

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

March 10, 2023

Symbol: ONEPOINT

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice (E-voting)

Dear Sir/ Ma'am,

With reference to the above subject and further to the intimation made to the stock exchanges by the Company on December 7, 2021, we would like to inform you that pursuant to Section 108 and Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with the MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ("MCA Circulars")), the approval of members of the Company is being sought for the following resolution, by way of Postal Ballot (only through the e-voting process):

Item No.	Description of the Resolution
1.	TO CREATE, OFFER, ISSUE AND ALLOT 1,02,11,000 EQUITY SHARES ON PREFERENTIAL BASIS

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed the Postal Ballot Notice dated March 10 2023 ("Postal Ballot Notice") along with the Explanatory Statement. The same is being made available on the Company's website at website www.1point1.in

In terms of the MCA Circulars, the Company will send the Postal Ballot Notice in electronic form only to the members of the Company whose names appear in the List of Beneficial Owners as on close of business hours on Thursday, March 2, 2023, being the cut-off date and who have registered their email ids with the Depository Participants/ Company. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the members for the postal ballot, in accordance with the requirements specified under the MCA Circulars.

The Board of Directors has also appointed Mr. Omkar Dindorkar (Certificate of Practice No:24580) and in his absence Mrs. Deepti Kulkarni (Certificate of Practice No:22502), Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai, to act as the Scrutinizer, for conducting the postal ballot process (including E-Voting).

The Schedule of Events of E-voting	Event Date
Cut Off Date (for dispatch & E-voting)	March 2, 2023
Date of Completion of Dispatch of Notice only through Electronic Mode	March 10, 2023
Voting through Remote E-Voting Starts at 9.00 a.m. on	March 11, 2023
Voting through Remote E-Voting Ends at 5.00 p.m. on	April 09, 2023

Members who have not registered/updated their e-mail ids are requested to register/update the same with their respective Depository Participant(s), Link Intime India Private Limited (RTA) or the Company by following the procedure provided in the Postal Ballot Notice, in respect of both physical and electronic holdings for sending future communication(s) in electronic form.

Request you to kindly take the aforesaid information on your records.

Date: March 10, 2023

Registered office:

International Infotech Park,

T-762, Tower-7, 6th Floor, Vashi,
Navi Mumbai -400703.

By Order of the Board

One Point One Solutions Limited



Pritesh Sonawane

(Company Secretary and Compliance Officer)

Membership No: 34943

Encl.: As Above



ONE POINT ONE SOLUTIONS LIMITED

Registered office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703.

Tel: 022 6687 3800 Fax: 022 6687 3889; CIN: L74900MH2008PLC182869

Email Id: investors@1point1.in ; Website: www.1point1.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE of Postal Ballot is hereby given to the Members of **ONE POINT ONE SOLUTIONS LIMITED** ('the Company'), pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration), Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No.20/2021 dated December 8, 2021 No.3/2022 dated May 05, 2022, No.10/2022 dated December 28,2022 and No.11/2022 dated December 28, 2022 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution(s) set out in this Notice are proposed for approval of the Shareholders of the Company through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice.

The Board of Directors of the Company in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, has in its meeting held on Thursday, March 09, 2023, appointed Mr. Omkar Dindorkar (Certificate of Practice No:24580) and in his absence Mrs. Deepti Kulkarni (Certificate of Practice No:22502), Partners of M/s. MMJB & Associates LLP., Practicing Company Secretaries, (email: scrutinisers@mmjc.in) as the Scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from on **Saturday, March 11, 2023 (9:00 A.M. IST)** and ends on **Sunday, April 09, 2023 (5:00 P.M. IST)**.



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After completion of scrutiny of the total votes casted, the Scrutinizer will submit his report to the Chairman of the Company or any authorised person of the Company. The results of the Postal Ballot will be announced on or before Tuesday, April 11, 2023. The said results along with the Scrutinizer's Report shall be placed on the Company's website www.1point1.in and the website of M/s Link Intime India Private Limited ('LIPL') at <https://instavote.linkintime.co.in>. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange Limited (NSE), where the Equity Shares of the company are listed.

