

EXTRA-ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that pursuant to Section 100 read with Section 108 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read together with the Companies (**Management and Administration**) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 (**SEBI Listing Regulations**), Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued by the Ministry of Corporate Affairs (**MCA**) (**hereinafter collectively referred to as the MCA Circulars**), SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 07 October, 2023 (**collectively SEBI Circulars**) issued by the Securities and Exchange Board of India (SEBI) and subject to other applicable laws, rules and regulations, if any, including any statutory modification or re-enactment thereof for the time being in force, an **Extra-Ordinary General Meeting (EOGM) of the Members of M/s. One Point One Solutions Limited** (CIN: **L74900MH2008PLC182869**), will be held on Thursday, July 18, 2024, at 11:30 A.M. (**IST**) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) deemed to be held at the at the Corporate office of the Company situated at C-42, TTC Industrial Area, MIDC, Village Pawane, Navi Mumbai 400 705, shall be deemed as the venue for the Meeting and the proceedings of the EOGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

1. To increase the Authorized Share Capital of the Company and consequential Alteration in the Capital Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), modification(s) thereto or re-enactment(s) thereof) for the time being in force), and the Rules framed thereunder, Articles of Association and Memorandum of Association and approval of the Board of Directors of the Company; the consent of the Shareholders be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing INR 50,00,00,000 (Indian Rupees Fifty Crore only) divided into 25,00,00,000 (Twenty five Crores) equity shares of INR 2/- (Indian Rupees Two Only) each to INR 70,00,00,000 (Indian Rupees Seventy Crores only) divided into 35,00,00,000 (Thirty-Five Crore) equity shares of INR. 2/- (Indian Rupees Two Only) each ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read along with Rules framed thereunder and approval of the Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded, to alter Clause V of the Memorandum of Association of the Company by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised share capital of the company is Rs. 70,00,00,000 (Indian Rupees Seventy Crores) divided into 35,00,00,000 (Thirty-Five Crore) equity shares of Rs. 2/- each [Indian Rupees two only] each.

RESOLVED FURTHER THAT for the purpose of effectuating the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”.

2. To offer and issue Equity Shares and Equity Warrants on a Preferential Basis to certain identified promoter and non-promoter persons and other matters related thereto:

ONE POINT ONE SOLUTIONS LIMITED

(Formerly known as One Point One Solutions Pvt. Limited)

Corporate Office: C-42, TTC Industrial Area, MIDC, Village Pawane, Navi Mumbai, Maharashtra- 400 705.

T. 022 6687 3800 F. 022 6687 3889 CIN: L74900MH2008PLC182869 website: www.1point1.in E: pritesh.sonawane@1point1.in

Reg. Office: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.
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To consider and, if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), circulars, notifications issued by Ministry of Corporate Affairs (**“MCA”**) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the Foreign Exchange and Management Act, 1999 (**“FEMA”**) and rules, regulations, notifications, circulars directions issued by the Reserve Bank of India, if any and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**“SAST Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), as in force and other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Securities and Exchange Board of India (**“SEBI”**), National Stock Exchange of India Limited (**“NSE”**) and/ or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors on behalf of the Company, to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 3,75,94,502 equity shares and 1,67,85,714 equity warrants convertible and exchangeable into equivalent number of equity shares of the Company, for cash consideration, at a minimum issue price of INR. 56/- (Indian Rupees Fifty-Six Only) [including a premium of INR. 54/- (Indian Rupees Fifty-Four Only)] per share and per warrant (including the warrant subscription price and warrant exercise price); aggregating to INR. 3,04,52,92,096/- (Indian Rupees Three Hundred Four Crore Fifty-Two Lakhs Ninety-Two Thousand and Ninety-Six only), which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in its absolute discretion in accordance with ICDR Regulations; to the following certain identified promoter and non-promoter persons (**“the Investors”**):

Sr. No.	Name of the proposed allottees	Category of proposed allottees	Type of Security	Number of Equity Shares	Number of Equity Warrants	Outcome of the subscription of Equity Shares/ Investment amount (INR) (Approx.)	Outcome of the subscription Equity Warrants/ Investment amount (INR) (Approx.)
1	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-Promoter & (FPI Category-1)	Equity Shares	52,50,000	Nil	29,40,00,000	Nil
2	Ebisu Global Opportunities Fund Limited	Non-Promoter & (FPI Category-1)	Equity Shares	49,75,000	Nil	27,86,00,000	Nil
3	COEUS GLOBAL OPPORTUNITIES FUND	Non-Promoter & Collective Investment	Equity Shares	49,25,000	Nil	27,58,00,000	Nil

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		Scheme (FPI Category-1)					
4	FORBES EMF	Non-Promoter & Collective Investment Fund (FPI Category-1)	Equity Shares	48,50,000	Nil	27,16,00,000	Nil
5	LC Pharos Multi Strategy Fund SF1	Non-Promoter & Foreign Body Corporate	Equity Shares	44,64,285	Nil	24,99,99,960	Nil
6	OVATA EQUITY STRATEGIES MASTER FUND	Non-Promoter & Foreign Portfolio Investor (Corporate)	Equity Shares and Equity Warrants	26,78,571	17,85,714	14,99,99,976	9,99,99,984
7	IEGFL - MULTI OPPORTUNITY	Non-Promoter & Foreign Portfolio Investor	Equity Shares	23,21,429	Nil	13,00,00,000	Nil
8	DEVANSH TRADEMARAT LLP	Non-Promoter & Limited Liability Partnership	Equity Shares	17,85,714	Nil	9,99,99,984	Nil
9	Ashok Popatlal Shah	Non promoter & Individual	Equity Shares	9,00,000	Nil	5,04,00,000	Nil
10	Anant Aggarwal	Non promoter & Individual	Equity Shares	9,00,000	Nil	5,04,00,000	Nil
11	Yuvraj Shah	Non promoter & Individual	Equity Shares	6,00,000	Nil	3,36,00,000	Nil
12	VIKASA India EIF I Fund - EMERGING GIANTS FUND	Non-Promoter & Foreign Portfolio Investor	Equity Shares	5,38,140	Nil	3,01,35,840	Nil
13	Suresh Bhatia	Non promoter & Individual	Equity Shares	5,36,000	Nil	3,00,16,000	Nil
14	Pitam Goel	Non-promoter & Individual	Equity Shares	5,00,000		2,80,00,000	Nil
15	Benani Capital Scheme 1	Non-Promoter & Category-III	Equity Shares	2,67,860	Nil	1,50,00,160	Nil

