



ONE POINT ONE SOLUTIONS LIMITED

CIN: L74900MH2008PLC182869

Registered Office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai
-400703, Maharashtra, India **E-mail:** investors@1point1.in ; **Website:** www.1point1.com

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

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting (“the AGM / the meeting”) of the members of One Point One Solutions Limited (“the Company”) will be held on Friday, 22nd September, 2023, at 11:30 a.m. (IST) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

ORDINARY BUSINESS:

1) To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the board of directors and auditors thereon:

2) To consider and re-appoint Mrs. Shalini Pritamdasani (DIN: 00073508), who retires by rotation and being eligible offers herself for re-appointment:

SPECIAL BUSINESS:

3) **Appointment of Mr. Rushabh Vyas (DIN: 06775913) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rushabh Vyas (DIN: 06775913) who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 11, 2023, who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) years with effect from August 11, 2023 till August 10, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



4) To consider and approve the payment of remuneration to Mr. Akshay Chhabra (DIN: 00958197) - Chairman and Managing Director of the company:

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, and pursuant sub-regulation (6) (e) of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and on recommendation of the Nomination and Remuneration Committee the consent of the Shareholders be and is hereby accorded for the payment of remuneration, within the maximum permissible remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013 without obtaining the approval of the Central Government, to Mr. Akshay Chhabra (DIN: 00958197), Chairman and Managing Director of the Company for 3 years w.e.f. 1st October 2023 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akshay Chhabra, Chairman and Managing Director for 3 years w.e.f. 1st October 2023 is subject to the condition that:

- a. the total remuneration payable in any Financial Year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial Year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Akshay Chhabra, Chairman and Managing Director.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5) Issue of 3,75,00,000 Share Warrants, Convertible into Equity Shares on Preferential Basis to Promoter and Certain Identified Non-Promoter Persons:

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (‘Takeover Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited (‘NSE’) where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(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 Director of the Company (‘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) and with the consent of the Board of Directors of the Company, consent of the member be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, 3,75,00,000 (Three Crores Seventy Five Lakhs) Convertible Warrants (‘Warrants’) of face value of Rs. 2/- each on a preferential basis, at a price not exceeding Rs. 28.32/- (Rupees Twenty-Eight and Paise Thirty Two only) per Warrant (‘Warrant Issue Price’) aggregating to an amount not exceeding Rs. 1,062,000,000/- (Rupees One Hundred Six Crore Twenty Lakh Only) to the following Promoter and Non-Promoters (hereinafter referred to as the ‘Proposed Allottees/Warrant holder’) as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of Rs. 2/- (Rupees Two only) each of the Company (‘Equity Shares’) at a premium of not exceeding Rs. 26.32/- (Rupees Twenty-Six and Paise Thirty-Two only) per Equity Share for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned members of the promoter and Non-Promoters of the Company and identified persons (‘herein after referred to as Proposed Allottees’) for cash and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:



Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-promoter)	No. of Shares Warrants (Upto)	Outcome of the subscription / Investment amount (INR) (Approx/maxim um.)
1	Akshay Chhabra	Promoter	50,00,000	14,16,00,000
2	Tano Investment Opportunities Fund	Non-promoter	1,30,00,000	36,81,60,000
3	Meenakshi	Non-promoter	30,00,000	8,49,60,000
4	Ajay Murdia	Non-promoter	15,00,000	4,24,80,000
5	Kushaal Saraf	Non-promoter	10,00,000	2,83,20,000
6	Adiraju Rajendra Prasad	Non-promoter	5,00,000	1,41,60,000
7	Chhatisgarh Investments Limited	Non-promoter	5,00,000	1,41,60,000
8	NVS Brokerage Private Limited	Non-promoter	5,00,000	1,41,60,000
9	NVS Corporate Consultancy Services Pvt. Ltd.	Non-promoter	5,00,000	1,41,60,000
10	Rajshri Karwa	Non-promoter	5,00,000	1,41,60,000
11	Sarveswar Reddy Sanivarapu	Non-promoter	5,00,000	1,41,60,000
12	Shyam Sunder Baheti	Non-promoter	5,00,000	1,41,60,000
13	Growfast Securities & Credit Limited	Non-promoter	4,00,000	1,13,28,000
14	Wow Investments	Non-promoter	4,00,000	1,13,28,000
15	Dilip Parikh	Non-promoter	3,00,000	84,96,000
16	Nadir Ardeshir Modi	Non-promoter	3,00,000	84,96,000
17	Nawaz Singhania	Non-promoter	3,00,000	84,96,000
18	Pradip Surana	Non-promoter	3,00,000	84,96,000
19	Raj Paul Narang & Sons	Non-promoter	3,00,000	84,96,000
20	Rajat Arora	Non-promoter	3,00,000	84,96,000
21	Sanjay Kumar	Non-promoter	3,00,000	84,96,000
22	Srilakshmi Vemulapalli	Non-promoter	3,00,000	84,96,000

