

To,

1st September 2020

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

SECURITY CODE: ONEPOINT

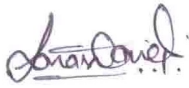
Sub.: Minutes of the 12th Annual General Meeting (AGM) of the Company held on Monday, 31st August 2020, at 10:00 a.m., through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir/Madam,

Please find enclosed herewith Minutes of the Twelfth Annual General Meeting (AGM) of the Company held on Monday, 31st August 2020, at 10:00 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 and compliance officer
ACS: 34943

Encl: As above

ONE POINT ONE SOLUTIONS LIMITED

(Formerly Known as One Point One Solutions Private Limited)

Corporate Office: C 42, TTC Industrial Area, MIDC, Village Pawane, Navi Mumbai – 400705

T. 022 6687 3800 F. 022 6687 3889 CIN. L74900MH2008PLC182869 www.1point1.in

Registered Office: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai -400703.

Mumbai, Gurgaon, Indore, Bangalore

MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ONE POINT ONE SOLUTIONS LIMITED HELD ON MONDAY, 31ST AUGUST 2020 AT 10:00 AM THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”).

PRESENT:

MR. AKSHAY CHHABRA	Chairman, Managing Director & Member
MR. AKASHANAND ARUN KARNIK	Whole-time Director & Member & Authorised Representative of Tech Worldwide Support Private Limited
MR. BHARAT DIGHE	Independent Director & Chairman of Audit Committee & Nomination and Remuneration Committee
MRS. NEYHAA CHHABRA	Non-executive Director and Member
MR. CHANDRASEKHER YERRAMALLI	Independent Director & Chairman of Stakeholders Relationship Committee

IN ATTENDANCE:

Mr. Pritesh Sonawane - Company Secretary
Mr. Sunil Kumar Jha - Chief Financial Officer
Mr. Vinod Kumar Jain - Representative of M/s. Vinod Kumar Jain & Co., Statutory Auditors
Ms. Prachi Vaidya – Representative of M/s. *Makarand M Joshi & Co.*, Secretarial Auditors

CHAIRMAN:

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

MEMBERS PRESENT:

The meeting was attended by 19 Shareholders in person.

QUORUM:

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

WELCOME ADDRESS:

Chairman welcomed all the Shareholders and Special Invitees to the 12th Annual General Meeting (AGM). He further informed that due to the spread of coronavirus and social distancing norms we are for the first time holding this meeting through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) this is 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. Akashanand Karnik- Whole-time Director of the Company to take further proceedings of the meeting. Mr. Akashanand Karnik 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.

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- 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 Companies Act 2013, in respect of 75,00,000 equity shares representing to 29.91% of 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 Seconder 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 along with the Notice convening the 12th Annual General Meeting of the Company has already been sent to all 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 28th to 30th August, 2020, 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. Makarand M. Joshi and Company, 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, 2020 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, 2020:

“**RESOLVED THAT** the consolidated and standalone audited financial statements for the year financial ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

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RESOLUTION 2: RE-APPOINTMENT OF MRS. NEYHAA CHHABRA (DIN: 02804687) AS A DIRECTOR WHO RETIRES BY ROTATION:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013, Mrs. Neyhaa Chhabra (DIN: 02804687), 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.”

SPECIAL RESOLUTIONS:

RESOLUTION 3: TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. AKSHAY CHHABRA - 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, Chairman and Managing Director of the Company for a further period of 2 (Two) years of his tenure w.e.f. 01 April, 2019 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akshay Chhabra, Chairman and Managing Director for a period of 2 (Two) years w.e.f. 01 April, 2019 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.

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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.”

RESOLUTION 4: TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. AKASHANAND KARNIK, 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, Whole time Director of the Company for a further period of 2 (Two) years of his tenure w.e.f. 01 April, 2019 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akashanand Karnik, Whole time Director for a period of 2 (Two) years w.e.f. 01 April, 2019 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. Akashanand Karnik, Whole time 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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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 12th Annual General Meeting. He further added that the Results of the e-voting will be placed on the website of the Company, www.1point1.in and also on the websites of National Stock Exchange of India Ltd (NSE) and Central Depository Services Limited, within 2 working days.

VOTE OF THANKS:

Mr. Akshanand Karnik proposed a vote of thanks to the Chair Thereafter he thanked all shareholders and directors for joining the 12th annual general meeting through video conferencing.

The Chairman declared the meeting as closed at 10:45 a.m. subject to completion of the procedures connected with the e-voting at AGM and declaration of the result.

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197
Place: Mumbai
Date: 1st September 2020

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