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		Alternative Investment Fund					
16	VPK Global Ventures Fund - Scheme 1	Non-Promoter & Category III Alternative Investment Fund	Equity Shares	2,67,860	Nil	1,50,00,160	Nil
17	Raj Yogesh Patel	Non promoter & Individual	Equity Shares	2,40,000	Nil	1,34,40,000	Nil
18	Virti Mullen Shah	Non promoter & Individual	Equity Shares	2,00,000	Nil	1,12,00,000	Nil
19	K B Kapadia	Non promoter & Individual	Equity Shares	2,00,000	Nil	1,12,00,000	Nil
20	Chitra Kumar	Non promoter & Individual	Equity Shares	2,00,000	Nil	1,12,00,000	Nil
21	Himanshu Rajendra shah	Non promoter & Individual	Equity Shares	2,00,000	Nil	1,12,00,000	Nil
22	Viral Pravinkumar Parikh	Non promoter & Individual	Equity Shares	2,00,000	Nil	1,12,00,000	Nil
23	Aban Marketing & Exports Private Limited	Non promoter & Body Corporate	Equity Shares	1,80,000	Nil	1,00,80,000	Nil
24	Bharat Mohan Vardhan	Non promoter & Individual	Equity Shares	1,35,000	Nil	75,60,000	Nil
25	Devanshi Mihir Shah	Non promoter & Individual	Equity Shares	1,35,000	Nil	75,60,000	Nil
26	Vinod Sethi	Non promoter & Individual	Equity Shares	1,00,000	Nil	56,00,000	Nil
27	Scale and Grow Innovations LLP	Non-Promoter & Limited Liability Partnership	Equity Shares	44,643	Nil	25,00,008	Nil
28.	Akshay Chhabra	promoter & Individual	Equity Warrants	Nil	1,50,00,000	Nil	84,00,00,000
TOTAL				3,75,94,502	1,67,85,714	2,10,52,92,112	93,99,99,984

RESOLVED FURTHER THAT the minimum price of the Equity shares and warrants so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the

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explanatory statement attached and as determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("Preferential Issue of Equity Shares and Warrants")

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the '**Relevant Date**' for the purpose of calculating the price for the Preferential Issue of Equity Shares and Warrants be and is hereby fixed as **Tuesday, June 18, 2024**, which is 30 days prior to the date of EGM for passing of the Special Resolution by the Shareholders of the Company.

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

- a) The consideration for allotment of Equity Shares and Warrants shall be paid to the Company from the bank account of the Proposed Allottees.
- b) The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- c) The equity shares shall be allotted by the Company to the Investors in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Shareholders or within 15 days of receipt of in-principle approval whichever is later **and** tenure of the equity warrants for conversion shall be 18 months from the date of allotment and allotment of the said equity shares pursuant to conversion of warrants shall be completed within 15 days from the date of such exercise of option to convert the said warrants into equity by the warrant holder in the dematerialised form.
- d) The entire cash consideration with respect to equity shares shall be paid by the proposed allottee of equity shares at the time of allotment **and** an amount equivalent to at least 25% of the warrant price shall be payable at the time of subscription and allotment of each warrant and the balance 75% of the warrant price shall be payable by the warrant holder against each warrant at the time of allotment Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- e) The Equity Shares and Warrants to be offered, issued, and allotted pursuant to the said issue and further equity shares allotted pursuant to conversion of warrants shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on NSE subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The equity shares and equity warrant holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the warrant holders.
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Shareholder, allot the corresponding number of Equity Shares in dematerialized form.
- h) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- i) The Equity Shares to be issued and allotted **and** Equity Shares to be allotted on exercise of the Warrants pursuant to this resolution shall be subject to provisions of articles and memorandum of association of the Company and shall be fully paid up and rank Pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the

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Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and addresses of the investors be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares and Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account in a Scheduled Bank.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Equity shares, warrants, and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis); 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, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares and Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or any other officer(s) of the Company to do all such acts, deeds and things as may be necessary to effectuate the aforesaid resolution including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution .”

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

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board

For One Point One Solutions Limited

Sd/-

Pritesh Sonawane

Company Secretary & Compliance Officer

Membership No.: ACS 34943

Place: Navi Mumbai

Date: June 26, 2024

Registered Office:

T-762, Tower - 7, 6th Floor, International Infotech Park, Vashi, Thane, Vashi, Maharashtra, India, 400703.

Corporate Office:

C 42 MIDC Pawane Village Near Savita Chemicals, Turbhe, Navi Mumbai, Maharashtra, India, 400705.

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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, No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening this Extra-Ordinary General Meeting (the EOGM / 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, 2022, and January 5, 2023, October 07, 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 (“Act”) a member entitled to attend and vote at the EOGM 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. Since this EOGM is being held pursuant to the MCA Circulars and SEBI 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 this EOGM and hence the Proxy Form, Attendance Slip and route map of the EOGM are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EOGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinisers@mmjc.in with a copy marked to the NSDL at evoting@nsdl.com and to the company at pritesh.sonawane@1point1.in.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice convening the EOGM of the Company along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EOGM will also be available on the Company’s website <https://www.1point1.com/>, websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com, and on the website of NSDL www.evoting.nsdl.com
6. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EOGM.
7. Members seeking any information with regard to any matter to be placed at the EOGM are requested to write to the Company on or before July 15, 2024, through email on <https://www.1point1.com/>. The same will be replied by the Company suitably.
8. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the EOGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the EOGM and the members can also join after the commencement of the EOGM till the expiry of 30 minutes after such scheduled time by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (“NSDL”) e-voting website at www.evoting.nsdl.com.