23	Sureshchand Jain	Non-promoter	3,00,000	84,96,000
24	Veena Dudeja	Non-promoter	3,00,000	84,96,000
25	Vikas Gupta	Non-promoter	3,00,000	84,96,000
26	Akash Tapadia	Non-promoter	2,50,000	70,80,000
27	Kavish Aggarwal	Non-promoter	2,50,000	70,80,000
28	Mamta Kukreja	Non-promoter	2,50,000	70,80,000
29	Mytash Financial Advisors Pvt. Ltd	Non-promoter	2,50,000	70,80,000
30	Nirmal Kumar Agarwal	Non-promoter	2,50,000	70,80,000
31	Poonam Tapadia	Non-promoter	2,50,000	70,80,000
32	Sunita Garg	Non-promoter	2,50,000	70,80,000
33	Vishnu Bhagwan Garg	Non-promoter	2,50,000	70,80,000
34	Gautam Patel	Non-promoter	2,00,000	56,64,000
35	Goshar Infra Projects Pvt. Ltd.	Non-promoter	2,00,000	56,64,000
36	Jagatsinh Thakor	Non-promoter	2,00,000	56,64,000
37	Krishna Kabra	Non-promoter	2,00,000	56,64,000
38	Kshma Shah	Non-promoter	2,00,000	56,64,000
39	Nalin Shah	Non-promoter	2,00,000	56,64,000
40	Parishma Jain	Non-promoter	2,00,000	56,64,000
41	Prem Kumar Bajaj	Non-promoter	2,00,000	56,64,000
42	Rushil Khakhar	Non-promoter	2,00,000	56,64,000
43	Sangeeta Venkatraman	Non-promoter	2,00,000	56,64,000
44	Sharad Goel	Non-promoter	2,00,000	56,64,000
45	Sharada Kovuri	Non-promoter	2,00,000	56,64,000
46	Subbarami Reddy Oruganti	Non-promoter	2,00,000	56,64,000
47	Vemulapalli Raghu	Non-promoter	2,00,000	56,64,000
48	Dipak Raheja	Non-promoter	1,50,000	42,48,000
49	GAR Infroproject Pvt. Ltd.	Non-promoter	1,50,000	42,48,000
50	Hypotenuse Investment	Non-promoter	1,50,000	42,48,000



51	Mukesh Kumar Jain	Non-promoter	1,50,000	42,48,000
52	Swati Agarwal	Non-promoter	1,50,000	42,48,000
53	Uday Ventures	Non-promoter	1,50,000	42,48,000
54	Anahaita Nalin Shah	Non-promoter	1,00,000	28,32,000
55	Jesal Shah	Non-promoter	1,00,000	28,32,000
56	Nedunuri Padma	Non-promoter	1,00,000	28,32,000
57	Nishita Asawa	Non-promoter	1,00,000	28,32,000
58	Saloni Shah	Non-promoter	1,00,000	28,32,000
59	Siddhi Bhandari	Non-promoter	1,00,000	28,32,000
60	Yagavandla Bharathi	Non-promoter	1,00,000	28,32,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Wednesday, August 23, 2023, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Friday, September 22, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- b. The Warrant Holders shall, subject to the ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) Months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs. 2/- (Rupees Two only) each to the Warrant Holders;
- c. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- d. In the event, the Warrant Holders do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company;



- e. The Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Company shall procure that the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations; Warrants shall not be listed.
- g. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- h. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- i. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- j. The respective Warrant Holders shall make payment from their own bank account into the designated bank account of the Company;
- k. The Company receiving necessary approval in accordance with applicable law including ICDR Regulations, Listing Regulations, from the regulators including NSE, RBI and / or Registrar of Companies in relation to issuance of Warrants and Equity Shares upon conversion of Warrants;
- l. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- m. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.



RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upto exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”



6). Investments in any Body Corporate and Loans and Guarantees to any Bodies Corporate and Persons:

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the Company be and is hereby accorded to the board of Directors (including a committee of board) as in their absolute discretion deem beneficial and in the interest of the Company, for the following:

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Subsidiaries and other Bodies Corporate: upto Rs.500 Crores (Rupees Five Hundred Crores only).

- b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Loans to Subsidiaries, other Bodies Corporate or Persons: upto Rs.500 Crores (Rupees Five Hundred Crores only).

- c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Guarantees against Loans/Financial arrangements in favour of Subsidiaries, other Bodies Corporate and Persons: upto 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to applicable provisions of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as



may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

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

Sd/-

Pritesh Sonawane

Company Secretary and Compliance Officer

Place: Navi Mumbai

Date: August 24, 2023

Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’),the Company is convening the 15th Annual General Meeting (the AGM / the meeting) through Video Conferencing(VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinisers@mmjc.in with copies marked to the Company at pritesh.sonawane@1point1.in and to its RTA at instameet@linkintime.co.in.
5. Registration of email ID and Bank Account details:
In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent on the registered email address.
In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - a. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - b. *In the case of Shares held in Demat mode:*
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the



Company's website www.1point1.com websites of the National Stock Exchange of India Limited at www.nseindia.com and website of RTA www.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.

