,134	-	120,009,175	14,404,473	14,888,371	29,292,845	90,716,330	56,832,568
	Total (B)		71,237,041	48,772,134	-	120,009,175	14,404,473	14,888,371	29,292,845	90,716,330	56,832,568
	Total (A+B)		264,125,214	222,606,006	-	486,731,220	34,903,998	74,866,484	109,770,482	376,960,737	229,221,216
	Previous Year		113,207,948	150,917,266	-	264,125,214	11,819,278	28,752,958	34,904,070	229,221,144	101,388,670

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.**,

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 11 INVESTMENT

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
Equity Shares, Unquoted, At cost				
Equity Shares Silicon Softech India Limited (Nos. 99,697 Previous Year 99,697)	5,000,000	5,000,000	-	-
	5,000,000	5,000,000	-	-

Note: 12 LOANS & ADVANCES

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
(a) Security Deposits :				
Unsecured, Considered Good	53,871,277	46,693,621	-	-
(b) Advances recoverable in Cash or in Kind (Unsecured, considered good)				
Advances to Suppliers	-	-	9,647,550	-
(c) Other Loans & Advance				
Unsecured, Considered Good				
Prepaid Expenses	-	-	1,461,485	1,770,952
Bal. with Revenue Authorities	-	-	-	-
Mat Credit Entitlement	4,443,526	10,230,397	-	-
Others	-	-	-	776,940
	58,314,803	56,924,018	11,109,034	2,547,892

Note: 13 TRADE RECEIVABLE

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured & considered good		
Outstanding for a period exceeding six months	10,645,403	7,459,142
Others	327,003,091	191,618,856
	337,648,494	199,077,998

Note: 14 CASH AND BANK BALANCES

Particulars	As at 31.03.2018	As at 31.03.2017
(i) Cash and Cash Equivalents		
(a) Cash in hand	731,454	397,720
(b) Balances with banks - in Current Accounts	21,601,818	6,889,121
(ii) Other Bank Balances (with maturity more than 3 months but less than 1 year)		
Fixed deposits with Bank	-	-
	22,333,272	7,286,841

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 15 REVENUE FROM OPERATIONS

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Revenue from operations	1,156,225,672	905,036,866
	1,156,225,672	905,036,866

Note: 16 OTHER INCOME

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Other Non-operating income		
Dividend	1,519,450	-
Other Income	-	23,460
Total	1,519,450	23,460

Note: 17 EMPLOYEES COSTS/BENEFITS EXPENSE

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Salaries and Wages	440,758,387	431,487,537
Gratuity	1,252,412	-
Outsourcing Expenses	191,625,753	113,048,478
Staff Welfare Expenses	2,291,239	2,400,398
Directors Remuneration	6,746,681	778,404
Total	642,674,472	547,714,817

Note: 18 FINANCE COST

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Bank Charges	2,197,653	762,287
Bank Interest	22,502,865	20,656,835
Total	24,700,518	21,419,122

Interest Expenses has been shown as net off with Interest income of ₹7,18,155/- (₹23,460/-) Operational activities.

Note: 19 OTHER EXPENSES

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Facility Management Expenses	86,000,100	28,771,405
Communication Expenses	51,185,879	43,573,268
Travelling & Conveyance	4,117,257	4,408,066
Transportation Cost	4,967,846	8,574,599
Repairs & Maintenance	8,172,064	8,673,657

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Office Upkeep & Maintenance Expenses	20,302,228	11,923,976
Service Charges	6,708,073	3,391,820
Rent	39,762,689	36,059,727
Electricity & Water Expenses	51,608,660	35,646,640
Rates & Taxes	1,230,025	2,402,856
Printing & Stationery	1,799,540	1,818,385
Postage & Courier	1,676,184	913,876
Office Expenses	611,468	423,604
Business Development Expenses	14,760,589	7,107,160
Legal & Professional Charges	12,484,502	26,407,398
Sundry Balance w/off	166,553	-
Auditors' Remuneration (Note 20)	1,025,000	900,000
Sales and General Expenses	2,069,618	10,040,842
Recruitment & Training Cost	5,494,417	4,257,494
Corporate Social Responsibility	1,025,520	-
Miscellaneous Expenses	2,070,933	2,449,538
Total	317,239,145	237,744,311

Note: 20 AUDITORS REMUNERATION

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
(i) Payments to the auditors comprises of:		
As auditors : For Statutory Audit	600,000	600,000
For Tax Audit	200,000	300,000
For Other Services	225,000	-
Total	1,025,000	900,000

Note : 21 ACCOUNTING STANDARD 15 – EMPLOYEE BENEFITS

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Current service cost	268,709	165,104
Interest cost	38,636	18,835
Expected return on plan assets		
Net Actuarial (gain) / loss to be recognized	336,620	166,139
Total expense recognized in the statement of P &L A/c	643,965	350,078
Actual Contribution & Benefit Payments		
Actual Benefit Payments		
Actual Contribution		
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	1,252,412	608,447
Fair value of plan assets at the end of the year	-	-
(Net Asset)/ Liability recognized in the Balance Sheet	1,252,412	608,447

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

CHANGE IN DEFINED BENEFIT OBLIGATIONS (DBO)