The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel’s, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

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10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") for the shares are held in electronic form.
11. 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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, login details for e-voting will be sent on the registered email address.
 - b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or has not updated the Bank Account mandate, the following instructions are to be followed:
 - i. Kindly login to the website of the RTA, namely, M/s Link Intime India Private Limited, fill in the details and upload the required documents and submit. OR
 - ii. 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.
 12. Alternatively, Members may send an e-mail request to the email id: pritesh.sonawane@1point1.in along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy, and Client Master copy in case of the electronic folio and copy of the share certificate in the case of the physical folio.
 13. Members seeking any information with regard to any matter to be placed at the EOGM are requested to write to the Company through an email id: pritesh.sonawane@1point1.in.
1. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of questions and a number of speakers depending upon the availability of time, for the smooth conduct of the EOGM. The Company has also provided the facility to the Members to ask questions to the panellist via active chat board during the EOGM and the same would be responded to by the Company appropriately.
 2. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by M/s National Securities Depository Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address/email id of the Company.
 3. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
 4. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's RTAs website. Members are requested to submit the said form to their respective DPs for the shares are held in electronic form.

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Reg. Office: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.
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5. Pursuant to MCA Circulars, a designated email address i.e., has been created by the company so that the Members can convey their vote when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the Extra-Ordinary General Meeting of the Company by electronic means through E-voting facility provided by NSDL.
7. Mr. Saurabh Agarwal (Membership No.: F9290) and in his absence Mr. Omkar Dindorkar (Membership No.: A43029) and of M/s. MMJB & Associates LLP, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman or any other person authorised by the Chairman of the Company.
8. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at and on the website of the company <https://www.1point1.com/> immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to NSE.

9. Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EOGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EOGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by NSDL.

The voting period begins on Monday, July 15, 2024, 09:00 A.M. (IST) and ends on Wednesday, July 17, 2024, 05:00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e., Thursday July 11, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-the voting process.

10. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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11. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast votes for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at <https://www.1point1.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at <https://www.nseindia.com/>. The EOGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e., www.evotingindia.com.
13. Members who has already casted their vote by remote e-Voting prior to the EOGM, will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again on such resolution(s) for which the Members has already casted the vote through remote e-Voting.
14. Members of the Company holding shares as on the cut-off date of Thursday July 11, 2024, may cast their vote by remote e-Voting. The remote e-Voting period commences on F Monday, July 15, 2024, 09:00 A.M. (IST) and ends on Wednesday, July 17, 2024, 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday July 11, 2024.
15. The instructions for shareholders for e-voting and joining virtual meetings are as under:

The Members will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EOGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

Members may join the EOGM through laptops, smartphones, tablets, and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members who would like to express their views/ ask questions as a Speaker at the EOGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to pritesh.sonawane@1point1 in till Monday, July 15, 2024 5:00 p.m. (IST).

Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

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Any person who acquired shares and become Members of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date i.e., Thursday July 11, 2024, may obtain the login ID and password by sending a request to Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Thursday July 11, 2024, may follow steps mentioned in the Notice of the EOGM under “Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the EOGM Notice.

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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EOGM/AGM will be provided by NSDL.

EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021, 19/2021 dated 8th December 2021, 21/2021, dated 14th December, 2021, 10/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, July 15, 2024, at 09:00 A.M. and ends on Wednesday, July 17, 2024, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday July 11, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday July 11, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to 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 in order to access e-Voting facility.





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

Type of shareholders	Login Method
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 i.e., NSDL and you will

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	<p>be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

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	<p>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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

<ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i> 4. Your User ID details are given below:

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Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

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How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhijeet Gunjal, Deputy Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <https://www.1point1.com/>. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EOGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM/AGM through VC/OAVM 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 system in the EOGM/AGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM/AGM. However, they will not be eligible to vote at the EOGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pritesh.sonawane@1point1.in The same will be replied by the company suitably.

By Order of the Board

For One Point One Solutions Limited

Sd/-

Pritesh Sonawane
Company Secretary & Compliance Officer
Membership No.: ACS 34943

Registered Office:

T-762, Tower - 7, 6th Floor, International Infotech Park, Vashi, Thane, Vashi, Maharashtra, India, 400703.

Corporate Office:

C 42 MIDC Pawane Village Near Savita Chemicals, Turbhe, Navi Mumbai, Maharashtra, India, 400705.

Place: Navi Mumbai

Date: June 26, 2024

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EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013 ("Act")]

Item no. 01:

To Increase the Authorized Share Capital of the Company and Consequential Alteration in the Capital Clause of the Memorandum of Association:

The shareholders are hereby informed that in order meet to working capital requirement, general corporate purpose, repayment of loan (other than the loan taken from promoter/promoter group entities), Refurbishment of our existing Infrastructure Facility (as and when required), Investment in technology by development of new software's/solutions/platforms, Inorganic growth of the Company (directly or through layer of subsidiary/ies), including issue expenses there is a need for the infusion of additional funds has been identified.

Accordingly, there is a need to broad base the capital structure of the Company as currently the Authorized Share Capital of the Company is INR. 50,00,00,000/- (Indian Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five Crore) Equity Shares of INR. 2/- (Indian Rupee Two only) each.

Therefore, it is proposed to increase the existing authorized share capital of the Company from INR. 50,00,00,000/- (Indian Rupees Fifty Crores Only) to INR. 70,00,00,000/- (Indian Rupees Seventy Crores Only).

Consequently, the capital clause of the memorandum of association of the Company (MOA) is required to be altered as mentioned below to effectuate the change of authorized share capital from INR. 50,00,00,000/- (Indian Rupees Fifty Crores Only) to Rs. 70,00,00,000/- (Indian Rupees Seventy Crores Only):

V. The Authorised share capital of the company is Rs. 70,00,00,000 (Indian Rupees Seventy Crores) divided into 35,00,00,000 (Thirty-Five Crore) equity shares of Rs. 2/- each [Indian Rupees two only] each.

Now, since pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013 a Company can alter its MOA in its general meeting to increase the authorized share capital of the Company, the said agenda item is being placed before the shareholders of the Company for their approval. The Board had approved the said agenda at their meeting held on Wednesday, June 26, 2024.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 of this Notice except to the extent of their shareholding and directorship in the Company, if any.