7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to pritesh.sonawane@1point1.in.
10. Members of the Company holding shares either in physical form or in Dematerialised forms as on cut-off date i.e. Friday 15th September 2023 will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 16th September 2023 to Friday, 22nd September 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
13. Information relating to e-voting and other instructions are as under:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the 15th AGM through VC/OAVM Facility and e-Voting during the 15th AGM.
 - b. The Board of Directors of the Company has appointed Mr. Saurabh Agarwal (Membership No: F9290) and in his absence Mrs. Deepti Kulkarni (Certificate of Practice No: A34733), Partners of M/s. MMJB & Associates LLP., Practicing Company as the Secretaries to scrutinize the voting and remote e-voting and remote e-voting process in a fair and transparent manner and he/she has communicated his/her willingness to be appointed and will be available for same purpose.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday 15th September 2023.
 - d. Remote e-voting will commence at 10.00 a.m. on Tuesday, 19th September 2023 and will end at 5.00 p.m. on Thursday, 21st September 2023, when remote e-voting will be blocked by Insta vote.



14. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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.nsdl.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.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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.
2. Individual Shareholders holding securities in demat mode with CDSL:
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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. Upon logging in, you will be able to see e-Voting option. 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 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.

Login method for Individual shareholders holding securities in physical form is given below:

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

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.
 - 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/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

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>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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 participant's 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".

General Instructions for Members for e-voting:

- 1) Shareholders who have voted through e-voting would not be entitled to vote at the meeting.
- 2) 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.
- 3) 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.
- 4) 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;
 - 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 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

15. Other Instructions for Members:

- 1) Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 15th AGM and the Annual Report for the financial year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-



- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investor@1point1.in
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- 2) 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 15th Annual General Meeting.
- 3) The 15th 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 and www.nseindia.com
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 16th September, 2023 to Friday, 22nd September, 2023 (both days inclusive).
- 5) 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. Friday, 15th September 2023, may obtain the login ID and password by sending a request at helpdesk.evoting@cDSLindia.com or rnt.helpdesk@linkintime.co.in.
- 6) 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.
- 7) Members who hold shares in physical form:
 - 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.
 - 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.
 - Are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
 - 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.
 - Under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
- 8) Members holding shares in dematerialised form:
 - may contact their Depository Participant(s) for recording nomination in respect of their shares;
 - 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.
- 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;
 - 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
- 9) 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 address: **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
 - 10) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.
 - 11) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
 - 12) Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2014 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
 - 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 - 14) In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
 - 15) Members who have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM by clicking the link
 - 16) Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at pritesh.sonawane@1point1.in from Thursday, 14th September 2023 (9.00 am) to Saturday, 16th September 2023 (5.00 pm). Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.



INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/ OAVM) are as under:

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>>

Select the “Company” and ‘Event Date’ and register with your following details:

- a. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - b. **PAN:** Enter your 10 digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/
 - c. Company shall use the sequence number provided to you, if applicable.
 - d. **Mobile No.:** enter your mobile number
 - e. **Email ID.:** Enter your E-mail ID as recorded with your DP/Company.
2. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).



INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.



Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

Sd/-

Pritesh Sonawane

Company Secretary and Compliance Officer

Place: Navi Mumbai

Date: 24th August, 2023.

Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India



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

ITEM NO. 3:

Mr. Rushabh Vyas is qualified Chartered Accountant and member of The Institute of Chartered Accountants of India. He is having experience of more than decade in the field of accounts and finance. The Board of Directors of the Company at its meeting held on August 11, 2023, appointed Mr. Rushabh Vyas as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from August 11, 2023 till August 10, 2028 subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Rushabh Vyas as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Rushabh Vyas to be appointed as Director of the Company. The Company has received a declaration from Mr. Rushabh Vyas confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Rushabh Vyas consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he 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, Mr. Rushabh Vyas fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Considering Mr. Rushabh Vyas knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 11, 2023.

Copy of letter of appointment of Mr. Rushabh Vyas setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Rushabh Vyas, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure C to this Notice.

Brief profile of Mr. Rushabh Vyas is given at Annexure A to this Notice. Except Mr. Rushabh Vyas, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO.4:

Mr. Akshay Chhabra, aged 50 years is presently designated as 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. The Company has been taking the advantage of his guidance and



supervision and because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the BPM Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. During the Financial Year 2022-23, 8 (Eight) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akshay Chhabra. As on 31st March, 2023, he holds 749,02,710 (39.83%) equity shares in the Company. Mr. Akshay Chhabra is the member of Corporate Social Responsibility, Audit Committee and Nomination and Remuneration Committee of the Company.