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Present value of defined benefit obligation at begin of Year	608,447	258,369
Interest Cost	38,636	18,835
Current Service Cost	268,709	165,104
Benefits Paid		
Actuarial (Gain)/ Losses on Obligation	336,620	166,139
Present Value of Defined Benefit Obligation at the End of Year	1,252,412	608,447
Change in Fair Value of Plan Assets during the year		
Planned assets at Beginning of the year	-	-
Expected return on planned assets	-	-
Contributions	-	-
Benefit paid	-	-
Actuarial gain /(loss) on plan assets		
Fair value of plan assets at the end of the year	-	-
Defined Benefit Plan – Acturial Assumptions		
Discount rate	6.35%	7.29%
Salary Escalation Rate	2.00%	2.00%
Rate of return on plan assets	N.A	N.A

Note: 22 CORPORATE SOCIAL RESPONSIBILITY

CSR amount required to be spent as per section 135 of the Companies Act 2013, read with schedule VII thereof by the Company during the accounting year is ₹ 10,25,520/- (Previous Year NIL) Expenditure related to Corporate Social Responsibility is ₹ 10,25,520/- (Previous Year NIL) CSR amount was spent towards promotion of Education through implementing agency Pantomath Investor Awareness and CSR Foundation.

Note: 23 THE INITIAL PUBLIC OFFER (IPO) PROCEEDS HAVE BEEN UTILISED AS PER OBJECTS OF THE ISSUE AS STATED IN THE PROSPECTUS AS UNDER:

Particulars	Object as per Prospectus	Actual Utilization
Amount received from Pre-IPO	6,012,500	
Amount received from IPO	443,808,000	
Utilisation of funds upto March 31, 2018		
Repayment of Loans		274,768,547
Funding the working Capital Requirement of the Co.		100,000,000
General Corporate Purpose		35,511,920
Public Issue Expenses		39,540,033
Total	449,820,500	449,820,500

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 24 EARNINGS PER SHARE

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Net Profit after Tax	81,066,708	49,279,919
Weighted No. of Equity Shares outstanding during the year of ₹ 10 each	11,852,048	9,505,480
Basic and diluted Earning per Eq.Share (In ₹)	6.84	5.18
Rate of return on plan assets	N.A	N.A

Note: 25 RELATED PARTY DISCLOSURES

NAME OF RELATED PARTIES AND DESCRIPTION OF RELATIONSHIP

Associates :	Silicon Softech India Ltd. Tech worldwide Support (P) Ltd. Assurvest Capital Advisor LLP Cap access Advisor (P) Ltd. Hypersonic BPO (P) Ltd.
Key Management Personnel: Director :	Akshay Chhabra Akashanand Karnik
Relative of Key Management Personnel	Neyhaa Chhabra Rashmi Karnik

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(Figures given hereunder in the bracket are of previous year)

Particulars	Associate Concerns	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	-	6,746,681	-
	-	(5,296,000)	-
Rent Paid		1,440,000	
		(5,840,000)	(4,400,000)
Interest Paid	15,943,099		
	-		
Professional Fees/Purchase		-	
	(32,750,000)	-	
Service Charges			
	(9,200,000)		
Sales	5,400,000		
b. Unsecured loans transactions during the year			
Loans taken	46,395,002	72,400,000	8,000,000
	(15,800,000)	-	-
Loans repaid	212,006,492	72,400,000	8,000,000
c. Outstandings as at 31.03.2018			
Sundry Debtors	2,943,000		
Sundry Creditors For Expenses		410,552	

Notes On Financial Statements

For the Year Ended 31st March 2018

Figures in ₹

Note: 26 CONTINGENT LIABILITIES

1. Contingent liabilities not provided for:
 - a. There is no such contingent liability, as such no provision is made.
 - b. Capital commitment towards new projects: NIL(NIL)

Note: 27 FOREIGN CURRENCY TRANSACTIONS

Earnings in foreign exchange	-NIL (1,96,91,324/-)
Expenditure in foreign exchange	-₹ NIL (NIL)
Value of imports calculated on CIF basis	-₹ 27,22,401/- (NIL/-)

Note: 28 OTHER DISCLOSURES

1. In the opinion of the management, the current assets, loans & advances are approx. of the same value as stated, if realised in the ordinary course of business.
2. Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation and reconciliation if any.
3. Provisions for all known liabilities are adequate and not in excess of amount reasonably necessary.

Note: 29 PREVIOUS YEAR'S FIGURES

The previous year figures have also been reclassified to confirm to this year's classification.

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**
 CHARTERED ACCOUNTANTS
 FRN : 111513W

Vinod Kumar Jain
 Proprietor
 M. No. 36373

Place : Mumbai
 Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra
 Chairman & Managing Director
 DIN: 00958197

Sunil Kumar Jha
 Chief Financial Officer

Akashanand Karnik
 Director
 DIN: 07060993

Pritesh Sonawane
 Company Secretary

EVOLVING PROCESSES THAT ARE AS

UNIQUE

AS INDIVIDUALS

CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT AUDITORS
TO THE MEMBERS OF ONE POINT ONE SOLUTIONS
LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL
STATEMENTS

We have audited the accompanying consolidated financial statements of One Point One Solutions Limited (hereinafter referred to as “the Holding Company”) and its subsidiary (the Holding Company and its subsidiary together referred to as “the Group”) jointly controlled entities comprising of the consolidated Balance Sheet as at 31st March 2018, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

MANAGEMENT’S RESPONSIBILITY FOR THE
CONSOLIDATED FINANCIAL STATEMENTS.