The Board of Directors recommends the passing of the Ordinary Resolutions as set out in item no. 1 of this Notice for approval by the Shareholders.

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Item no. 02:

To offer and issue 3,75,94,502 Equity Shares and 1,67,85,714 Equity Warrants on a Preferential Basis to certain identified promoter and non-promoter persons and other matters related thereto:

The shareholders are hereby informed that in order to meet to working capital requirement, general corporate purpose, repayment of loan (other than the loan taken from promoter/promoter group entities), Refurbishment of our existing Infrastructure Facility (as and when required), Investment in technology by development of new software’s/solutions/platforms, Inorganic growth of the Company (directly or through layer of subsidiary/ies), including issue expenses there is a need for the infusion of additional funds has been identified.

In this regard the Board of Directors at their meeting held on Wednesday June 26, 2024, after exploring various options have approved the proposal of raising funds for an amount up to INR. 3,04,52,92,096 /- (Indian Rupees Three Hundred Four Crore Fifty-Two Lakhs Ninety-Two Thousand and Ninety-Six only), and approved the preferential allotment of securities through private placement to the proposed investors by way of issue of 3,75,94,502 (Three Crores Seventy-Five Lakhs Ninety-Four Thousand Five Hundred and two) equity shares and 1,67,85,714 (One Crore Sixty-Seven Lakhs Eighty-Five Thousand Seven hundred and Fourteen) equity warrants convertible into equivalent number of equity shares of the Company, for cash consideration, at an issue price of INR 56/- (Indian Rupees Fifty-Six only) [including a premium of INR. 54/- (Indian Rupees Fifty-Four)] per share and warrant, aggregating to INR. INR. 3,04,52,92,096 /- (Indian Rupees Three Hundred Four Crore Fifty-Two Lakhs Ninety-Two Thousand and Ninety-Six only) which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations to the following certain identified promoter and non-promoter persons (“the Investors”):

Sr. No.	Name of the Investor	Category of Investor	Type of Security	Number of Security
1	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non- Promoter & (FPI Category-1)	Equity Shares	52,50,000
2	Ebisu Global Opportunities Fund Limited	Non-Promoter & (FPI Category-1)	Equity Shares	49,75,000
3	COEUS GLOBAL OPPORTUNITIES FUND	Non-Promoter & Collective Investment Scheme (FPI Category-1)	Equity Shares	49,25,000
4	FORBES EMF	Non-Promoter & Collective Investment Fund (FPI Category-1)	Equity Shares	48,50,000
5	LC Pharos Multi Strategy Fund SF1	Non-Promoter & Foreign Body Corporate	Equity Shares	44,64,285
6	OVATA EQUITY STRATEGIES MASTER FUND	Non- Promoter & Foreign Portfolio Investor (Corporate)	Equity Shares & Equity Warrants	Equity Shares: 26,78,571 & Equity Warrants: 17, 85,714
7	IEGFL - MULTI OPPORTUNITY	Non-Promoter & Foreign Portfolio Investor	Equity Shares	23,21,429
8	DEVANSH TRADEMARAT LLP	Non- Promoter & Limited Liability Partnership	Equity Shares	17,85,714
9	Ashok Popatlal Shah	Non promoter & Individual	Equity Shares	9,00,000
10	Anant Aggarwal	Non promoter & Individual	Equity Shares	9,00,000
11	Yuvraj Shah	Non promoter & Individual	Equity Shares	6,00,000
12	VIKASA India EIF I Fund - EMERGING GIANTS FUND	Non-Promoter & Foreign Portfolio Investor	Equity Shares	5,38,140
13	Suresh Bhatia	Non promoter & Individual	Equity Shares	5,36,000
14	Pitam Goel	Non-promoter & Individual	Equity Shares	5,00,000
15	Benani Capital Scheme 1	Non-Promoter & Category-III	Equity Shares	2,67,860

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		Alternative Investment Fund		
16	VPK Global Ventures Fund - Scheme 1	Non-Promoter & Category III Alternative Investment Fund	Equity Shares	2,67,860
17	Raj Yogesh Patel	Non promoter & Individual	Equity Shares	2,40,000
18	Virti Mullen Shah	Non promoter & Individual	Equity Shares	2,00,000
19	K B Kapadia	Non promoter & Individual	Equity Shares	2,00,000
20	Chitra Kumar	Non promoter & Individual	Equity Shares	2,00,000
21	Himanshu Rajendra shah	Non promoter & Individual	Equity Shares	2,00,000
22	Viral Pravinkumar Parikh	Non promoter & Individual	Equity Shares	2,00,000
23	Aban Marketing & Exports Private Limited	Non promoter & Body Corporate	Equity Shares	1,80,000
24	Bharat Mohan Vardhan	Non promoter & Individual	Equity Shares	1,35,000
25	Devanshi Mihir Shah	Non promoter & Individual	Equity Shares	1,35,000
26	Vinod Sethi	Non promoter & Individual	Equity Shares	1,00,000
27	Scale and Grow Innovations LLP	Non-Promoter & Limited Liability Partnership	Equity Shares	44,643
28	Akshay Chhabra	promoter & Individual	Equity Warrants	1,50,00,000
TOTAL				Equity Shares: 3,75,94,502 Warrants: 1,67,85,714

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the equity shares and warrant on a preferential basis through private placement and hence the said agenda is being placed before the shareholders of the Company for their approval. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the promoter will increase as per details given herein below.

Salient features of the preferential issue of Equity Shares and preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Shares and Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder.

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

1. Objects of the preferential issue:

The company shall utilized 75% towards working capital requirement, repayment of loan (other than the loan taken from promoter/promoter group entities), Refurbishment of our existing Infrastructure Facility (as and when required), Investment in technology by development of new software's/solutions/platforms, Inorganic growth of the Company (directly or through layer of subsidiary/ies), including issue expenses there is a need for the infusion of additional funds has been identified.

The amount stated in general corporate purpose will not exceed 25% of the proceeds of the issue of Preferential Issue.