Mr. Akshay Chhabra is a Director of the following other Companies:

Sr.	Name of the Company/ Entity in which interested	Committee membership	Chairmanship /
1	Silicon Softech India Limited		-

Mr. Akshay Chhabra holds Directorship in the following Private Limited Companies:

Sr. No.	Name of the Company
1.	Tech Worldwide Support Private Limited
2.	Cap Access Advisors Private Limited
3.	Gurcharanlal Chhabra Foundation

Mr. Akshay Chhabra had been appointed as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2022 vide resolutions passed by way of postal ballot dated 13 July, 2022 and has been drawing the remuneration of Rs. 72 Lakhs p.a. for a period of 3 (Three) Financial Years w.e.f. 01 September, 2022 as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors of the Company based on the recommendation received from Nomination and Remuneration Committee in its meetings held on 24th August 2023 approved the payment of remuneration to Mr. Akshay Chhabra, Chairman and Managing Director for 3 years effective from 1st October 2023 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
- B. The Chairman and Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:
 1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 3. Encashment of the leave at the end of the tenure.



C. Other terms:

1. He shall be entitled to re-imbusement of actual out of pocket expenses incurred in connection with the business of the Company.
2. He shall be entitled to re-imbusement of entertainment expenses incurred for the business of the Company.
3. As long as he functions as Chairman and Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
4. In the event of inadequacy or absence of profits in any Financial Year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
5. He shall be entitled to earned/privileged leave as per the Rules of the Company.
6. He shall be entitled for telephone facility as per Company's policy.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting. Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 04 of the Notice.

Except Mr. Akshay Chhabra and his relatives, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 04 of the notice.

The Board recommends passing the Special Resolution set out in Item No. 4 for the approval of members.

ITEM NO. 5: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON A PREFERENTIAL BASIS.:

In order to augment the long term resources of the Company for meeting the requirements for the ongoing and future projects of the Company, working capital requirements of the Company and general corporate purposes including but not limited to pursuing new business opportunities, the Board of Directors of the Company in its meeting held on August 24, 2023 has accordingly, subject to the approval of members, authorized the Company to issue and allot by way of a preferential issue, from time to time and in one or more tranches 3,75,00,000 (Three Crore Seventy Five Lakhs) Warrants convertible into equivalent number of Equity Shares of a face value of Rs. 2/- (Rupees Two) each of the Company ('Warrants'), at an exercise price ('Exercise Price') which shall not be less than the exercise price determined in accordance with the provisions of Chapter V of the ICDR Regulations as the Board may think fit, to Promoters and certain identified non-promoter persons, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion. The proposed preferential issue will strengthen the financial position and the net worth of the Company.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:



1. The objects of the preferential issue:

The object of the Preferential Issue is to:

- Strengthening our technology infrastructure by upgrading / Purchasing new hardware, software's and solutions.
- Funding initiatives for organic growth including but not limited to adding sales and marketing teams across the markets i.e. India, USA, UK, Australia, MENA Region, doing various marketing activities, attending and participating in international events and trade shows etc.
- Achieving inorganic growth through acquisitions both company and business
- Funding the incremental working Capital of our Company
- Refurbishment of our existing Infrastructure Facility as and when required
- Up-gradation of Existing Technology Platform of our Company; and
- General Corporate Purposes

2. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of 3,75,00,000 (Three Crore Seventy-Five Lakhs) Fully Convertible Warrants of face value of Rs. 2/- each at an issue price not exceeding Rs. 28.32/- per Warrant in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, aggregating upto a maximum amount of Rs. 1,062,000,000/- (Rs. One Hundred Six Crore Twenty Lakh Only).

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Wednesday, August 23,2023 being the date 30 days prior to the date of the Annual General Meeting of the Company scheduled to be held, i.e., Friday, September 22,2023.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed on National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI (ICDR) Regulations. Further, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the securities may be issued computes to Rs. 28.32/- (Rupees Twenty-Eight and Thirty Two Paise only) per warrant, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date; or



- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date-

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has obtained a valuation report from an independent registered valuer viz. Binal B. Darji having his office at B/17, Kailash Nagar, Shankar Lane Kandivali (West), Mumbai - 400067 and the price determined by such independent registered valuer is Rs. 28.32/- (Rupees Twenty Eight and Thirty Two Paise Only) per Equity Share/ per warrant.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

5. Amount which the Company intends to raise by way of such securities

The company intends to raise an amount, not exceeding, Rs. 1,062,000,000/- (Rs. One Hundred Six Crore Twenty Lakh Only).

6. Intent of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the Preferential Offer:

Mr. Akshay Chhabra, Managing Director (Promoters Group) intends to participate in this preferential issue by subscribing upto 50,00,000 (Fifty Lakh) equity shares of face value of Rs.2/- (Rupees Two only) each fully paid up, on preferential basis, at a price not exceeding Rs. 28.32/- (Rupees Twenty Eight and Thirty Two Paise Only).