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013

(hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group holding and subsidiary company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting the frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITORS RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal

financial control relevant to the Holding Company’s preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2018, and their consolidated profit and their consolidated cash flows for the year ended on that date.

REPORT ON OTHER LEGAL & REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as its

appears from our examination of those books.

- c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2018, taken on record by the Board of Directors of the Holding company and report of the statutory auditor of the subsidiary company incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over consolidated financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as

under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

- (i) The Group has informed that it has no pending litigations on Holding Company and its subsidiary as such there is NIL impact on its consolidated financial positions of the group holding and subsidiary in its consolidated financial statement.
- (ii) The Group, holding and subsidiary company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- (iii) There has not been an occasion in case of the Holding company and its subsidiary company incorporated in India, during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **VINOD KUMAR JAIN & CO.**
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373

ANNEXURE “B”

TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of One Point One Solutions Limited as of and for the year ended March 31, 2018. We have audited the internal financial controls over financial reporting of One Point One Solutions Limited (hereinafter referred to as the “Holding Company”), and its subsidiary, which are companies incorporated in India, as of that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company and its subsidiary company which

is companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiary internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability

of financial reporting and the preparation of consolidated financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanation given to us the Holding Company and its subsidiary, which are companies incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VINOD KUMAR JAIN & CO.**

CONSOLIDATED BALANCE SHEET

as at 31st March, 2018

Particulars	Note No.	As at	
		31st March, 2018	31st March, 2017
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share capital	2	167,165,000	10,000,000
(b) Reserves and surplus	3	511,682,434	163,414,914
		678,847,434	173,414,914
Non-current liabilities			
(a) Long Term Borrowings	4	718,040	230,173,561
(b) Deferred Tax Liabilities (Net)	5	25,900,773	36,597,763
(c) Long-term Provisions	6	1,252,412	-
		27,871,226	266,771,324
Current liabilities			
(a) Short Term Borrowings	7	-	62,505,528
(b) Trade Payable	8	60,063,761	26,129,020
(c) Other Current Liabilities	9	106,455,881	50,952,774
(d) Short Term Provisions	6	2,702,641	4,648,625
		169,222,283	144,235,947
Total ₹		875,940,943	584,422,185
ASSETS			
Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		330,866,509	240,900,833
(i) Intangible assets		90,716,330	56,832,568
(b) Goodwill on Consolidation		1,432,990	1,432,990
(d) Long-term loans and advances	11	60,291,434	62,345,401
		483,307,264	361,511,792
Current assets			
(b) Trade receivables	12	337,648,494	207,713,444
(c) Cash and Bank Balance	13	40,529,786	12,561,572
(d) Short-term loans and advances	11	14,455,400	2,635,378
		392,633,680	222,910,394
Total ₹		875,940,943	584,422,185
Significant Accounting Policies and Notes on Financial statements	1 To 31		

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the Year Ended 31st March 2018

Particulars	Note No.	For the year ended	For the year ended
		31st March, 2018	31st March, 2017
		₹	₹
Continuing Operations			
Income			
Revenue from Operations (Gross)	14	1,209,846,990	958,286,866
Other Income	15	1,530,821	101,016
Total revenue (I)		1,211,377,811	958,387,882
Expenses			
Employees costs/benefits expenses	16	648,685,106	575,317,345
Finance Costs	17	26,437,483	23,334,361
Depreciation & Amortisation Expenses	10	98,883,415	37,379,463
Other expenses	18	319,858,469	221,474,464
Loss on Sale of Mutual Fund units		510,361	-
Total expenses (II)		1,094,374,834	857,505,632
Profit before tax III (I-II)		117,002,977	100,882,249
Tax expense: (IV)			
(1) Current tax : Provisions for income tax		23,545,763	20,721,648
(2) MAT credit entitlement		9,231,623	(14,085,849)
(3) Deferred tax Liabilities (Assets)		(10,696,990)	28,769,615
(4) Short Provision for tax adjustment in respect of earlier years (Net)		520,239	-
		22,600,634	35,405,414
Profit from continuing operations (III - IV)		94,402,343	65,476,835
Profit for the year		94,402,343	65,476,835
Earnings per equity share of face value of ₹ 10 each			
Basic and Diluted	24	7.97	6.89
Significant Accounting Policies and Notes on Financial statements	1 to 31		