Accordingly, the Issue proceeds will be utilized towards the objects as mentioned above in the following proportion:

Particulars	Amount	Timeline
Working Capital Requirement	95,50,00,000	25,00,00,000 by March 31, 2025, and 70,50,00,000 by March 31, 2027
General Corporate Purposes	58,50,73,021	March 31, 2025

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Fund raising cost*	17,55,21,906	March 31, 2025
Repayment of Loan (other than the loan taken from promoter/ promoter group entities)	7,00,00,000	March 31, 2025
Refurbishment of our existing Infrastructure Facility (as and when required)	10,00,00,000	March 31, 2026
Investment in technology by development of new softwares/ solutions/ platforms	10,00,00,000	March 31, 2026
Inorganic growth of the Company (directly or through subsidiary/ies) by way of acquiring business or entities in the same industry	1,05,96,97,169	March 31, 2026
Total	3,04,52,92,096	

*(brokerage fees to be paid to the service provider who is assisting in raising the funds)

Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account maintained with a scheduled Bank.

2. Kind and maximum number of securities offered and the price at which security is being offered: up to 3,75,94,502 (Three Crores Seventy-Five Lakhs Ninety-Four Thousand Five Hundred and two) equity shares and 1,67,85,714 (One Crore Sixty-Seven Lakhs Eighty-Five Thousand Seven hundred and fourteen) equity warrants having face value of INR 2/- (Indian Rupees Two Only) each and a premium of INR 54/- (Indian Rupees Fifty-Four Only)

3. Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer: None of the promoters except Akshay Chhabra is going to subscribe the offer. Only Mr. Akshay Chhabra promoter of the company is going to subscribe the equity warrants upto 1,50,00,000.

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

Sr. No.	Category	Pre-Issue No. of Shares (A)	% (B)	No. of Equity Shares / Warrants to be Allotted (C)*	Post Issue No. of Shares D= (A+C)#	% (E)#
A	Promoters and Promoter Group Holding:					
1	Indian:					
	Individual/HUF	7,62,32,339	35.6912	1,50,00,000	9,62,32,339	33.8586
	Bodies Corporate	5,62,50,000	26.3357	-	5,62,50,000	20.9900
	Sub Total	13,24,82,339	62.0269	1,50,00,000	15,24,82,339	53.6497
2	Foreign Promoters	-	-	-	-	-

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	Sub Total (A)	13,24,82,339	62.0269	1,50,00,000	15,24,82,339	53.6497
B.	Public Holding:					
1	Institution:					
a)	Institutional Investors	-	-	-	-	-
b)	Alternative Investment Funds	13,00,000	0.6086	23,21,434	36,21,434	1.2742
c)	Foreign Portfolio Investor	67,56,006	3.1631	2,55,38,140	4,27,94,146	15.0568
d)	Foreign Bodies Corporate	-	-	44,64,285	44,64,285	1.5707
2	Non-Institution:					
a)	Individuals	5,39,08,64	25.2395	50,46,000	5,97,04,624	21.0066
b)	Indian Bodies Corporate/LLP	90,24,827	4.2253	1,80,000	92,04,827	3.2386
c)	NRI (Repatriable) NRI (non-Repatriable)	45,72,868	2.1410	-	45,72,868	1.6089
d)	HUF	37,24,322	1.7437	-	37,24,322	1.3104
e)	Directors	749	0.0004	-	749	0.0003
f)	Trust	1,000	0.0005	-	1,000	0.0004
g)	Others (LLP & Clearing member)	18,17,685	0.8510	18,30,357	36,48,042	1.2835
	Sub Total (B)	8,11,06,081	37.9731	3,93,80,216	13,17,36,297	46.3503
	TOTAL (A+B)	21,35,88,420	100.0000	5,43,80,216	28,42,18,636	100.000

#Assuming full subscription of equity shares and full conversion of equity warrants including the equity warrants issued previously.

* The Equity shares and Warrants to be allotted through this issue has been considered in this column.

5. Timeframe within which the issue or allotment shall be completed: As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution or within 15 days from the date of receipt of In-principle approval, whichever is later.

Equity Warrants shall be allotted within a period of fifteen (15) days from the date of passing of this resolution or within 15 days from the date of receipt of In-principle approval, whichever is later and in the future within 15 days of exercise of option for conversion of equity warrants into equity after the payment of remaining 75%.

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

Sr. No.	Name of the Investor	Category of Investor	Beneficial Owner	Percentage of pre preferential	Percentage (%) of Post preferential
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				offer capital that may be held by the allottee*	offer capital that may be held by the allottee*
1	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non- Promoter & (FPI Category-1)	Issam Ali Baqer	Nil	1.95918
2	Ebisu Global Opportunities Fund Limited	Non-Promoter & (FPI Category-1)	Nitin Singhal	Nil	1.85656
3	COEUS GLOBAL OPPORTUNITIES FUND	Non-Promoter & Collective Investment Scheme (FPI Category-1)	LI HOY CHOO LI KIM FOR	Nil	1.83790
4	FORBES EMF	Non-Promoter & Collective Investment Fund (FPI Category-1)	LI HOY CHOO LI KIM FOR	Nil	1.80991
5	LC Pharos Multi Strategy Fund SF1	Non-Promoter & Foreign Body Corporate	TANG KAR WAI	Nil	1.66597
6	OVATA EQUITY STRATEGIES MASTER FUND	Non- Promoter & Foreign Portfolio Investor (Corporate)	No Natural person is UBO	Nil	1.66597
7	IEGFL - MULTI OPPORTUNITY	Non-Promoter & Foreign Portfolio Investor	1. Pratap Sondhi & Renu Pratap Sondhi 2. Vesselina Shaleva Daswani	0.63908	1.37569
8	DEVANSH TRADEMARAT LLP	Non- Promoter & Limited Liability Partnership	1. Mr. Vivek Kumar Jain 2. Mrs. Nandita Jain 3. Mr. Devansh Jain	Nil	0.66639
9	Ashok Popatlal Shah	Non promoter & Individual	Not Applicable	Nil	0.33586
10	Anant Aggarwal	Non promoter & Individual	Not Applicable	Nil	0.33586
11	Yuvraj Shah	Non promoter & Individual	Not Applicable	Nil	0.22391
12	VIKASA India EIF I Fund - EMERGING GIANTS FUND	Non-Promoter & Foreign Portfolio Investor	1. Mark Andrew Rankin 2. Dorsey Randall Buttram JR 3. Roshen Pujari	Nil	0.20082
13	Suresh Bhatia	Non promoter & Individual	Not Applicable	Nil	0.20002
14	Pitam Goel	Non-promoter & Individual	Not Applicable	Nil	0.18659
15	Benani Capital Scheme 1	Non-Promoter & Category-III Alternative Investment Fund	1. Paras Benani 2. Jitendra Benani 3. Rina Benani	Nil	0.09996
16	VPK Global Ventures Fund - Scheme 1	Non-Promoter & Category III Alternative Investment Fund	Chetan Pankajbhai Kotak	Nil	0.09996