None of the directors or promoters except to their extent of their individual shareholding in the company and Mr. Akshay Chhabra are interested.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

8. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

As detailed in Annexure 'I'

9. The Shareholding pattern of the Company before and after the Preferential Issue:

As per Annexure 'II'



10. 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 allottee:

Sr. No.	Names of the proposed allottee(s)	Names of ultimate beneficial owners of proposed allottee(s)
1.	Tano Investment Opportunities Fund	Hari Shankar Tibrewala
2.	Chhatisgarh Investments Limited	Kamal Sarada
3.	NVS Brokerage Private Limited	Nalin Vrajlal Shah
4.	NVS Corporate Consultancy Services Pvt. Ltd.	Anahaita Nalin Shah
5.	Growfast Securities & Credit Limited	Viraj Aggarwal
6.	Wow Investments	Amit Goyal
7.	Raj Paul Narang & Sons	Raj Paul Narang
8.	Mytash Financial Advisors Pvt. Ltd	Ritesh Suneja
9.	Goshar Infra Projects Pvt. Ltd.	Karan Goshar
10.	GAR Infroproject Pvt. Ltd.	Anand Kumar Tiwari
11.	Hypotenuse Investment	Sumant Nathani
12.	Uday Ventures	Priyesh Singhania

13. The proposed time frame within which the Preferential Issue shall be completed:

The allotment of warrants shall be completed within 15 (Fifteen) days from the date of passing of the resolution by the members or within 15 days from the date of receipt of all requisite approvals from regulatory authorities/ bodies, whichever is later.

14. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares and Equity Warrants and including the conversion thereof into Equity Shares of the Company.

15. Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable

16. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018



17. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	Akshay Chhabra	Promoter	Promoter
2.	Tano Investment Opportunities Fund	Non-promoter	Non-promoter
3.	Meenakshi	Non-promoter	Non-promoter
4.	Ajay Murdia	Non-promoter	Non-promoter
5.	Kushaal Saraf	Non-promoter	Non-promoter
6.	Adiraju Rajendra Prasad	Non-promoter	Non-promoter
7.	Chhatisgarh Investments Limited	Non-promoter	Non-promoter
8.	NVS Brokerage Private Limited	Non-promoter	Non-promoter
9.	NVS Corporate Consultancy Services Pvt. Ltd.	Non-promoter	Non-promoter
10.	Rajshri Karwa	Non-promoter	Non-promoter
11.	Sarveswar Reddy Sanivarapu	Non-promoter	Non-promoter
12.	Shyam Sunder Baheti	Non-promoter	Non-promoter
13.	Growfast Securities & Credit Limited	Non-promoter	Non-promoter
14.	Wow Investments	Non-promoter	Non-promoter
15.	Dilip Parikh	Non-promoter	Non-promoter
16.	Nadir Ardeshir Modi	Non-promoter	Non-promoter
17.	Nawaz Singhania	Non-promoter	Non-promoter
18.	Pradip Surana	Non-promoter	Non-promoter
19.	Raj Paul Narang & Sons	Non-promoter	Non-promoter
20.	Rajat Arora	Non-promoter	Non-promoter
21.	Sanjay Kumar	Non-promoter	Non-promoter
22.	Srilakshmi Vemulapalli	Non-promoter	Non-promoter
23.	Sureshchand Jain	Non-promoter	Non-promoter
24.	Veena Dudeja	Non-promoter	Non-promoter
25.	Vikas Gupta	Non-promoter	Non-promoter
26.	Akash Tapadia	Non-promoter	Non-promoter
27.	Kavish Aggarwal	Non-promoter	Non-promoter
28.	Mamta Kukreja	Non-promoter	Non-promoter
29.	Mytash Financial Advisors Pvt. Ltd	Non-promoter	Non-promoter
30.	Nirmal Kumar Agarwal	Non-promoter	Non-promoter
31.	Poonam Tapadia	Non-promoter	Non-promoter
32.	Sunita Garg	Non-promoter	Non-promoter
33.	Vishnu Bhagwan Garg	Non-promoter	Non-promoter
34.	Gautam Patel	Non-promoter	Non-promoter

35.	Goshar Infra Projects Pvt. Ltd.	Non-promoter	Non-promoter
36.	Jagatsinh Thakor	Non-promoter	Non-promoter
37.	Krishna Kabra	Non-promoter	Non-promoter
38.	Kshma Shah	Non-promoter	Non-promoter
39.	Nalin Shah	Non-promoter	Non-promoter
40.	Parishma Jain	Non-promoter	Non-promoter
41.	Prem Kumar Bajaj	Non-promoter	Non-promoter
42.	Rushil Khakhar	Non-promoter	Non-promoter
43.	Sangeeta Venkatraman	Non-promoter	Non-promoter
44.	Sharad Goel	Non-promoter	Non-promoter
45.	Sharada Kovuri	Non-promoter	Non-promoter
46.	Subbarami Reddy Oruganti	Non-promoter	Non-promoter
47.	Vemulapalli Raghu	Non-promoter	Non-promoter
48.	Dipak Raheja	Non-promoter	Non-promoter
49.	GAR Infroproject Pvt. Ltd.	Non-promoter	Non-promoter
50.	Hypotenuse Investment	Non-promoter	Non-promoter
51.	Mukesh Kumar Jain	Non-promoter	Non-promoter
52.	Swati Agarwal	Non-promoter	Non-promoter
53.	Uday Ventures	Non-promoter	Non-promoter
54.	Anahaita Nalin Shah	Non-promoter	Non-promoter
55.	Jesal Shah	Non-promoter	Non-promoter
56.	Nedunuri Padma	Non-promoter	Non-promoter
57.	Nishita Asawa	Non-promoter	Non-promoter
58.	Saloni Shah	Non-promoter	Non-promoter
59.	Siddhi Bhandari	Non-promoter	Non-promoter
60.	Yagavandla Bharathi	Non-promoter	Non-promoter