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

For the Year Ended 31st March 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit after tax		94,402,343		80,160,601
Adjustments for:				
Depreciation	98,883,415		37,379,463	
Loss (Profit) on sale of Assets / Investments	510,361		-	
Tax Expenses	22,600,634		20,721,648	
Interest (Income net of expense)	24,047,685		22,568,973	
Short/Excess Provisins/ Gratuity	1,252,802		(5,445)	
Dividend	(1,519,450)		-	
		145,775,448		80,664,639
Operating profit / (loss) before working capital changes		240,177,791		160,825,240
Changes in working capital:				
Adjustments for Decrease / (increase) in operating assets:				
Decrease (Increase) in Trade Receivable	-129,935,050		(34,612,306)	
Decrease (Increase) Short Term Loans & Advances	-11,820,022		2,669,773	
Decrease (Increase) Long Term Loans & Advances	(7,177,656)		-	
Adjustments for increase / (decrease) in operating liabilities:				
Increase (Decrease) in Trade payables	33,934,741		14,638,575	
Increase (Decrease) in other current liabilities	55,503,107		(77,342,732)	
Increase (Decrease) in Short Term Borrowings	(62,505,528)		54,599,439	
Increase (Decrease) in Short Term Provisions	(1,945,984)	-123,946,392	-	-40,047,251
		116,231,398.5		120,777,989
Cash flow from extraordinary items		-		-
Cash generated from operations		116,231,399		120,777,989
Net income tax (paid) / refunds		23,316,752		-
Net cash flow from / (used in) operating activities (A)		92,914,646		120,777,989
B. Cash flow from investing activities				
Purchase of Fixed Assets (Tangible & Intangible)	(222,732,781)		(226,974,696)	
CWIP and Capital Advances	-		-	
Proceeds from sale of fixed assets	-		-	
Purchase of Non current investments	-		(5,000,000)	
Proceeds of Non Current investments (Net)	-		-	
Interest Received	718,155		-	
Loss (Profit) on sale of Assets / Investments	(510,361)		-	
Dividend	1,519,450	(221,005,537)	-	(231,974,696)
Net cash flow from / (used in) investing activities (B)		(221,005,537)		(231,974,696)

CONSOLIDATED CASH FLOW STATEMENT

For the Year Ended 31st March 2018

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares	157,165,000		5,000,000	
Premium on Equity shares	343,115,467		45,000,000	
Proceeds from long-term borrowings	-		90,657,010	
Repayment of long-term borrowings	(229,455,521)		(1,004,924)	
Proceeds from short-term borrowings	-		-	
REpayment from long-term Provisions	-		-	
Repayment of short-term borrowings	-		-	
Issue of Bonus Shares	(90,000,000)			
Interest paid	(24,765,840)		(22,568,973)	
		156,059,106		117,083,113
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		156,059,106		117,083,113
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		27,968,215		5,886,407
Cash and cash equivalents at the beginning of the year				
Cash in hand	399,125		-	
Bank Balance	12,162,446	12,561,571	6,675,164	6,675,164
Cash and cash equivalents at the end of the year		40,529,786		12,561,571
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents at the end of the year *		40,529,786		12,561,571
* Comprises:				
(a) Cash on hand		811,410		399,125
(b) Balances with banks				
(i) Schedule banks current accounts		39,718,376		12,162,446
		40,529,786		12,561,571
Significant Accounting Policies and Notes on financial Statements	1 to 29			

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Akashanand Karnik

Director

DIN: 07060993

Sunil Kumar Jha

Chief Financial Officer

Pritesh Sonawane

Company Secretary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

CORPORATE INFORMATION

The Consolidated Financial Statements comprise financial statements of "One Point One Solutions Limited" ("the Holding Company") and its subsidiary (Silicon Softech India Limited), collectively referred to as "the Group", for the year ended 31st March, 2018.

The principal activities of the Group and its subsidiaries is mainly engaged in the business BPO, Technology, IT consultancy and leasing business which started its operations in the year 2013, specialises in the Business of customer Life Cycle Management, Business Process Management and Technology Servicing catering to the needs of more than 35 marquee customers. The Group has about 3500 employees spread across 4 delivery centres in India and have hired the latest state of the art technology for delivery and thus satisfying the clients need. The mission of the Group is to become pioneers in the niche area of its business and thereby giving constant value addition to its client business thus ensuring complete client satisfaction. The Group came with in NSE SME IPO of 66,24,000 equity shares of ₹ 10/- each at a premium of ₹ 57/- per share during the relevant accounting year. The shares are listed in NSE stock exchange.

1. SIGNIFICANT ACCOUNTING POLICIES

1.1. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to One Point One Solutions Private Limited, the Holding company, its majority owned subsidiary (collectively referred to as the Group). The consolidation of accounts of the company with its subsidiary has been prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial statements". The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transaction and unrealised profits or losses are fully estimated.

In the consolidated financial statements, 'Goodwill' represent the excess of the cost to the Company of its investment in the subsidiaries over its share of equity, at the respective dates on which the investments are made.

The financial statements of the subsidiary used in the consolidation are drawn upto the same reporting date as of the Company i.e. March, 31, 2018.

1.2. A) BASIS OF PREPARATION:

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The consolidated financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The consolidated financial statements are presented in Indian rupees rounded off to the nearest rupees.

The accounting policies adopted in the preparations of the consolidated financial statements are consistent with those of previous year unless otherwise stated.

b) Use of Estimates:

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. The management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could defer from these estimates.

c) Fixed Assets

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation. The cost comprises purchase price including financing cost and directly attributable cost of bringing the asset to its working condition for the intended use.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Intangible fixed assets acquired separately are measured on initial recognition at cost. They are stated at cost of acquisition less amortisation depreciation.

Gains or Losses arising from derecognition of a Tangible or intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

d) Depreciation and Amortisation

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year has been provided on prorata basis with reference to date of addition / discarding.