The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting /receipt of postal ballot forms, i.e., Tuesday, April 11, 2023.

SPECIAL BUSINESS:

1. To create, offer, issue and allot 1,02,11,000 equity shares on Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('**ICDR Regulations**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), as in force and subject to other applicable Rules / Regulations / Guidelines /Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('**SEBI**'), National Stock Exchange of India Limited ('**NSE**') and/ or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised



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by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and hereby authorise the Board on behalf of the Company, to create, offer, issue and allot by way of preferential issue, from time to time, in one or more tranches, up to 1,02,11,000 Equity Shares, to the below-mentioned proposed allottees, for consideration in cash, at a minimum issue price of INR 16.47/- (Rupees Sixteen and Forty Seven paise only) per Equity Share including premium of INR 14.47/- (Rupees fourteen and Forty Seven paise only) aggregating to INR 16,81,75,170 /- (Rupees Sixteen Crore Eighty One Lakh Seventy Five Thousand One Hundred and Seventy only), in such manner and on such terms and conditions as the Board may in its absolute discretion decide:

Sr. No.	Name of the Allottee	Category of the allottee	No of Equity Shares
1	Akshay Chhabra	Promoter	6,00,000
2	Devang K Shah Huf	Non-Promoter	1,85,000
3	Sahil J Jindal	Non-Promoter	3,10,000
4	Sandhya Anil Dedhia	Non-Promoter	7,00,000
5	Helium Traders Private Limited	Non-Promoter	2,50,000
6	Tanay Bheda	Non-Promoter	1,56,000
7	Karishma Jignesh Desai	Non-Promoter	1,60,000
8	Vikas R Mehta Huf	Non-Promoter	43,50,000
9	Juhi Shreyans Shah	Non-Promoter	3,00,000
10	Kalpesh Manji Patel	Non-Promoter	10,00,000
11	Dharmendra Manji Patel	Non-Promoter	10,00,000
12	Shanti Properties	Non-Promoter	10,00,000
13	Dinesh Kumar Tiwari	Non-Promoter	2,00,000

RESOLVED FURTHER THAT in the event, there is a difference between the Issue Price and the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and/ or the number of Equity Shares to be allotted on exercise of the Equity Shares shall be subject to appropriate adjustments.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the ‘**Relevant Date**’ for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as Friday, March 10,2023 is the date (preceding the weekend or the holiday) 30 days prior to the date of passing of the Special Resolution by the Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential Allotment shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:



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- a) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from Applicable Regulatory Authority(ies) or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The price determined and the number of Equity Shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- d) The Equity Shareholder shall be entitled to all future corporate actions including but not limited to the issue of bonus/rights if any.
- e) The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of an invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification(s) to the foregoing and the decision of the Board shall be final and conclusive.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents, and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to Committee(s) of the Board or any other person.”

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Tuesday March 2, 2023, ('Cut-off date') and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through E-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.1point1.in, websites of the Stock Exchange National Stock Exchange of India Limited (NSE) at www.nseindia.com, and on the website of NSDL at <https://nsdl.co.in/>. All the material documents referred to Statement, shall be available for inspection on the Company's website www.1point1.in to facilitate online inspection until last date of remote e-voting. Further, copy of a certificate received from a Practicing Company Secretary certifying that requirements of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2018 are fulfilled is also placed on the website of the Company at www.1point1.in



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6. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on Tuesday March 2, 2023. The members whose name appears in the Register of Members/list of Beneficial Owners as on Tuesday March 2, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday March 2, 2023 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on **Saturday, March 11, 2023 at 9:00 A. M. and will end on Sunday, April 9, 2023 at 5:00 P. M.** The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting on or before Tuesday, April 11, 2023.
11. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, April 9, 2023 being the last date specified by the Company for e-voting.
13. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.



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GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto and as per Regulation 44 of Listing Regulations, the Company is pleased to provide Member's facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by NSDL.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



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2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL [website www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:



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1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

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

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

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

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

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

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

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.