61. 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:

Sr. No.	Name of the Allottee	No of Equity shares allotted	Issue Price (In Rupees)
1	Akshay Chhabra	6,00,000	16.47
2	Devang K Shah HUF	1,85,000	16.47
3	Sahil J Jindal	3,10,000	16.47
4	Sandhya Anil Dedhia	7,00,000	16.47
5	Helium Traders Private Limited	2,50,000	16.47
6	Tanay Bheda	1,56,000	16.47
7	Karishma Jignesh Desai	1,60,000	16.47
8	Vikas R Mehta Huf	15,17,911	16.47
9	Juhi Shreyans Shah	3,00,000	16.47
10	Kalpesh Manji Patel	10,00,000	16.47
11	Dharmendra Manji Patel	10,00,000	16.47
12	Shanti Properties	10,00,000	16.47
13	Dinesh Kumar Tiwari	2,00,000	16.47



62. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

63. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees (“Mentioned in Point No.8 of the explanatory Statement/Proposed Allottee”) shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

64. Practicing Company Secretary’s Certificate:

The certificate from Mr. Mihen Halani, Practicing Company Secretary, having his office at A-Wing, 501L, Jaswanti Allied Business Centre, Ramchandra Lane, Next to Khwaish Presidency, Malad (West), Mumbai-400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company (www.1point1.com).

65. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

66. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;



- c. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.
- i. The valuation report from an independent registered valuer, Binal B. Darji, in terms of Regulation 166A of the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company (<http://www.1point1.com>)

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allots convertible warrants as specifically described in the resolutions set out at Item Nos. 5 of this Notice.

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 the Item Nos. 5 in the accompanying notice for approval by the Members.

Other than Mr. Akshay Chhabra, Managing Director of the Company, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.



Annexure 'I'

(P: promoter, NP: non-promoter)

Sr. No	Name of the Proposed Allottee	Class	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
			No. of Shares	% of Share holding		No. of Shares	% of Share holding
1	Akshay Chhabra	P	7,55,02,710	38.63	50,00,000	8,05,02,710	34.56
2	Tano Investment Opportunities Fund	NP	0	-	1,30,00,000	1,30,00,000	5.58
3	Meenakshi	NP	0	-	30,00,000	30,00,000	1.29
4	Ajay Murdia	NP	0	-	15,00,000	15,00,000	0.64
5	Kushaal Saraf	NP	0	-	10,00,000	10,00,000	0.43
6	Adiraju Rajendra Prasad	NP	0	-	5,00,000	5,00,000	0.21
7	Chhatisgarh Investments Limited	NP	0	-	5,00,000	5,00,000	0.21
8	NVS Brokerage Private Limited	NP	0	-	5,00,000	5,00,000	0.21
9	NVS Corporate Consultancy Services Pvt. Ltd.	NP	0	-	5,00,000	5,00,000	0.21
10	Rajshri Karwa	NP	0	-	5,00,000	5,00,000	0.21
11	Sarveswar Reddy Sanivarapu	NP	0	-	5,00,000	5,00,000	0.21
12	Shyam Sunder Baheti	NP	0	-	5,00,000	5,00,000	0.21
13	Growfast Securities & Credit Limited	NP	0	-	4,00,000	4,00,000	0.17
14	Wow Investments	NP	0	-	4,00,000	4,00,000	0.17
15	Dilip Parikh	NP	0	-	3,00,000	3,00,000	0.13
16	Nadir Ardeshir Modi	NP	0	-	3,00,000	3,00,000	0.13
17	Nawaz Singhanian	NP	0	-	3,00,000	3,00,000	0.13
18	Pradip Surana	NP	0	-	3,00,000	3,00,000	0.13
19	Raj Paul Narang & Sons	NP	0	-	3,00,000	3,00,000	0.13
20	Rajat Arora	NP	0	-	3,00,000	3,00,000	0.13
21	Sanjay Kumar	NP	0	-	3,00,000	3,00,000	0.13
22	Srilakshmi Vemulapalli	NP	0	-	3,00,000	3,00,000	0.13
23	Sureshchand Jain	NP	0	-	3,00,000	3,00,000	0.13
24	Veena Dudeja	NP	0	-	3,00,000	3,00,000	0.13