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17	Raj Yogesh Patel	Non promoter & Individual	Not Applicable	0.00056	0.09001
18	Virti Mulen Shah	Non promoter & Individual	Not Applicable	Nil	0.07464
19	K B Kapadia	Non promoter & Individual	Not Applicable	Nil	0.07464
20	Chitra Kumar	Non promoter & Individual	Not Applicable	Nil	0.07464
21	Himanshu Rajendra shah	Non promoter & Individual	Not Applicable	Nil	0.07464
22	Viral Pravinkumar Parikh	Non promoter & Individual	Not Applicable	Nil	0.07464
23	Aban Marketing & Exports Private Limited	Non promoter & Body Corporate	Deepa Rejji Abraham	Nil	0.06717
24	Bharat Mohan Vardhan	Non promoter & Individual	Not Applicable	Nil	0.05038
25	Devanshi Mihir Shah	Non promoter & Individual	Not Applicable	Nil	0.05038
26	Vinod Sethi	Non promoter & Individual	Not Applicable	Nil	0.03732
27	Scale and Grow Innovations LLP	Non-Promoter & Limited Liability Partnership	1. Abhay Chawla 2. Ashish Bhatia	Nil	0.01666
28	Akshay Chhabra	promoter & Individual	Not Applicable	35.35010	35.63989

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

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

8. The percentage of post preferential issue capital that may be held by allottee:

Sr. No.	Name of the Investor	Post Percentage held (%) *
1	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	1.95918
2	Ebisu Global Opportunities Fund Limited	1.85656
3	COEUS GLOBAL OPPORTUNITIES FUND	1.83790
4	FORBES EMF	1.80991
5	LC Pharos Multi Strategy Fund SF1	1.66597
6	OVATA EQUITY STRATEGIES MASTER FUND	1.66597
7	IEGFL - MULTI OPPORTUNITY	1.37569
8	DEVANSH TRADEMARAT LLP	0.66639
9	Ashok Popatlal Shah	0.33586
10	Anant Aggarwal	0.33586
11	Yuvraj Shah	0.22391
12	VIKASA India EIF I Fund - EMERGING GIANTS FUND	0.20082
13	Suresh Bhatia	0.20002
14	Pitam Goel	0.18659
15	Benani Capital Scheme 1	0.09996
16	VPK Global Ventures Fund - Scheme 1	0.09996
17	Raj Yogesh Patel	0.09001
18	Virti Mulen Shah	0.07464

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19	K B Kapadia	0.07464
20	Chitra Kumar	0.07464
21	Himanshu Rajendra shah	0.07464
22	Viral Pravinkumar Parikh	0.07464
23	Aban Marketing & Exports Private Limited	0.06717
24	Bharat Mohan Vardhan	0.05038
25	Devanshi Mihir Shah	0.05038
26	Vinod Sethi	0.03732
27	Scale and Grow Innovations LLP	0.01666
28	Akshay Chhabra	35.63989

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

9. Change in control, if any, in the issuer consequent to the preferential issue: There is no change in control in the Company. Promoters and promoter group of the company will remain the same.

10. Undertaking for Re-computation of Issue Price: The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so.

11. Undertaking that if the amount payable on account of the re-computation of price is not paid: The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s).

12. Disclosures under Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: Neither the Company, nor any of its directors or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. The proposed preferential issue is not being made to any person who shares land border with India.

13. The current and the proposed status of the allottees(s) post the preferential issue: As mentioned in “Annexure A”

14. Practicing Company Secretary’s Certificate: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the Practicing Company Secretary of the Company, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. A copy of the certificate is also available for inspection by the Members of the Company at the Registered Office of the Company on any working days, between 9:00 A.M. to 5: 00 P.M. up to the date of EOGM and it is also uploaded at the website of the Company at weblink <https://www.1point1.com/> .

15. The date of Passing Board Resolution for approving Preferential Issue: Wednesday, June 26, 2024.

16. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (‘NSE’). Equity Shares are frequently traded and accordingly the trading volume of the shares of the Company on NSE has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares and Warrants will be issued at a price of 56.00per Equity Share / Equity Warrant which is more than the higher of the following:

(a) ‘55.71’ per Share – being the 90 trading days’ volume weighted average price of the Company’s shares quoted on the NSE preceding the Relevant Date; or

(b) ‘55.51’ per Share – being the 10 trading days’ volume weighted average prices of the Company’s shares quoted on the NSE preceding the Relevant Date;

(c) ‘55.71’ per share being the price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company at <https://www.1point1.com/> .

17. Name and address of Valuer who performed valuation:

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Mumbai. Gurgaon. Indore. Bangalore

Name: Suman Kumar Verma

IBBI Registered No.: IBBI/RV/05/2019/12376

Address: RZ-26P/205E, Lane No. 10, Indra Park, Palam Colony, New Delhi-110045, India.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

19. The amount which the Company intends to raise by way of issue: up to approximately INR. 3,04,52,92,096 /- (Indian Rupees Three Hundred Four Crore Fifty-Two Lakhs Ninety-Two Thousand and Ninety-Six only) (assuming exercise of rights attached to all Warrants).