Intangible Assets

Intangible Assets are amortisation on Straight Line Method over a period of 5 years, on the basis of useful life being considered at 5 years.

e) Borrowing Costs

There are no borrowing costs towards acquisition of capital assets of the company. All other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Impairment of Assets

At each Balance Sheet date the Company assesses whether there is any indication that the Fixed Assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the company estimate the recoverable amount of the

cash generating unit to which the asset belong.

As per the assessment conducted by the company as at March 31st 2018 there were no indications that the fixed assets have suffered an impairment loss.

g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

h) Valuation of Inventories

Since there is no inventory, the same is not reflected in the financial statements.

i) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

Income From Services

Income from services is recognized as they are rendered, bases on agreement /

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

arrangement with the concerned parties. The company collects Goods Service Tax (GST) and service tax on behalf of the Government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from the revenue.

Interest

Interest income is recognized on a time proportionate basis taking in to account the amount outstanding and the applicable interest rate.

Dividend

Dividend income is recognized when the company's right to receive Dividend is established by the reporting date.

k) Foreign Currency Transactions

Foreign currency transactions are recorded in reporting currency by applying the rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated at the year-end rates. Non monetary items are reported at the exchange rate on the date of transaction. Realized gains/(losses) on foreign currency transactions are recognized in the consolidated Profit & Loss Account.

l) Retirement and other Employee Benefits

- 1) Short-term employee benefits are recognised as an expense at the undiscounted amount in the consolidated profit and loss account of the year in which the related service is rendered.
- 2) Post employment and other long term employee benefits are recognised as an expense in the consolidated Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the consolidated Profit and Loss account.

- 3) The Company is required to pay Gratuity under The Payment of Gratuity Act, 1972. Accordingly provision for liability of gratuity is made at the end of the year as per As 15.

- 4) The company makes regular monthly contribution to the provident fund and Employees State Insurance, which are in the nature of defined contribution scheme.

m) Income Taxes

Income tax expenses comprise current tax and deferred tax charged or credit.

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of consolidated Profit and Loss as current tax. The Company recognizes MAT credit available as an Asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period that is the period for which MAT credit is

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

allowed to be carried forward. In the year in which the Company recognize the MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income Tax Act, 1961 the said asset is created by way of Credit to the consolidated Statement of Profit and Loss shown as "MAT Credit Entitlement". In the year in which the company uses "MAT Credit Entitlement" against the normal tax liability, it reverses the same in consolidated Statement of Profit and Loss and reduces the amount shown as the said asset to the extent of utilisation.

The company reviews the MAT Credit Entitlement asset as each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only

by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

o) Business Segments

More than 90% of Company operations are only in one segment i.e. Business Process outsourcing services. This in the context of Accounting Standard 17 of Segment Reporting as specified in the Companies (Accounting Standards) Rules 2006 are considered to constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

p) Earnings Per Share

Basic Earnings per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is adjusted for issue of bonus share in compliance with Accounting Standard (AS 20) - Earnings per Share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

NOTE 2.1 SHARE CAPITAL

	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	Amount ₹	Number of shares	Amount ₹
(a) Authorised				
Equity shares of ₹ 10/- par value	20,000,000	200,000,000	1,000,000	10,000,000
	20,000,000	200,000,000	1,000,000	10,000,000
(b) Issued				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	1,000,000	10,000,000
	16,716,500	167,165,000	1,000,000	10,000,000
(c) Subscribed and fully paid up				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	1,000,000	10,000,000
	16,716,500	167,165,000	1,000,000	10,000,000
Total	16,716,500	167,165,000	1,000,000	10,000,000

The Company has one class of Equity shares having a par value of ₹10/- per share.

Each Shareholders is eligible for one vote per share held.

In the event of liquidation Equity shareholders will be eligible to receive the assets of the Company after distribution of all preferential amounts, in proportion to number of Equity shares held by the shareholders.

Note 2.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2018				
- Number of shares	1,000,000	6,716,500	9,000,000	16,716,500
- Amount in ₹	10,000,000	67,165,000	90,000,000	167,165,000
Year ended 31st March, 2017				
- Number of shares	500,000	500,000	-	1,000,000
- Amount in ₹	5,000,000	5,000,000	-	10,000,000

Note 2.3 Details of shares held by each shareholder holding more than 5% shares:

	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	500,000	50.00%
Mr. Akshay Chhabra	4,965,300	29.70%	496,660	49.67%
HSBC Small Cap Equity Fund	942,000	5.64%	-	-
Yes Bank Limited	940,000	5.62%	-	-

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- There are no shares issued pursuant to contract(s) without payment being received in cash.
- The company has issued 90,00,000 equity shares of ₹10/- each as bonus shares against 10,00,000 equity shares held as on 21.8.2017 in the ratio of 9:1.
- There are no shares bought back.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 3 RESERVES AND SURPLUS

Particulars	As at 31.03.2018	As at 31.03.2017
(a) Securities Premium Reserve		
Opening Balance	45,000,000	45,000,000
Add: Received during the year	382,655,500	-
	427,655,500	45,000,000
Less: Share Issue Expenses	39,540,033	-
Closing Balance	(A) 388,115,467	45,000,000
(b) Surplus in Statement of Profit and Loss		
Opening Balance	118,414,913	52,938,078
Add: Profit for the year	94,402,343	65,476,835
Add: Depreciation Reained	5,154	-5,544
	212,822,410	118,409,369
Less: Bonus Shares Issue	90,000,000	-
Closing Balance	(B) 122,822,410	118,414,913
Total Reserves & Surplus	(A+B) 510,937,876	163,414,913