25	Vikas Gupta	NP	0	-	3,00,000	3,00,000	0.13
26	Akash Tapadia	NP	0	-	2,50,000	2,50,000	0.11
27	Kavish Aggarwal	NP	0	-	2,50,000	2,50,000	0.11
28	Mamta Kukreja	NP	0	-	2,50,000	2,50,000	0.11
29	Mytash Financial Advisors Pvt. Ltd	NP	0	-	2,50,000	2,50,000	0.11
30	Nirmal Kumar Agarwal	NP	0	-	2,50,000	2,50,000	0.11
31	Poonam Tapadia	NP	0	-	2,50,000	2,50,000	0.11
32	Sunita Garg	NP	0	-	2,50,000	2,50,000	0.11
33	Vishnu Bhagwan Garg	NP	0	-	2,50,000	2,50,000	0.11
34	Gautam Patel	NP	0	-	2,00,000	2,00,000	0.09
35	Goshar Infra Projects Pvt. Ltd.	NP	0	-	2,00,000	2,00,000	0.09
36	Jagatsinh Thakor	NP	0	-	2,00,000	2,00,000	0.09
37	Krishna Kabra	NP	0	-	2,00,000	2,00,000	0.09
38	Kshma Shah	NP	0	-	2,00,000	2,00,000	0.09
39	Nalin Shah	NP	0	-	2,00,000	2,00,000	0.09
40	Parishma Jain	NP	0	-	2,00,000	2,00,000	0.09
41	Prem Kumar Bajaj	NP	0	-	2,00,000	2,00,000	0.09
42	Rushil Khakhar	NP	0	-	2,00,000	2,00,000	0.09
43	Sangeeta Venkatraman	NP	0	-	2,00,000	2,00,000	0.09
44	Sharad Goel	NP	0	-	2,00,000	2,00,000	0.09
45	Sharada Kovuri	NP	0	-	2,00,000	2,00,000	0.09
46	Subbarami Reddy Oruganti	NP	0	-	2,00,000	2,00,000	0.09
47	Vemulapalli Raghu	NP	0	-	2,00,000	2,00,000	0.09
48	Dipak Raheja	NP	0	-	1,50,000	1,50,000	0.06
49	GAR Infroproject Pvt. Ltd.	NP	0	-	1,50,000	1,50,000	0.06
50	Hypotenuse Investment	NP	0	-	1,50,000	1,50,000	0.06
51	Mukesh Kumar Jain	NP	0	-	1,50,000	1,50,000	0.06
52	Swati Agarwal	NP	0	-	1,50,000	1,50,000	0.06
53	Uday Ventures	NP	0	-	1,50,000	1,50,000	0.06
54	Anahaita Nalin Shah	NP	0	-	1,00,000	1,00,000	0.04
55	Jesal Shah	NP	0	-	1,00,000	1,00,000	0.04
56	Nedunuri Padma	NP	0	-	1,00,000	1,00,000	0.04
57	Nishita Asawa	NP	0	-	1,00,000	1,00,000	0.04
58	Saloni Shah	NP	0	-	1,00,000	1,00,000	0.04
59	Siddhi Bhandari	NP	1,737	0.001	1,00,000	1,01,737	0.04
60	Yagavandla Bharathi	NP	0	-	1,00,000	1,00,000	0.04



ANNEXURE 'II':

Sr No	Category	Pre-Issue Shareholding (as on June 30, 2023)		Shareholding Post Preferential Issue and Conversion of warrants.	
		No. of Shares held	% to total share capital	No. of Shares held *	% to total share capital * (assuming full conversion of Warrants)
A	PROMOTER GROUP				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	7,62,31,335	39.01	8,12,31,335	34.87
	Body Corporate	5,62,50,000	28.78	5,62,50,000	24.15
	Sub-Total	13,24,81,335	67.79	13,74,81,335	59.0
2.	Foreign Promoters	0	0	0	0
	Sub-Total - A	13,24,81,335	67.79	13,74,81,335	59.0
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Foreign Institutional Investors				
	Financial Institutions / Banks/FPI	27,38,236	1.40	1,47,38,236	6.33
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
	Sub-Total	27,38,236	1.40	1,47,38,236	6.33
2	Non-Institutional Investors				
	Individuals	4,38,64,088	22.44	5,98,64,088	25.70
	Others	1,63,54,761	8.37	2,08,54,761	8.95
	Sub-Total	6,29,57,085	32.21	9,54,57,085	40.98
	GRAND TOTAL	19,54,38,420	100.00	23,29,38,420	100

*the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said warrants will be exercised / converted into Equity Shares. However, if any, Warrants are not subscribed or exercised, the figures will change accordingly.



ITEM NO. 6:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:

- making loans to any person or other bodies corporate;
- to deploy the surplus funds arising out of the preferential issue of warrants by way of investment in Mutual Funds/ Bank Deposits/Intercorporate Deposits or such liquid investment opportunities pending use of funds for object for which it is raised for; and
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
 - 60% of the paid-up share capital and free reserves and securities premium account;
or
 - 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of not exceeding Rs. 500 Crore.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

The Board recommends passing the Special Resolution set out in Item No. 6 for the approval of members.