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Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk_evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.



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Tel: 022 6687 3800 Fax: 022 6687 3889; CIN: L74900MH2008PLC182869

Email Id: investors@1point1.in ; Website: www.1point1.in

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013 (“Act”))

ITEM NO. 1- TO APPROVE ISSUE UP TO 1,02,11,000 EQUITY SHARES ON PREFERENTIAL BASIS.

The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its business in india and abroad. The infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The Board has explored various options and proposed to raise fund by way of issue of equity shares on preferential basis.

In accordance with the above, the Board of Directors of the Company at their meeting held on Thursday, March 09, 2023, approved the issue up to 1,02,11,000 Equity Shares of the Company, in one or more tranches, by way of preferential issue, for cash, at a minimum issue price of INR 16.47/- (Rupees Sixteen and Forty Seven Paise Only) per Equity Share as determined by the Board in its absolute discretion and in accordance with the pricing guidelines prescribed under Regulation 165 of Chapter V of the SEBI ICDR Regulations (“Minimum Issue Price”) for an aggregate amount not exceeding INR 16,81,75,170/- (Rupees Sixteen Crore Eighty One Lakhs Seventy Five Thousand One Hundred and Seventy only).

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Equity Shares on preferential basis.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

1. **The date of Passing Board Resolution for approving Preferential Issue:** Thursday, March 09,2023
2. **Maximum number of securities offered and the price at which security is being offered:** up to 1,02,11,000 Equity Shares of the Company, in one or more tranches, by way of preferential issue, for cash, at a minimum issue price of INR 16.47 (Rupees Sixteen Rupees Forty Seven Paise only) per Equity Share (“Minimum Issue Price”).
3. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The per share price is determined on the basis of the pricing certificate received from Bhavesh Rathod & Co, Practicing Chartered Accountant, in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.



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4. Name and address of Valuer who performed valuation:

Mr. Bhavesh M. Rathod (Registered Valuer)
12D, White Spring, A wing, Rivali Park Complex,
Western Express Highway, Borivali East, Mumbai 400066
Email: info.cabhavesh@gmail.com
Mobile: +91 97691 13490

5. Amount which the Company intends to raise by way of issue : The proposed Preferential Issue of shall be an aggregate amount of minimum 16,81,75,170 (Rupees Sixteen Crore Eighty One Lakhs Seventy Five Thousand One Hundred and Seventy only)

6. Material terms of raising such shares: As mentioned in the proposed resolution.

7. The proposed time within which the issue or allotment shall be completed: As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

8. The class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them:

The Equity Shares being offered to the following: -

Sr. No	Name of the Allottee	No of Equity Shares	Percentage of capital held before the preferential issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee*
1	Akshay Chhabra	6,00,000	32.83%	38.08%
2	Devang K Shah Huf	1,85,000	0.17%	0.256%
3	Sahil J Jindal	3,10,000	Nil	0.156%
4	Sandhya Anil Dedhia	7,00,000	Nil	0.353%
5	Helium Traders Private Limited	2,50,000	Nil	0.126%
6	Tanay Bheda	1,56,000	Nil	0.080%
7	Karishma Jignesh Desai	1,60,000	Nil	0.080%
8	Vikas R Mehta Huf	43,50,000	Nil	2.194%
9	Juhi Shreyans Shah	3,00,000	Nil	0.151%
10	Kalpesh Manji Patel	10,00,000	Nil	0.504%
11	Dharmendra Manji Patel	10,00,000	Nil	0.504%
12	Shanti Properties	10,00,000	Nil	0.504%
13	Dinesh Kumar Tiwari	2,00,000	Nil	0.100%

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

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Email Id: investors@1point1.in ; Website: www.1point1.in**9. The percentage of post preferential issue capital that may be held by allottee and change in control, if any, in the issuer consequent to the preferential issue:**

Please refer the above table for details of post preferential issue capital. However, there is no change in control in the Company.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

11. Objects of the preferential issue: The Company is on a growth trajectory and a fresh investment in the Company will further help in evolution and expansion of its business in india and abroad. The infusion will also strengthen the Company's balance sheet and reduce finance cost for the Company. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The Board has explored various options and proposed to raise fund by way of issue of equity shares on preferential basis.

12. Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer: Promoter, Director(s) or Key Managerial Personnel(s) are intending to subscribe to this offer as mentioned in the table.

13. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of share held	%of shareholding	No. of share held#	%of shareholding
A	Promoters' Holding				
1.	Indian:	7,56,31,335	40.22	7,62,31,335	38.45
	Individuals	-	-	-	-
	Bodies Corporate	5,62,50,000	29.91	5,62,50,000	28.37
	Sub Total	13,18,81,335	70.13	13,24,81,335	
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	13,18,81,335	70.13	13,24,81,335	66.82
B	Non-Promoters' Holding				
1.	Institutional Investors	-	-	-	
2.	Non-Institutions:	-	-	-	
3.	Private Corporate Bodies	-	-	-	
4.	Directors and Relatives	3,75,750	0.20	3,75,750	0.19
5.	Indian Public	-	-	-	
6.	Others (Including NRIs, Bodies Corporate, Clearing Members)	5,58,02,424	29.67	6,54,13,424	32.99
	Sub-Total (B)	5,61,78,174	29.87	6,57,89,174	33.18
	TOTAL (A+B)	18,80,59,509	100	19,82,70,509	100



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Notes:

a. The above Shareholding pattern assumes allotment of 1,02,11,000 Equity Shares to be issued and allotted.

Based on assumption, the investor shall fully subscribe to the offer.

b. Pre issue shareholding reflects shareholding of the Company as on 31st December 2022. Post issue holding of all the other shareholders is assumed to remain the same.

14. Principle terms of assets charged as securities: Not Applicable

15. Adjustments for Equity Shares: In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and the number of Equity Shares to be allotted on shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

16. Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Allottee	Beneficial Owner	Percentage of post preferential offer capital that may be held by the allottee*
1	Akshay Chhabra	NA	38.08%
2	Devang K Shah Huf	Devang K Shah	0.256%
3	Sahil J Jindal	NA	0.156%
4	Sandhya Anil Dedhia	NA	0.353%
5	Helium Traders Private Limited	Shraddha Soni	0.126%
6	Tanay Bheda	NA	0.080%
7	Karishma Jignesh Desai	NA	0.080%
8	Vikas R Mehta Huf	Vikas Ramesh Mehta	2.194%
9	Juhi Shreyans Shah	NA	0.151%
10	Kalpesh Manji Patel	NA	0.504%
11	Dharmendra Manji Patel	NA	0.504%
12	Shanti Properties	Kulin Shantilal Vora Jigna Bhogilal Vora Rocky Rasiklal Vora	0.504%
13	Dinesh Kumar Tiwari	NA	0.100%

**Note: Based on assumption, the investor shall fully subscribe to the offer.*

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: Please refer the above table for details for details of ultimate beneficial owners of the equity shares proposed to be allotted.



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17. **Undertaking for Re-computation of Issue Price:** The Company undertakes to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s).
18. **Disclosures under Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations.
19. **Relevant Date:** The 'Relevant Date' for determining the issue price of the Equity Share shall be March, 10, 2023.
20. **Lock-in:** The Resultant Equity Shares to be issued and allotted as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
21. **Practicing Company Secretary's Certificate:** As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the Practicing Company Secretary of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available hosted on the website of the Company and a web-link of the same is as follows:

Issue of the Resultant Equity Shares arising from preferential issue would be well within the Authorised Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

Directors, Key Managerial Personnel and/or their relatives thereof are interested to the extent of their shareholding in the company, in the aforesaid resolution.

Registered Office :

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Mumbai -400703
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E-mail: investors@1point1.in

**By order of the Board of Directors
For One Point One Solutions Limited**

Sd/-
Pritesh Sonawane
Company Secretary & Compliance Officer
Membership No: A34943

Date: 10/03/2023