

1POINT1

One Point One Solutions Limited

(Formerly One Point One Solutions Private Limited)

CIN: L74900MH2008PLC182869

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

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

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

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of One Point One Solutions Limited will be held on Monday, 31st August, 2020, at 10:00 a.m., through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and adopt the Consolidated and Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditor's thereon.

2. Appointment of Director:

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

SPECIAL BUSINESS:

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

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.

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."

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.”

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

**Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 7th August 2020
Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 7th August 2020 considered that the special business under Item Nos. 3 and 4 being considered unavoidable, be transacted at the 12th AGM of the Company.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinisers@mmjc.in with copies marked to the Company at pritesh.sonawane@1point1.in and to its RTA at instameet@linkintime.co.in
5. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, the log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

 - a. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - b. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.1point1.in websites of the Stock Exchanges BSE Limited at www.nseindia.com and website of RTA www.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the

Registrar and Share Transfer Agent.

9. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to pritesh.sonawane@1point1.in.
10. Members of the Company holding shares either in physical form or in Dematerialised forms as on cut-off date i.e. 24th August 2020 will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 25th August 2020 to Monday, 31st August 2020 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

Instructions for e-voting and joining the Annual General Meeting are as follows:

13. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Link Intime India Private Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the 12th AGM through VC/OAVM Facility and e-Voting during the 12th AGM.
- b. The Board of Directors of the Company has appointed Mrs. Kumudini Bhalerao, Practicing Company Secretary (FCS: 6667; CP: 6690) as Scrutinizer to scrutinize the remote e-voting and E-voting at meeting process in a fair and transparent manner and he/she has communicated his/her willingness to be appointed and will be available for same purpose.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 24th August 2020.

Instruction for Shareholders/ Members for remote e-voting Facility:

- a) The remote e-voting period begins on Friday, 28th August, 2020 at 10.00 a.m. and ends on Sunday, 30th August, 2020 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 24th August 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- b) A person who is not a Member as on the cut-off date should treat this Notice of 12th AGM for information purpose only.
- c) The Company has engaged the services of CDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- d) The procedure to be followed by the members for e-voting is explained as follows:

Step 1: Log-in to CDSL e-voting system at <https://www.evotingindia.com>

Step 2: Cast your vote electronically on CDSL e-Voting system.

Details on Step 1 is mentioned below:

- 1) Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evotingindia.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 'Shareholders' section.
- 3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

- 4) Your User ID details are given below :
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Your password details are given below:
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If Demat account holder has forgotten his password, then avail the option "forgot password" and reset the password.
 - If you are a first time user follow the steps given below:

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

After entering these details appropriately, click on "SUBMIT" tab.

Details on Step 2 is given below:

How to cast your vote electronically on CDSL e-Voting system?

- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant on which you choose to vote
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote

- g) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- h) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- i) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

14. General Instructions for Members for e-voting:

- 1) Shareholders who have voted through e-voting would not be entitled to vote at the meeting.
- 2) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 3) The consolidated results of remote e-voting and voting at the meeting along with the Scrutinizers Report shall be placed on the Company's website <http://1point1.in> and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange(s) where the shares of the Company are listed.
- 4) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 5) Note for Non-Individual Shareholders and Custodians:
 - Non-Individual shareholders/ Institutional members and custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates;
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on;
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote; and
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

15. Other Instructions for Members:

- 1) Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 12th AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for year 2019, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 12th AGM and the Annual Report for the financial year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investor@1point1.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- 2) All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon up to the date of 12th Annual General Meeting.

- 3) The 12th Annual Report of the Company circulated to the Members, will be made available on the Company's website <http://1point1.in> and also on the website of respective stock exchanges at www.bseindia.com and www.nseindia.com
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 25th August 2020 to Monday, 31st August 2020 (both days inclusive).
- 5) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 24th August 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in.
- 6) Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 7) Members who hold shares in physical form:
 - Are requested to inform R&T Agents of the Company, their email address, Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
 - Can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
 - Are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
 - Are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.
 - Under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
- 8) Members holding shares in dematerialised form:
 - may contact their Depository Participant(s) for recording nomination in respect of their shares;
 - are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
 - Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants;
 - Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts
- 9) All correspondence relating to transfer of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their address: LINK INTIME INDIA PRIVATE LIMITED, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, 400083, Maharashtra, Tel: +91 22 49186200; Fax: +91 22 22 49186195

Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

- 10) Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.
- 11) Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
- 12) Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2013 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 14) In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

GENERAL GUIDELINES FOR VC/ OAVM PARTICIPATION:

1. Members who have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM by clicking the link
2. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, PAN, email id, mobile number at pritesh.sonawane@1point1.in from August 25, 2020 (9.00 am) to August 27, 2020 (5.00 pm). Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
3. Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM for the members to join. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the schedules time of the commencement of the meeting by following the necessary procedure mentioned in the notice of this AGM.
4. Members can participate in the AGM through their desktop/smartphones/laptop etc. however for better experience and smooth participation, it is advisable to join the meeting through desktop/ laptops with high speed internet connectivity.
5. Please note that participants connecting through mobile devices or tablets, or through laptop via mobile hotspot may experience audio video loss due to fluctuation in their respective networks. It is therefore recommended to use the stable Wi-Fi or LAN connections to mitigate any of the aforementioned glitches.