20. Material terms of issue of Equity Shares and Equity Warrants:

(a) Equity Shares:

100% of the issue price shall be payable on application. The Equity Shares including the equity shares to be issued and allotted upon exercise of right attached to the Warrants shall be fully paid up at the time of allotment and be allotted in dematerialized form only. The said equity shares shall rank pari passu in all respects with the then existing equity shares of the Company. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.

(b) Equity Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant, 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 so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of ` 10 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the right attached to Warrant(s). The amount paid against Warrants shall be adjusted /appropriated against the Issue Price for the resultant equity share(s).
- (iii) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The Warrants themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company.
- (v) As may be required/deemed appropriate, the Company shall apply for the listing and trading approvals for the Equity Shares allotted and Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (ICDR) Regulations and SEBI (LODR) Regulations and all other applicable laws, rules, and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- (vi) The Equity Shares to be allotted on 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 respects including dividend and voting rights with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- (viii) The Warrant holders shall be entitled to all future corporate actions including but not limited to the issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holders.

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

The Equity Shares are being offered to the following: -

Sr. No.	Name of the Investor	Class/Classes of proposed	No. of Equity	No. of Equity Warrants	Percentage of capital held	Percentage of post preferential offer
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		allottee(s)	Shares		before the preferential issue by the allottee	capital that may be held by the allottee*
1	North Star Opportunities Fund VCC- Bull Value Incorporated VCC Sub-Fund	Non-Promoter & (FPI Category-1)	52,50,000	Nil	Nil	1.95918
2	Ebisu Global Opportunities Fund Limited	Non-Promoter & (FPI Category-1)	49,75,000	Nil	Nil	1.85656
3	COEUS GLOBAL OPPORTUNITIES FUND	Non-Promoter & Collective Investment Scheme (FPI Category-1)	49,25,000	Nil	Nil	1.83790
4	FORBES EMF	Non-Promoter & Collective Investment Fund (FPI Category-1)	48,50,000	Nil	Nil	1.80991
5	LC Pharos Multi Strategy Fund SF1	Non-Promoter & Foreign Body Corporate	44,64,285	Nil	Nil	1.66597
6	OVATA EQUITY STRATEGIES MASTER FUND	Non-Promoter & Foreign Portfolio Investor (Corporate)	26,78,571	17,85,714	Nil	1.66597
7	IEGFL - MULTI OPPORTUNITY	Non-Promoter & Foreign Portfolio Investor	23,21,429	Nil	0.63908	1.37569
8	DEVANSH TRADEMARAT LLP	Non-Promoter & Limited Liability Partnership	17,85,714	Nil	Nil	0.66639
9	Ashok Popatlal Shah	Non promoter & Individual	9,00,000	Nil	Nil	0.33586
10	Anant Aggarwal	Non promoter & Individual	9,00,000	Nil	Nil	0.33586
11	Yuvraj Shah	Non promoter & Individual	6,00,000	Nil	Nil	0.22391
12	VIKASA India EIF I Fund - EMERGING GIANTS FUND	Non-Promoter & Foreign Portfolio Investor	5,38,140	Nil	Nil	0.20082
13	Suresh Bhatia	Non promoter & Individual	5,36,000	Nil	Nil	0.20002
14	Pitam Goel	Non-promoter & Individual	5,00,000	Nil	Nil	0.18659

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15	Benani Capital Scheme 1	Non-Promoter & Category-III Alternative Investment Fund	2,67,860	Nil	Nil	0.09996
16	VPK Global Ventures Fund - Scheme 1	Non-Promoter & Category III Alternative Investment Fund	2,67,860	Nil	Nil	0.09996
17	Raj Yogesh Patel	Non promoter & Individual	2,40,000	1200	0.00056	0.09001
18	Virti Mulen Shah	Non promoter & Individual	2,00,000	Nil	Nil	0.07464
19	K B Kapadia	Non promoter & Individual	2,00,000	Nil	Nil	0.07464
20	Chitra Kumar	Non promoter & Individual	2,00,000	Nil	Nil	0.07464
21	Himanshu Rajendra shah	Non promoter & Individual	2,00,000	Nil	Nil	0.07464
22	Viral Pravinkumar Parikh	Non promoter & Individual	2,00,000	Nil	Nil	0.07464
23	Aban Marketing & Exports Private Limited	Non promoter & Body Corporate	1,80,000	Nil	Nil	0.06717
24	Bharat Mohan Vardhan	Non promoter & Individual	1,35,000	Nil	Nil	0.05038
25	Devanshi Mihir Shah	Non promoter & Individual	1,35,000	Nil	Nil	0.05038
26	Vinod Sethi	Non promoter & Individual	1,00,000	Nil	Nil	0.03732
27	Scale and Grow Innovations LLP	Non-Promoter & Limited Liability Partnership	44,643	Nil	Nil	0.01666
28	Akshay Chhabra	promoter & Individual	-	1,50,00,000	35.35010	35.63989

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

Sr. No.	Particulars	Date of Allotment	No. of securities allotted	No. of Persons	Price
1.	Preferential Issue of Equity Shares	April 20, 2023	73,78,911	13	INR 16.47
2	Preferential Allotment of Equity Warrants	October 27, 2023	3,44,00,000*	57	INR 28.32/-
3.	Conversion of Equity Warrants into shares	December 01, 2023	1,10,09,933		INR 28.32/-
4	Conversion of Equity Warrants into shares	December 15, 2023	47,40,066		INR 28.32/-
5	Conversion of Equity Warrants into shares	December 30, 2023	2,00,001		INR 28.32/-
6	Conversion of Equity Warrants into	January 19, 2024	17,50,000		INR 28.32/-

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	shares				
7	Conversion of Equity Warrants into shares	February 06, 2024	4,50,000		INR 28.32/-

*The Equity Warrants allotted has been converted into equity shares from December 01, 2023 to February 06, 2024

23. Principal terms of assets charged as securities: Not Applicable

24. Relevant Date: The 'Relevant Date' for determining the issue price of the Equity Share is Tuesday, June 18, 2024, being 30 working days prior to the Extra-Ordinary General Meeting i.e., Thursday, July 18, 2024.