ANNEXURE A

DETAILS OF DIRECTOR SEEKING APPOINTMENT /RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE PROVISIONS OF (I) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND (II) SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2'), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND ARE PROVIDED HEREIN BELOW:

1.	Name of Director	Rushabh Vyas	Shalini Pritamdasani
2.	DIN	06775913	00073508
3.	Category	Non - Executive Independent	Non - Executive
4.	DOB	30/07/1990	10/03/1972
5.	AGE	33	51
6.	Nationality	Indian	Indian
7.	Date of first appointment on the Board	11 th August 2023	31 st March 2022
8.	Relationship with Directors, Manager and KMP	NA	Sister of Akshay Chhabra
9.	Qualification	Chartered Accountant	Bachelor of Science
10.	Expertise in Specific Area	Accounts and Finance	Marketing
11.	Detail of Board Meetings attended	0	6
12.	Term and Condition of Re appointment along with Remuneration	Non - Executive Independent	Non - Executive
13.	Remuneration last drawn	Nil	Nil
14.	Membership of Committee of One Point One Solutions Limited	Nil	Nomination and Remuneration Committee Stakeholders Relationship Committee
15.	List of Directorship held in other Companies (excluding foreign, private & Section 8 Company.)	Nil	Nil
16.	Membership/Chairmanship of Committee across other public Companies	Nil	Nil
17.	No of Shares held in the Company	Nil	Nil



ANNEXURE B

STATEMENT CONTAINING INFORMATION AS REQUIRED TO BE ATTACHED TO THE NOTICE AS PRESCRIBED UNDER SECTION II OF PART II TO SCHEDULE V TO THE ACT (W.R.T. PAYMENT OF REMUNERATION IN THE EVENT OF INADEQUACY OR ABSENCE OF PROFITS IN ANY FINANCIAL YEAR DURING THE TERM OF APPOINTMENT OF THE MANAGING DIRECTOR & WHOLE-TIME DIRECTOR):

I	General Information	Mr. Akshay Chhabra	
1.	Nature of industry	Business Process Management Services	
2.	Date or expected date of commencement of commercial production:	Not Applicable - the Company has already commenced its operations.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable (The Company is an existing Company)	
4.	Financial performance based on given indicators as per audited financial results for the year ended March 31, 2023:	Particular	INR (Amt. in Rs Lakhs)
		Gross Turnover & Other Income	14419.86
		Net Profit (loss) as per Statement of Profit and Loss (After Tax)	876.31
5.	Foreign investments or collaborations, if any:	Not Applicable	
II.	Information about the appointee	Refer Profile Section as per Stated Above	
1.	Background details:		
2.	Past remuneration:	Rs. 67 lakh paid for FY 2022-23	
3.	Recognition or awards:	-	
4.	Job profile and her suitability	Considering his qualification, industry expertise and experience, Mr. Akshay Chhabra is suitable for duties and responsibilities to be discharged as Managing Director of the Company.	
5.	Remuneration proposed:	As per the Resolution No. 4 of the Notice read with Explanatory Statement.	



6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Since, Mr. Akshay Chhabra has successfully proved his expertise in very effective manner, handled the responsibility shouldered to him very effectively and drove the Company towards the growth over the period of time, the remuneration paid to Mr. Akshay Chhabra is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Mr. Akshay Chhabra has no pecuniary relation with the Key Managerial Personnel of the Company
III	Other Information: Reasons of loss or inadequate profits:	Business of Company is Impacted due slowdown caused by post pandemic effect.
2.	Steps taken or proposed to be taken for improvement:	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms:	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.
IV.	Disclosures	As required under Para B of Section II of Part II of Schedule V of the Act, requisite disclosures have been included in the Corporate Governance Report.

By order of Board of Director

For One Point One Solutions Limited

Sd/-

Pritesh Sonawane

Company Secretary and Compliance Officer

Place: Navi Mumbai

Date: 24th August, 2023

Reg. Office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703, Maharashtra, India



Shareholders' Detail updation cum-consent form

To,
The Board of Directors,
International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra.

I/ We the member(s) of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.	:	DP – ID	:	Client ID	:
Name of the Registered Holder (1 st)					
Name of the joint holder(s)					
Registered Address					
Pin:					
Mobile Nos. (to be registered)					
E-mail Id (to be registered)					
Bank Account detail					
Name of the Bank					
Account Number					
Address of the Branch					
IFSC Code					
MICR Code					

Signature of the member(s)*

* Signature of all the members is required in case of joint holding.



**Form No. SH-13
Nomination Form**

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Board of Directors,
One Point One Solutions Limited
International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra.

I / We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____
Address: _____

Name of the Security Holder(s) _____
Signatures: _____
Witness with name and address: _____



INSTRUCTIONS:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favor of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialized, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
14. For shares held in dematerialized mode nomination is required to be filed with the Depository Participant in their prescribed form.