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

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

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

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters,

Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, Scrutinizer etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

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

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click "Go to Meeting"

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

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

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

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

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

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

Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 7th August 2020
Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India

ANNEXURE TO THE NOTICE

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

Item No.3:

Mr. Akshay Chhabra, aged 47 years is presently designated as Chairman and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. The Company has been taking the advantage of his guidance and supervision and because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the BPM Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. During the financial year 2019-20, 6 (Six) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akshay Chhabra. As on 31st March, 2020, he holds 87,62,028 (34.94%) equity shares in the Company. Mr. Akshay Chhabra is the member of Corporate Social Responsibility, Audit Committee and Nomination and Remuneration Committee of the Company

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

Sr.	Name of the Company/ Entity in which interested	Committee Chairmanship / membership
-	-	-

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

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

Mr. Akshay Chhabra had been appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2017 in the Extra ordinary General Meeting held on 1 September, 2017 and has been drawing the remuneration of Rs. 60 Lakhs p.a. for a period of 3 (Three) financial years w.e.f. 01 September, 2017 as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Annual General Meeting held on 1st September 2017.

Further, as per Ministry of Corporate Affairs notification dated 12 September 2016, the Central Government amended the Schedule V of the Companies Act, 2013, with this, the maximum remuneration payable to the managerial person in the applicable slab for the Company shall be Rs. 84 lakh p.a. and with the approval of the shareholders by way of a special resolution shall be doubled to Rs. 1.68 Crores p.a.

The Board of Directors of the Company in its meeting held on 7th August 2020 approved the payment of remuneration to Mr. Akshay Chhabra, Chairman and Managing Director for the remaining period of 2 (Two) years of his tenure w.e.f. 01 April, 2019 as recommended by the Nomination and Remuneration Committee in its meeting held on 7th August 2020 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
- B. The Chairman and Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of the leave at the end of the tenure.

C. Other terms:

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

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting. Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 03 of the Notice.

Except Mr. Mr. Akshay Chhabra, himself and his wife Mrs. Neyhaa Chhabra, Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 03 of the notice.

INSPECTION OF DOCUMENTS All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 11:00 A.M. to 01:00 P.M., on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting

Item No. 4

Mr. Akashanand Karnik, aged 43 years is presently designated as Whole-time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has an experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFSI, Telecom, Airlines, E- Commerce and consumer durables.

He has in-depth knowledge of the core business of the Company i.e. Business Process Management Services. He has been affiliated with the Company as a member of the Board of Directors since 10th February, 2015 and from then the Company has gained from his visionary approach. He has a vast experience and wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business units of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. Mr. Akashanand Karnik has been instrumental in pressing forward the art of keeping abreast with the latest technology for delivering the highest quality of services. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. During the financial year 2018-19, 6 (Six) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akashanand Karnik. As on 31 March, 2018, he holds 50,100 (0.20%) equity share in the Company.

Mr. Akashanand Karnik does not hold the position of Chairman of any of the Committee of Board of the Company.

Mr. Akashanand Karnik is a Director of the following other Companies:

Sr.	Name of the Company/ Entity in which interested	Committee Chairmanship / membership
-	-	-

Mr. Akashanand Karnik holds Directorship in the following Private Limited Companies:

Sr. No.	Name of the Company
1.	Tech Worldwide Support Private Limited

Mr. Akashanand Karnik had been appointed as the Whole time Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2017 in the Extra ordinary General Meeting held on 1 September, 2017 and has been drawing the remuneration of Rs. 50.10 Lakhs p.a. for a period of 3 (Three) financial years w.e.f. 01 September, 2017 as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Annual General Meeting held on 1st September 2017.

Further, as per Ministry of Corporate Affairs notification dated 12 September 2016, the Central Government amended the Schedule V of the Companies Act, 2013, with this, the maximum remuneration payable to the managerial person in the applicable slab for the Company shall be Rs. 84 lakh p.a. and with the approval of the shareholders by way of a special resolution shall be doubled to Rs. 1.68 Crores p.a.