25. Lock-in: The Equity Shares, Warrants issued, and the Equity Shares being allotted pursuant to exercise of warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

26. Other relevant details:

The Investors have not sold / transferred any Equity Shares during the 90 trading days preceding the Relevant Date (June 18, 2024).

Post allotment, pursuant to preferential issue of Equity Shares and equity warrants (assuming full conversion), there will be an increase in paid-up equity share capital by Rs. 10,87,60,432 (Rupees Ten Crore Eighty-Seven Lakhs Sixty Thousand Four Hundred and Thirty-Two Only) and there will be an increase in securities premium by Rs. 2,93,65,31,664 /- (Rupees Two Hundred and Ninety-Three Crores Sixty-Five Lakhs Thirty-One Thousand Six Hundred Sixty-Four Only).

The issue of the aforesaid equity shares and equity warrants will be within the limits of the authorized share capital, which is proposed to be increased in agenda no. 01 of this notice. The Board of Directors believes that the proposed issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolution as set out in Item No. 2 in the accompanying notice for approval by the Shareholders.

None of the Directors, Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution apart from the extent of their shareholding & directorship in the Company and their subscription in the aforesaid issue.

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ANNEXURE A TO THE EXPLANATORY STATEMENT

Name of the Investor	Pre-Issue Shareholding	% of Shareholding (Pre-Issue)	Category / Status of Investor (Pre-Issue)	Post Issue Shareholding	% of shareholding (Post Issue)	Category / Status of Investor (Post -Issue)
North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Nil	Nil	Non- Promoter & (FPI Category-1)	52,50,000	1.95918	Non- Promoter & (FPI Category-1)
Ebisu Global Opportunities Fund Limited	Nil	Nil	Non-Promoter & (FPI Category-1)	49,75,000	1.85656	Non-Promoter & (FPI Category-1)
COEUS GLOBAL OPPORTUNITIES FUND	Nil	Nil	Non-Promoter & Collective Investment Scheme (FPI Category-1)	49,25,000	1.83790	Non-Promoter & Collective Investment Scheme (FPI Category-1)
FORBES EMF	Nil	Nil	Non-Promoter & Collective Investment Fund (FPI Category-1)	48,50,000	1.80991	Non-Promoter & Collective Investment Fund (FPI Category-1)
LC Pharos Multi Strategy Fund SF1	Nil	Nil	Non-Promoter & Foreign Body Corporate	44,64,285	1.66597	Non-Promoter & Foreign Body Corporate
OVATA EQUITY STRATEGIES MASTER FUND	Nil	Nil	Non- Promoter & Foreign Portfolio Investor (Corporate)	44,64,285	1.66597	Non- Promoter & Foreign Portfolio Investor (Corporate)
IEGFL - MULTI OPPORTUNITY	13,65,000	0.63908	Non-Promoter & Foreign Portfolio Investor	36,86,429	1.37569	Non-Promoter & Foreign Portfolio Investor
DEVANSH TRADEMARAT LLP	Nil	Nil	Non- Promoter & Limited Liability Partnership	17,85,714	0.66639	Non- Promoter & Limited Liability Partnership

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Ashok Popatlal Shah	Nil	Nil	Non promoter & Individual	9,00,000	0.33586	Non promoter & Individual
Anant Aggarwal	Nil	Nil	Non promoter & Individual	9,00,000	0.33586	Non promoter & Individual
Yuvraj Shah	Nil	Nil	Non promoter & Individual	6,00,000	0.22391	Non promoter & Individual
VIKASA India EIF I Fund - EMERGING GIANTS FUND	Nil	Nil	Non-Promoter & Foreign Portfolio Investor	5,38,140	0.20082	Non-Promoter & Foreign Portfolio Investor
Suresh Bhatia	Nil	Nil	Non promoter & Individual	5,36,000	0.20002	Non promoter & Individual
Pitam Goel	Nil	Nil	Non-promoter & Individual	5,00,000	0.18659	Non-promoter & Individual
Benani Capital Scheme 1	Nil	Nil	Non-Promoter & Category-III Alternative Investment Fund	2,67,860	0.09996	Non-Promoter & Category-III Alternative Investment Fund
VPK Global Ventures Fund - Scheme 1	Nil	Nil	Non-Promoter & Category III Alternative Investment Fund	2,67,860	0.09996	Non-Promoter & Category III Alternative Investment Fund
Raj Yogesh Patel	1,200	0.00056	Non promoter & Individual	2,41,200	0.09001	Non promoter & Individual
Virti Mullen Shah	Nil	Nil	Non promoter & Individual	2,00,000	0.07464	Non promoter & Individual
K B Kapadia	Nil	Nil	Non promoter & Individual	2,00,000	0.07464	Non promoter & Individual
Chitra Kumar	Nil	Nil	Non promoter & Individual	2,00,000	0.07464	Non promoter & Individual
Himanshu Rajendra shah	Nil	Nil	Non promoter & Individual	2,00,000	0.07464	Non promoter & Individual
Viral Pravinkumar Parikh	Nil	Nil	Non promoter & Individual	2,00,000	0.07464	Non promoter & Individual
Aban Marketing &	Nil	Nil	Non promoter & Body Corporate	1,80,000	0.06717	Non promoter & Body Corporate

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Exports Private Limited						
Bharat Mohan Vardhan	Nil	Nil	Non promoter & Individual	1,35,000	0.05038	Non promoter & Individual
Devanshi Mihir Shah	Nil	Nil	Non promoter & Individual	1,35,000	0.05038	Non promoter & Individual
Vinod Sethi	Nil	Nil	Non promoter & Individual	1,00,000	0.03732	Non promoter & Individual
Scale and Grow Innovations LLP	Nil	Nil	Non-Promoter & Limited Liability Partnership	44,643	0.01666	Non-Promoter & Limited Liability Partnership
Akshay Chhabra	7,55,03,714	35.35010	promoter & Individual	9,05,03,714	35.63989	promoter & Individual

Note: Assuming full subscription of equity shares and full conversion of equity warrants.

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