Note: 4 LONG TERM BORROWINGS

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
a. Secured				
Term Loan from HDFC Bank (Against Hypothecation of Car)	-	732,836	283,111	-
Shriram City Union Finance Limited.	-	8,343,308	-	-
b. Unsecured				
From a Company	718,040	221,097,417	3,108,471	-
The amount disclosed under the head "Other current Liabilities" (Note 9)			-3,391,582	
	718,040	230,173,561	-	-

Note: 5 DEFERRED TAX LIABILITIES (Net)

Particulars	As at 31.03.2018	As at 31.03.2017
Major components of deferred tax arising on account of timing differences are:		
Liabilities		
Depreciation	38,708,087	36,597,763
	38,708,087	36,597,763
Less: Assets	12,807,314	-
Deferred Tax liabilities	25,900,773	36,597,763

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 6 PROVISIONS

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
Provisions - Others				
Gratuity	1,252,412	-	-	-
Provision for Income Tax (net of Advance Tax)			2,702,641	4,648,625
	1,252,412	-	2,702,641	4,648,625

Note: 7 SHORT-TERM BORROWINGS

Particulars	As at 31.03.2018	As at 31.03.2017
Secured		
Cash Credit From Banks		
From Indian Bank	-	62,505,528
From Yes Bank	-	-
Unsecured	-	-
	-	62,505,528

CASH CREDIT FROM INDIAN BANK WAS SECURED BY THE FOLLOWING

Primary Security : Hypothecation of Book Debts

COLLATERAL SECURITY : EQUITABLE MORTGAGE OF

- (i) Flat No.1503, 15th Floor, Accord Nidhi CHS Ltd., S.NO.26, H.No.1 And C.T.S. No.307/71 of Village Valnai, Linking Road, Malad (West), Mumbai Owned by Mrs. Neyhaa Chhabra

Cash credit is repayable on demand and carries interest @ 12.25% i.e. MCLR + Margin

CASH CREDIT, SALES BILL DISCOUNTING & BANK GAURANTEE FROM YES BANK IS SECURED BY THE FOLLOWING

Primary Security : Exclusively charge over the current assets of firm and movable fixes assets (both present & furure) and for bank Gaurantee 15% margin in form of Fixed Deposits.

COLLATERAL SECURITY : EQUITABLE MORTGAGE OF

- (i) Commercial Property owned by Silicon Softech India Limited

PERSONAL GUARANTEE OF THE FOLLLOWING DIRECTORS OR OWNERS OF ABOVE PROPERTIES

- (i) Akshay Chhabra
(ii) Akashanand Karnik
(iii) Arjun Bhatia

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Cash credit is repayable on demand and carries applicable interest with spread 1.75%

Note: 8 TRADE PAYABLES

Particulars	As at 31.03.2018	As at 31.03.2017
Micro, Small & Medium Enterprises	-	-
Others: Creditors for Expenses	53,563,761	26,129,020
Creditors for Capital Goods	6,500,000	-
	60,063,761	26,129,020

Note: 9 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2018	As at 31.03.2017
Others		
Creditors for Expenses	42,956,155	30,979,336
Statutory Dues	39,489,629	16,479,612
Provision for Tax Net of Advance Tax	5,182,978	3,493,826
Advance Received From Customers	15,435,537	-
Current Maturities	3,391,582	-
	106,455,881	50,952,774

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

NOTES 10 FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD 31ST MARCH, 2018

Sr.	Name of Assets	GROSS BLOCK - AT COST				DEPRECIATION			NET BLOCK		
		Cost as on 01/04/2017	Additions during the year	Sold /Adj. during the year	Total Cost on 31/03/2018	Dep. as on 01/04/2017	Dep. for the year	Dep. On deductions/ Adj.	Total Dep. till 31/03/2018	As on 31-03-2018	As on 31-03-2017
	TANGIBLE ASSETS										
1	Office Building	7,836,599	-	-	7,836,599	2,810,318	123,818	-	2,934,136	4,902,463	5,026,281
2	Office Equipment	24,736,847	5,250,819	-	29,987,666	5,264,899	5,236,738	-	10,501,638	19,486,028	19,471,948
3	Air Conditioners	4,884,866	1,910,058	-	6,794,924	491,741	350,258	-	841,999	5,952,925	4,393,125
4	Computer systems	228,158,165	109,775,776	-	337,933,941	26,306,223	76,155,859	-	102,462,081	235,471,860	201,851,870
5	Furniture and Fixture	10,124,895	57,023,994	-	67,148,889	2,398,391	1,824,929	-	4,223,320	62,925,569	7,726,504
6	Motor Vehicle	2,766,079	-	-	2,766,079	334,974	303,442	-	638,416	2,127,663	2,431,105
	Total (A)	278,507,451	173,960,647	-	452,468,098	37,606,546	83,995,044	-	121,601,591	330,866,507	240,900,833
	INTANGIBLE ASSETS										
7	Software	71,237,041	48,772,134	-	120,009,175	14,404,473	14,888,371	-	29,292,845	90,716,330	56,832,568
	Total (B)	71,237,041	48,772,134	-	120,009,175	14,404,473	14,888,371	-	29,292,845	90,716,330	56,832,568
	Total (A+B)	349,744,492	222,732,781	-	572,477,273	52,011,020	98,883,415	-	150,894,435	421,582,837	297,733,400
	Previous Year	128,067,067	226,974,766	(5,297,341)	349,744,492	19,929,449	43,047,150	(10,965,506)	52,011,020	297,733,401	108,137,618