The Board of Directors of the Company in its meeting held on 7th August 2020 approved the payment of remuneration to Mr. Akashanand Karnik, Whole time Director for the remaining period of 2 (Two) years of his tenure w.e.f. 01 April, 2019 as recommended by the Nomination and Remuneration Committee in its meeting held on 7th August 2020 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites: Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
- B. The Chairman and Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:
1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 3. Encashment of the leave at the end of the tenure.
- C. **Other terms:**
1. He shall be entitled to re-imbursment of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imbursment of entertainment expenses incurred for the business of the Company.
 3. As long as he functions as Chairman and Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
 4. In the event of inadequacy or absence of profits in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
 5. He shall be entitled to earned/privileged leave as per the Rules of the Company.
 6. He shall be entitled for telephone facility as per Company's policy.

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

Except Mr. Akashanand Karnik, himself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 03 of the notice.

INSPECTION OF DOCUMENTS All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 11:00 A.M. to 01:00 P.M., on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting

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

**Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 7th August 2020
Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India**

**STATEMENT OF PARTICULARS PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013
MR. AKSHAY CHHABRA - CHAIRMAN AND MANAGING DIRECTOR**

I. GENERAL INFORMATION:

Sr.	Particulars/ Subject	Information
1.	Nature of Industry	Business Process Management Services
2.	Date or expected date of commencement of commercial Production	N.A.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2019-2020, the Company made a turnover of Rs. 12508.61 Lakhs (Gross) and Profit/(loss) of Rs. (1964.76) Lakhs after tax.
5.	Export performance and net foreign exchange collections	N.A.
6.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non-Resident Indians

II. INFORMATION ABOUT THE APPOINTEE:

Sr.	Particulars/ Subject	Information
1.	Background Details	Mr. Akshay Chhabra is the Chairman and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.
2.	Past remuneration	Mr. Akshay Chhabra had been appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2019 in the Extra-ordinary General Meeting held on 1st September, 2019 and has been drawing the minimum remuneration of Rs. 60 Lakh p.a. for a period of 3 (Three) years w.e.f. 01 September 2017, as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Extra-ordinary General Meeting held on 1st September, 2019.
3.	Recognition or awards	During the tenure of Mr. Akshay Chhabra, the Company has received various recognition and awards, such as: • SKOCH NSE AWARD - MSME Excellence Silver. • SKOCH ORDER OF MERIT - Qualifying amongst TOP-200 MSME's in India.
4.	Job profile and his suitability	Mr. Akshay Chhabra has been instrumental in pressing forward the art of keeping abreast with the latest technology for delivering the highest quality of services. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in opening up of new opportunities of the Company. In view of his enriched experience, appreciable

		contribution and enlarged leadership, the Board proposes for the payment of remuneration to Mr. Akshay Chhabra, Chairman and Managing Director, for a further period of 2 (Two) Years of his tenure w.e.f. 01 April, 2019, as per the details stated in explanatory statement of Item No. 03 of the Notice.
4	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of item no. 03 of the Notice. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability
6	Pecuniary relationship directly or indirectly with the Company personnel, if any	Mr. Akshay Chhabra, Chairman and Managing Director and Mrs. Neyhaa Chhabra, Joint Director are the two Directors in the Company and both are related as husband and wife. Except this no other director or relative is having any material pecuniary relationships with the Company. During the period ended on 31st March, 2020, related party transactions amounted to Rs. 14.40 Lakhs (FY 2018-19: Rs. 14.40 Lakhs). The chairman and managing director also drew remuneration in the period amounting to Rs. 60 Lakhs (FY 2018-18: Rs.60 Lakhs). The Company discloses the related party transactions annually in the books of accounts of the Company. The Audit Committee discusses and approves such transactions every quarter. The Board of Directors duly approves the related party transaction and in the opinion of Board of Directors of the Company, none of the transaction is prejudicial to the interest of the Company.

III. OTHER INFORMATION:

Sr.	Particulars/ Subject	Information
1.	Reason of loss or inadequate profits	In the Financial Year 2019-2020, the Company made a turnover of Rs. 12,508.61 Lakhs (Gross) and Profit/ (loss) of Rs. (1,964.76) Lakhs after tax. Multiple factors impacted growth, namely the ongoing restructuring of business verticals and COVID related mobility restrictions impacting billing. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013
2.	Steps taken or proposed to be taken for improvement	The Company has adopted the following measures to improve the profitability: <ul style="list-style-type: none"> - Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand. - Widening of client base and better market penetration. - Conscious effort to develop products/ customers base in alternate market segments. - Technology up-gradation by way of investing in state of the art office infrastructure to meet stringent quality requirements of customers. - Focus on significant improvements in operating costs and cost control in all areas. - Deeper penetration in the replacement market in India.
3.	Expected increase in the productivity and profits in	It is difficult to forecast the productivity and profitability in measurable terms measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

