

28th September 2024

To,
The Manager
Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza Bandra Kurla Complex
Bandra (East) Mumbai 400 051

SECURITY CODE: ONEPOINT

Sub.: Minutes of the 16th Annual General Meeting (AGM) of One Point One Solutions Ltd.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Minutes of the 16th Annual General Meeting (AGM) of the Company held on Thursday, 26th September 2024, at 11:00 a.m., through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

You are requested to take the above information on record.

For **One Point One Solutions Limited**



Pritesh Sonawane
Company Secretary & Compliance Officer
Place: Mumbai
ACS: 34943

Encl: As above

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

Reg. Off: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.
Mumbai. Gurgaon. Indore. Bangalore

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ONE POINT ONE SOLUTIONS LIMITED HELD ON THURSDAY, 26th SEPTEMBER 2024 AT 11:00 AM THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

PRESENT:

Mr. Akshay Chhabra	Chairman and Managing Director and Shareholder
Mr. Akashanand Karnik	Whole-time Director and Shareholder
Mr. Rushabh Vyas	Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Mr. Chandrasekher Yerramalli	Independent Director and Chairman of Stakeholders Relationship Committee
Mr. Arjun Bhatia	Independent Director
Mrs. Shalini Pritamdasani	Non-executive Director and Representative of Tech Worldwide Support Private Limited

IN ATTENDANCE:

Mr. Pritesh Sonawane	Company Secretary
Mr. Sunil Kumar Jha	Chief Financial Officer
Mr. Sunil Mahajan	Representative of M/s. SIGMAC & Co., Statutory Auditors
Mr. Abhishek Gupta	Representative of M/s. MMJB and Associates LLP., Secretarial Auditors
Mr. Karan Soni	Representative of M/s. MMJB and Associates LLP., Scrutiniser for the Annual General Meeting

CHAIRMAN:

Mr. Akshay Chhabra, Chairman occupied the Chair and presided over the meeting.

MEMBERS PRESENT:

The meeting was attended by 45 Shareholders in person through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

QUORUM:

After ascertaining that the requisite members were present, Chairman called meeting to the order.

WELCOME ADDRESS:

Chairman welcomed all the Shareholders and Special Invitees to the 16th Annual General Meeting (AGM). He further informed that the company is holding this meeting through Video Conference (“VC”) and Other Audio Visual Means (“OAVM”) in compliance with the directions issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

Thereafter he authorised Mr. Pritesh Sonawane – Company Secretary of the Company to take further proceedings of the meeting. Mr. Pritesh Sonawane introduced all board members on video conference. He then informed to the members that:

- The company had provided an opportunity to shareholder to become speaker at this AGM by registering their name as speaker shareholder. Further, the company has not received any speaker shareholder registration for this Annual General Meeting.
- The company has received letter of representation from Tech Worldwide Support Pvt. Ltd along with Board Resolution appointing an authorised representative under section 113 of the

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Companies Act 2013, in respect of 5,62,50,000 equity shares representing to 25.75% of total paid up equity capital of the Company.

- Since there is no physical attendance of members, the requirement of appointing proxies is not applicable.
- Since the meeting being held through Video Conference (“VC”) / Other Audio Visual Means there will be no requirement of Proposer and Secunder for the resolution. Further there will be no voting by show of hand or through Ballot form.
- The voting on all resolutions moved before this annual general meeting is either through remote e-voting or e-voting at this Annual General Meeting.
- In compliance with the provisions of the Companies Act, 2013, I hereby inform you that the Statutory Registers are available and this will remain accessible to members electronically for inspection if they so desire.
- The Annual Report for the financial year 2023-24 along with the Notice convening the 16th Annual General Meeting of the Company has already been sent to shareholders and with your permission, I take the Notice as read.
- In compliance with the provisions of the Companies Act, 2013, the Company had provided to its members, the facility to exercise their right to vote on the business items to be transacted at the Annual General Meeting by electronic means, from Monday, 23rd September 2024 to Wednesday, 25th September 2024, in proportion to their shareholding.
- Member who have not voted earlier through remote E-voting can cast the vote during the course of meeting through e-voting.
- The Company has appointed M/s. MMJB and Associates LLP., Practicing Company Secretaries as the Scrutinizer for scrutinizing the remote E-voting and E-voting at meeting process in a fair and transparent manner.
- He further added that the Auditors Report for the financial year ended 31st March, 2024 did not have any qualifications or observations and in terms of the provisions of Section 145 of the Companies Act, 2013, the same was not required to be read & with the concurrence of the members, the same was taken as read.

He then proceeded with the business to be transacted at the meeting.

ORDINARY RESOLUTIONS:

RESOLUTION 1: ADOPTION OF CONSOLIDATED AND STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024:

“**RESOLVED THAT** the consolidated and standalone audited financial statements for the year financial ended 31st March, 2024 together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

RESOLUTION 2: RE-APPOINTMENT OF MRS. SHALINI PRITAMDASANI (DIN: 00073508) AS A DIRECTOR WHO RETIRES BY ROTATION:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mrs. Shalini Pritamdasani (DIN: 00073508), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

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SPECIAL RESOLUTIONS:

RESOLUTION 3: APPROVAL FOR THE PAYMENT OF REMUNERATION TO MR. AKSHAY CHHABRA (DIN: 00958197) - CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Akshay Chhabra (DIN: 00958197), Chairman and Managing Director of the Company for 3 years w.e.f. 1st June 2024 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on 15th May 2024 and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akshay Chhabra, Chairman and Managing Director for 3 years w.e.f. 1st June 2024 is subject to the condition that:

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

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

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

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RESOLUTION 4: APPROVAL FOR THE PAYMENT OF REMUNERATION TO MR. AKASHANAND KARNIK (DIN: 07060993) – WHOLE-TIME DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Akashanand Karnik (DIN: 07060993), Whole-time Director of the Company for 3 years w.e.f. 1st June 2024 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on 15th May 2024 and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akashanand Karnik, Whole-time Director for 3 years w.e.f. 1st June 2024 is subject to the condition that:

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

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

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

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RESOLUTION 5: APPROVAL FOR THE INVESTMENTS IN ANY BODY CORPORATE AND LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS:

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

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

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

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

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms,

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

He further informed to the members that E-voting panel will be kept open for next 30 minutes and requested all the members who had not casted their vote through remote E-voting to cast the vote during next 30 minutes through E-voting platform provided for this 16th Annual General Meeting. He further added that the Results of the e-voting will be placed on the website of the Company, www.1point1.com and also on the websites of National Stock Exchange of India Ltd (NSE) and Central Depository Services Limited, within 2 working days.

Mr. Pritesh Sonawane proposed a vote of thanks to the Chair Thereafter he thanked all shareholders and directors for joining the 16th annual general meeting through video conferencing.

The Chairman declared the meeting as closed at 11:30 a.m. subject to completion of the procedures connected with the e-voting at AGM and declaration of the result.

For **One Point One Solutions Limited**



Akshay Chhabra
Chairman and Managing Director
DIN: 00958197
Date of Signing: 28th September 2024
Date of entry: 28th September 2024
Place: Mumbai

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