(Figures in ₹)

As per our report of even date attached
For **VINOD KUMAR JAIN & CO.**,
CHARTERED ACCOUNTANTS
FRN : 111513W

Vinod Kumar Jain
Proprietor
M. No. 36373

Place : Mumbai
Date : 26th May 2018

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Akashanand Karnik
Director
DIN: 07060993

Sunil Kumar Jha
Chief Financial Officer

Pritesh Sonawane
Company Secretary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 11 LOANS & ADVANCES

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
	Non- Current		Current Maturities	
(a) Security Deposits :				
Unsecured, Considered Good	53,882,387	46,704,731	-	-
(b) Advances recoverable in Cash or in Kind				
(Unsecured, considered good)				
Advances to Suppliers	-	-	10,743,842	87,486
(c) Other Loans & Advance				
Unsecured, Considered Good				
Prepaid Expenses	-	-	1,461,485	1,770,952
Bal. with Revenue Authorities	-	-	2,250,074	
Mat Credit Entitlement	6,409,047	15,640,670	-	-
Others	-	-	-	776,940
	60,291,434	62,345,401	14,455,400	2,635,378

Note: 12 TRADE RECEIVABLE

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured & considered good		
Outstanding for a period exceeding six months	10,645,403	7,459,142
Others	327,003,091	200,254,302
	337,648,494	207,713,444

Note: 13 CASH AND BANK BALANCES

Particulars	As at 31.03.2018	As at 31.03.2017
(i) Cash and Cash Equivalents		
(a) Cash in hand	811,410	399,125
(b) Balances with banks - in Current Accounts	39,592,926	12,038,916
(ii) Other Bank Balances (with maturity more than 3 months but less than 1 year)		
Fixed deposits with Bank	125,450	123,530
	40,529,786	12,561,571

Note: 14 REVENUE FROM OPERATIONS

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Revenue from operations	1,156,225,672	905,036,866
Revenue From Leasing	52,752,818	53,250,000
Income From Professional Services	868,500	
	1,209,846,990	958,286,866

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 15 OTHER INCOME

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Other Non-operating income		
Dividend	1,519,450	-
Other Income	11,371	101,016
Total	1,530,821	101,016

Note: 16 EMPLOYEES COSTS/BENEFITS EXPENSE

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Salaries and Wages	441,949,749	432,266,015
Gratuity	1,252,412	-
Outsourcing Expenses	191,625,753	139,872,528
Staff Welfare Expenses	2,310,511	2,400,398
Directors Remuneration	11,546,681	778,404
Total	648,685,106	575,317,345

Note: 17 FINANCE COST

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Bank Charges	2,389,798	765,388
Bank Interest	24,047,685	22,568,973
Total	26,437,483	23,334,361

Interest Expenses has been shown as net off with Interest income of ₹ 7,18,155/- (₹ 23,460/-) Operational activities.

Note: 18 OTHER EXPENSES

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Facility Management Expenses	86,000,100	28,771,405
Communication Expenses	51,185,879	43,573,268
Travelling & Conveyance	4,209,211	4,408,066
Transportation Cost	4,967,846	8,574,599
Repairs & Maintenance	8,299,507	8,673,657
Office Upkeep & Maintenance Expenses	20,531,989	12,296,706
Service Charges	6,708,073	3,391,820
Rent	39,762,689	36,219,082
Electricity & Water Expenses	51,664,960	35,706,640
Rates & Taxes	1,230,025	2,427,023
Printing & Stationery	1,799,540	1,818,385
Postage & Courier	1,676,184	913,876

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Office Expenses	910,583	448,300
Business Development Expenses	14,760,589	7,107,160
Legal & Professional Charges	14,260,902	9,407,398
Sundry Balance w/off	166,553	69,203
Books & Periodicals	13,351	-
Auditors' Remuneration (Note 20)	1,050,000	920,000
Sales and General Expenses	2,069,618	10,040,842
Recruitment & Training Cost	5,494,417	4,257,494
Corporate Social Responsibility	1,025,520	-
Miscellaneous Expenses	2,070,933	2,449,540
Total	319,858,469	221,474,464

Note: 19 AUDITORS REMUNERATION

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
(i) Payments to the auditors comprises of:		
As auditors	850,000	245,000
For Other Services	200,000	-
Service tax on all these above	-	32,625
Total	1,050,000	277,625