III. OTHER INFORMATION:

Sr.	Particulars/ Subject	Information
1.	Reason of loss or inadequate profits	In the Financial Year 2019-2020, the Company made a turnover of Rs. 12,508.61 Lakhs (Gross) and Profit/ (loss) of Rs. (1,964.76) Lakhs after tax. Multiple factors impacted growth, namely the ongoing restructuring of business verticals and COVID related mobility restrictions impacting billing. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013
2.	Steps taken or proposed to be taken for improvement	The Company has adopted the following measures to improve the profitability: <ul style="list-style-type: none"> - Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand. - Widening of client base and better market penetration. - Conscious effort to develop products/ customers base in alternate market segments. - Technology up-gradation by way of investing in state of the art office infrastructure to meet stringent quality requirements of customers. - Focus on significant improvements in operating costs and cost control in all areas. - Deeper penetration in the replacement market in India.
3.	Expected increase in the productivity and profits in	It is difficult to forecast the productivity and profitability in measurable terms measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

**STATEMENT OF PARTICULARS PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013
MR. AKASHANAND KARNIK - WHOLE-TIME DIRECTOR**

I. GENERAL INFORMATION:

Sr.	Particulars/ Subject	Information
1.	Nature of Industry	Business Process Management Services
2.	Date or expected date of commencement of commercial Production	N.A.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2019-2020, the Company made a turnover of Rs. 12508.61 Lakhs (Gross) and Profit/(loss) of Rs. (1964.76) Lakhs after tax.
5.	Export performance and net foreign exchange collections	N.A.
6.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non-Resident Indians

II. INFORMATION ABOUT THE APPOINTEE:

Sr.	Particulars/ Subject	Information
1.	Background Details	Mr. Akashanand Karnik is the Whole Time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has an experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFSI, Telecom, Airlines, E-Commerce and consumer durables etc.
2.	Past remuneration	Mr. Akashanand Karnik had been appointed as the Whole time Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2019 in the Extra-ordinary General Meeting held on 1st September, 2019 and has been drawing the minimum remuneration of Rs. 50.10 Lakh p.a. for a period of 3 (Three) years w.e.f. 01 September 2017, as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Extra-ordinary General Meeting held on 1st September, 2019.
3.	Recognition or awards	During the tenure of Mr. Akashanand Karnik, the Company has received various recognition and awards, such as: <ul style="list-style-type: none"> ● SKOCH NSE AWARD - MSME Excellence Silver. ● SKOCH ORDER OF MERIT - Qualifying amongst TOP-200 MSME's in India.
4.	Job profile and his suitability	Mr. Akashanand Karnik has been instrumental in pressing forward the art of keeping abreast with the latest technology for delivering the highest quality of services. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in opening up of new opportunities of the

		Company. In view of his enriched experience, appreciable contribution and enlarged leadership, the Board proposes for the payment of remuneration to Mr. Akashanand Karnik, Whole-time Director, for a further period of 2 (Two) Years of his tenure w.e.f. 01 April, 2019, as per the details stated in explanatory statement of Item No. 04 of the Notice.
4	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of item no. 04 of the Notice. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability
6	Pecuniary relationship directly or indirectly with the Company personnel, if any	Mr. Akashanand Karnik or his relative are not having any material pecuniary relationships with the Company.

III. OTHER INFORMATION:

Sr.	Particulars/ Subject	Information
1.	Reason of loss or inadequate profits	In the Financial Year 2019-2020, the Company made a turnover of Rs. 12,508.61 Lakhs (Gross) and Profit/ (loss) of Rs. (1,964.76) Lakhs after tax. Multiple factors impacted growth, namely the ongoing restructuring of business verticals and COVID related mobility restrictions impacting billing. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013
2.	Steps taken or proposed to be taken for improvement	The Company has adopted the following measures to improve the profitability: <ul style="list-style-type: none"> - Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand. - Widening of client base and better market penetration. - Conscious effort to develop products/ customers base in alternate market segments. - Technology up-gradation by way of investing in state of the art office infrastructure to meet stringent quality requirements of customers. - Focus on significant improvements in operating costs and cost control in all areas. - Deeper penetration in the replacement market in India.
3.	Expected increase in the productivity and profits in	It is difficult to forecast the productivity and profitability in measurable terms measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Neyhaa Chhabra
DIN:	02804687
Date of Birth	24/06/1977
Date of Appointment	04/09/2017
Qualifications	Graduate
Name of other companies in which she holds Directorship	*Silicon Softech India Limited
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board\$	NIL
No. of shares held in the Company	97,150
Remuneration	Nil
Relationship between directors inter-se	Wife of Akshay Chhabra
Number of meetings of the Board attended during the year	Six
Expertise in specific functional areas	Business Development and Commercial Matters

Note:

- * excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013.
- \$ includes Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.

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

**Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 7th August 2020
Reg. Office: International Infotech Park, T-762,
Tower-7, 6th Floor, Vashi, Navi Mumbai -400703,
Maharashtra, India**