

# 1POINT1

## One Point One Solutions Limited

(Formerly One Point One Solutions Private Limited)

CIN: L74900MH2008PLC182869

Registered Office: International Infotech Park, T-762, Tower-7, 6<sup>th</sup> Floor,

Vashi, Navi Mumbai -400703, Maharashtra, India

E-mail: investors@1point1.in; Website: www.1point1.in

Tel. No.: 022-6687 3800; Fax No.: 022-6687 3899;

### NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of One Point One Solutions Limited will be held on Friday, 20th September, 2019, at 11:30 a.m., at Abbott Hotel, Chandragupt Hall, Second Floor, Sector - 2, Vashi, Navi Mumbai-400703, Maharashtra, India to transact the following business:

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditor's thereon.

##### 2. Declaration of Dividend:

To approve, the declaration of a dividend @1% (Rs.0.1) per share on the Equity Share Capital of the company.

##### 3. Appointment of Director:

To approve, the appointment of Mrs. Neyhaa Chhabra (DIN: 02804687) as a Director who retires by rotation and being eligible, offers herself for reappointment:

#### SPECIAL BUSINESS:

##### 4. Appointment of Mr. Arjun Bhatia (DIN: 07023708) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Arjun Bhatia (DIN: 07023708) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from 23rd April 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2018-2019 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold the office for a term of 5 years i.e. upto 22nd April 2024.

**5. Appointment of Mr. Bharat Dighe (DIN: 0023056) as an Independent Director:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bharat Dighe (DIN: 0023056), Independent Director of the Company, whose period of office is liable to expire on 31st August, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years starting from September 1, 2019 to August 31, 2024 and the term shall not be subject to retirement by rotation.”

**6. Appointment of Mr. Chandrasekher Yerramalli (DIN: 07929673) as an Independent Director:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandrasekher Yerramalli (DIN: 07929673), Independent Director of the Company, whose period of office is liable to expire on 31st August, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years starting from September 1, 2019 to August 31, 2024 and the term shall not be subject to retirement by rotation.”

**By order of Board of Director  
For One Point One Solutions Limited**

**Pritesh Sonawane  
Company Secretary and Compliance Officer  
Place: Navi Mumbai  
Date: 12th August 2019**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 14th September to Friday, 20th September 2019 (both days inclusive) for determining the shareholders who are entitled to receive dividend on equity shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as of Friday, 13th September, 2019 as per details furnished by the Depositories for this purpose.
5. All correspondence relating to transfer of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their following address:

**LINK INTIME INDIA PRIVATE LIMITED**

Address: C-101, 1<sup>st</sup> 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](mailto:rnt.helpdesk@linkintime.co.in) Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**6. Members who hold shares in physical form:**

- a. Are requested to inform R&T Agents of the Company, their email address, Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
- b. Can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
- c. Are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
- d. Are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.
- e. Under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.

**7. Members holding shares in dematerialised form:**

- a. may contact their Depository Participant(s) for recording nomination in respect of their shares;
  - b. are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
  - c. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants;
  - d. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
  9. Route Map showing directions to reach to the venue of the 11th Annual General Meeting is given at the end of this Notice.
  10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon up to the date of 11th Annual General Meeting.
  11. The 11th Annual Report of the Company circulated to the Members, will be made available on the Company's website <http://1point1.in> and also on the website of respective stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)
  12. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of CDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:
    - i) The voting period begins on Tuesday, 17th September, 2019 at 10.00 a.m. and ends on Thursday, 19th September, 2019 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 13th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
    - ii) Shareholders who have voted through e-voting would not be entitled to vote at the meeting venue.
    - iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - iv) Click on "Shareholders/Members" tab.
    - v) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - vi) Next enter the Image Verification as displayed and Click on Login.
    - vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field or the demat account/folio number in the PAN field.</li> <li>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>- If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant on which you choose to vote
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten his password, then avail the option "forgot password" and reset the password.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## xx) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders/ Institutional members and custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates;
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on;
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote; and
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**General Information on e-voting:**

1. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Saturday, 13th September, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The Company has appointed Ms. Kumudini Bhalerao, Practicing Company Secretary (COP 6690) or failing her Mr. Makarand M. Joshi, Practicing Company Secretary (COP 3662) as Scrutinizer to scrutinize the voting and remote e-voting process and the voting at the Meeting in a fair and transparent manner.
5. The consolidated results of remote e-voting and voting at the meeting along with the Scrutinizers Report shall be placed on the Company's website <http://1point1.in> and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange(s) where the shares of the Company are listed.

**By order of Board of Director**

**For One Point One Solutions Limited**

**Pritesh Sonawane**

**Company Secretary and Compliance Officer**

**Place: Navi Mumbai**

**Date: 12th August 2019**

# ANNEXURE TO THE NOTICE

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

### **Item No.4: Appointment of Mr. Arjun Bhatia (DIN: 07023708) as an Independent Director**

Mr. Arjun Bhatia (DIN: 07023708), was appointed by the Board as an Additional Director (Independent Non executive) with effect from 23rd April 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Arjun Bhatia, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Arjun Bhatia is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Arjun Bhatia, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Arjun Bhatia has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No.4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members

### **Item No. 5 & 6:**

### **Appointment of Mr. Bharat Dighe (DIN: 0023056) and Mr. Chandrasekher Yerramalli (DIN: 07929673) as an Independent Director:**

Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli were appointed as an Independent Directors of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the members at the Annual General Meeting held on 30th September 2017. As per the said resolution, the term of appointment of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli expires on August 31, 2019.

Accordingly, the Board of Directors of the Company in its meeting held on 12th August, 2019 passed a resolution approving re-appointment of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli as an Independent Directors for a second term from September 1, 2019 to August 31, 2024, based on skills, experience, knowledge and outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli confirming that they meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Bharat Dighe and

Mr. Chandrasekher Yerramalli consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her reappointment as an Independent Director of the Company and is independent of the Management.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Arjun Bhatia is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, the Company has received a notice from a member proposing candidature of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli, for the office of Director in terms of Section 160 of the Companies Act, 2013. They does not hold any shares of One Point One Solutions Limited.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 & 6 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 5 & 6 for approval by the Members

Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Neyhaa Chhabra	Arjun Bhatia	Bharat Dighe	Chandrasekher Yerramalli
DIN	02804687	07023708	00203056	07929673
Date of Birth	24/06/1977	27/04/1989	15/08/1969	22/12/1973
Date of Appointment	04/09/2017	26/04/2019	01/09/2017	01/09/2017
Qualification	Graduate	Graduate	Chartered Accountant	1. B.E. (CIVIL) 2. Master of Technology from IIT, Mumbai 3. PhD - Aerospace Engineering from University of Michigan
Name of other companies in which she holds Directorship*	Silicon Softech India Limited	NIL	NIL	NIL
Name of other companies in which he holds Chairmanship / Membership of Committees of Boards	NIL	NIL	NIL	NIL
No. of shares held in the company	150	1500	NIL	NIL

**Note:**

\* excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013.

\$ includes Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.



# ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

LOCATION: Abbott Hotel, Chandragupt Hall, Second Floor, Sector- 2, Vashi, Navi Mumbai-400703, Maharashtra, India

LANDMARK: Near NKGSB Cooperative Bank Limited