Note : 20 ACCOUNTING STANDARD 15 – EMPLOYEE BENEFITS

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Current service cost	268,709	165,104
Interest cost	38,636	18,835
Expected return on plan assets		
Net Actuarial (gain)/ loss to be recognized	336,620	166,139
Total expense recognized in the statement of P &L A/c	643,965	350,078
Actual Contribution & Benefit Payments		
Actual Benefit Payments		
Actual Contribution		
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	1,252,412	608,447
Fair value of plan assets at the end of the year	-	-
(Net Asset)/ Liability recognized in the Balance Sheet	1,252,412	608,447
Change in Defined Benefit Obligations (DBO)		
Present value of defined benefit obligation at begin of Year	608,447	258,369
Interest Cost	38,636	18,835
Current Service Cost	268,709	165,104
Benefits Paid		
Actuarial (Gain)/ Losses on Obligation	336,620	166,139
Present Value of Defined Benefit Obligation at the End of Year	1,252,412	608,447

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Change in Fair Value of Plan Assets during the year		
Planned assets at Beginning of the year	-	-
Expected return on planned assets	-	-
Contributions	-	-
Benefit paid	-	-
Actuarial gain /(loss) on plan assets	-	-
Fair value of plan assets at the end of the year	-	-
Defined Benefit Plan – Actuarial Assumptions		
Discount rate	6.35%	7.29%
Salary Escalation Rate	2.00%	2.00%
Rate of return on plan assets	N.A	N.A

Note: 21 CORPORATE SOCIAL RESPONSIBILITY

CSR amount required to be spent as per section 135 of the Companies Act 2013, read with schedule VII thereof by the Company during the accounting year is ₹ 10,25,520/- (Previous Year NIL) Expenditure related to Corporate Social Responsibility is ₹ 10,25,520/- (Previous Year NIL) CSR amount was spent towards promotion of Education through implementing agency Pantomath Investor Awareness and CSR Foundation.

Note: 22 THE INITIAL PUBLIC OFFER (IPO) PROCEEDS HAVE BEEN UTILISED AS PER OBJECTS OF THE ISSUE AS STATED IN THE PROSPECTUS AS UNDER

Particulars	Object as per Prospectus	Actual Utilization
Amount received from Pre-IPO	6,012,500	
Amount received from IPO	443,808,000	
Utilisation of funds upto March 31, 2018		
Repayment of Loans		274,768,547
Funding the working Capital Requirement of the Co.		100,000,000
General Corporate Purpose		35,511,920
Public Issue Expenses		39,540,033
Total	449,820,500	449,820,500

Note: 23 EARNINGS PER SHARE

Particulars	For the Y.E. 31.03.2018	For the Y.E. 31.03.2017
Net Profit after Tax	81,066,708	49,279,919
Weighted No. of Equity Shares outstanding during the year of ₹ 10 each	11,852,048	9,505,480
Basic and diluted Earning per Eq.Share (In ₹)	6.84	5.18

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 24 RELATED PARTY DISCLOSURES

NAME OF RELATED PARTIES AND DESCRIPTION OF RELATIONSHIP

Associates :	Tech worldwide Support (P) Ltd. Assurvest Capital Advisor LLP Cap access Advisor (P) Ltd. Hypersonic BPO (P) Ltd.
Key Management Personnel: Director :	Akshay Chhabra Akashanand Karnik Shalini Chhabra Neyhaa Chhabra
Relative of Key Management Personnel	Neyhaa Chhabra Mukesh R. Pritamdasani Arjun Bhatia Rashmi Karnik

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(Figures given hereunder in the bracket are of previous year)

Particulars	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	11,546,681 (5,296,000)	- -
Rent Paid	1,440,000 (5,840,000)	(4,400,000)
Interest Paid	-	1467900.00
Professional Fees/Purchase	-	-
Service Charges	-	-
Sales	-	-
b. Unsecured loans transactions during the year		
Loans taken	72,400,000	8,000,000
Loans repaid	- 72,400,000	- 8,000,000
c. Outstandings as at 31.03.2017		
Sundry Debtors		
Sundry Creditors For Expenses	410,552	

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

For the Year Ended 31st March 2018

Figures in ₹

Note: 25 CONTINGENT LIABILITIES

1. Contingent liabilities not provided for:
 - a. There is no such contingent liability, as such no provision is made.
 - b. Capital commitment towards new projects: NIL(NIL)

Note: 26 FOREIGN CURRENCY TRANSACTIONS

Earnings in foreign exchange -NIL (1,96,91,324/-)

Expenditure in foreign exchange - ₹ NIL (NIL)

Value of imports calculated on CIF basis- ₹ 27,22,401/- (NIL/-)

Note: 27 OTHER DISCLOSURES

1. In the opinion of the management, the current assets, loans & advances are approx. of the same value as stated, if realised in the ordinary course of business.
2. Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation and reconciliation if any.
3. Provisions for all known liabilities are adequate and not in excess of amount reasonably necessary.

Note: 28 PREVIOUS YEAR'S FIGURES

The previous year figures have also been reclassified to confirm to this year's classification.

As per our report of even date attached

For **VINOD KUMAR JAIN & CO.,**

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor

M. No. 36373

Place : Mumbai

Date : 26th May 2018

For **ONE POINT ONE SOLUTIONS LIMITED**

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Sunil Kumar Jha

Chief Financial Officer

Akashanand Karnik

Director

DIN: 07060993

Pritesh Sonawane

Company Secretary

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REGISTERED OFFICE

ONE POINT ONE SOLUTIONS LTD.
T - 762, TOWER - 7, 6TH FLOOR,
INTERNATIONAL INFOTECH PARK,
VASHI, NAVI MUMBAI - 400705,
MAHARASHTRA.