



ONE POINT ONE SOLUTIONS LIMITED

Registered office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703.

Tel: 022 6687 3800 Fax: 022 6687 3889; CIN: L74900MH2008PLC182869

Email Id: investors@1point1.in ; Website: www.1point1.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

To
The Members of One Point One Solutions Limited

Dear Member(s),

Notice is hereby given to the Members of One Point One Solutions Limited ("**Company**" or **OPOSL**), pursuant to Sections 108 and 110 and other applicable provisions, if any of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**") including any statutory modification or re-enactment thereof, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("**SS-2**") read with MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and all other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force) if any, that the resolutions appended herein below are proposed to be passed by the Members of the One Point One Solutions Limited through Postal Ballot by way of remote Electronic Voting ("**E-Voting**") process only.

In view of the current pandemic situation faced due to COVID-19 and in compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on passing of Special and Ordinary Resolutions by the Company, Notice of Postal Ballot is being sent through email only to the members who have registered their email id with the Company/Depository Participants and whose name appears in the register of members of the Company or register of beneficial owners as maintained by the depository as on **Tuesday, December 7, 2021 ("**Cut-off date**")**. **The e-voting will commence from 9:00 am on Friday, December 10, 2021 and ends at 5:00 pm Saturday, January 8, 2022**. Further, the MCA Circular has inter alia, extended the relaxation to the Company for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for Postal Ballot. Therefore, the Company is not required to send a physical copy of the Postal ballot form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system not later than **5:00 pm Saturday, January 8, 2022** failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **“Instructions for voting through e-voting”**.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions proposed in this Notice setting out all material facts and reasons thereof as annexed herewith for your consideration.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Shivang G Goyal, Practicing Company Secretary (Membership No: ACS A46863; CP: 24679), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Company has engaged the services of Link Intime India Private Limited (**“Link Intime”**) to provide e-voting facility to the Members of the Company through their insta-vote platform.

The Scrutinizer will submit its report to the Chairman of the Company or any person as authorized by him, upon completion of scrutiny of the votes casted through e-voting in fair and transparent manner. The results shall be declared **on or before Monday, January 10, 2022** and communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agents. The results will also be uploaded on the Company’s website www.1point1.in and as well as on the website of Link Intime at www.linkintime.co.in.

The resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. **Saturday, January 8, 2022**.

SPECIAL BUSINESS:

ITEM NO. 1

SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and in accordance with provisions of Memorandum of Association and Article 15 of the Articles of Association of the Company the consent of the Members of the Company be and is hereby accorded for sub-dividing the existing Authorised Share Capital of the Company as follows:

Class of Share Capital	Pre Sub-Division of Equity Shares			Post Sub-Division of Equity Shares		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	3,00,00,000	10/-	30,00,00,000	15,00,00,000	2/-	30,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 2,50,74,750 Equity Shares of the Company of the Face Value of Rs. 10 /- each (Rupees Ten Only) as existing on the Record Date, shall stand sub-divided into fully paid-up 12,53,73,750 (After Sub-division) Equity Shares of face value of Rs. 2/- each (Rupees Two Only) with effect from the Record Date; as may be decided by the Board. The existing Paid-up Equity Share Capital be sub-divided as follows:

Class of Share Capital	Pre Sub-Division of Equity Shares			Post Sub-Division of Equity Shares		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid-up Equity Share Capital	2,50,74,750	10/-	25,07,47,500	12,53,73,750	2/-	25,07,47,500

RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the Equity Shares held in the dematerialized form be sub-divided and shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby jointly and severally authorized to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent provisions/amendments thereto from time to time with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.”

ITEM NO. 2

ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), amendment or re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by deletion of the existing Clause V and substitution thereof by the following clause:

“V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupee Two only) each.”

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

ITEM NO. 3

INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ENABLE FURTHER ISSUE OF SHARES AND ALTER THE CLAUSE V OF THE ‘MEMORANDUM OF ASSOCIATION’ OF THE COMPANY:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), amendment or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupee Two only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupee Two only) each by creation of additional 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two only) amounting to Rs. 20,00,00,000/- (Rupee Twenty Crores only) each ranking pari-passu in all respect with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause:

‘V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupee Two only) each.’

RESOLVED FURTHER THAT any shares of the original or increased capital may, from time to time be issued with such terms, conditions, restrictions and guarantees, or any rights of preference whether in respect of dividend or of repayment of capital or both or any other special privileges or advantage over any shares previously issued or then about to be issued, or with deferred or qualified rights to any provisions or conditions and with any special rights or limited rights, or without any rights of voting and generally on such terms as the Company may from time to time determine. The rights of the holders of any class of shares, for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of a Special Resolution passed at a separate meeting of the holders of those shares.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to give effect to the aforesaid resolution.”

ITEM NO. 4

ISSUE OF BONUS SHARES IN THE RATIO OF 1:2:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment or re-enactment thereof), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to capitalize the sum of Rs. 12,53,73,750/- (Rupees Twelve Crore Fifty Three Lakh Seventy Three Thousand Seven Hundred Fifty only) out of the Rs. 30,45,32,967/- (Rupees Thirty Crore Forty Five Lakh Thirty Two Thousand Nine Hundred Sixty Seven only) i.e. permissible reserves (Free Reserves and/ or Securities Premium Account) for the purpose of issuance of fully paid up bonus equity shares to the shareholders of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depositories as on the record date to be determined by the Board in proportion of 1:2 i.e. 1 (one) bonus share of Rs.2/- (Rupees Two) each for every 2 (two) fully paid up equity share held by Shareholder as on record date and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT all such bonus equity shares as and when issued shall be issued subject to the provisions of Articles of Association of the Company and shall rank pari-passu and carry same rights with the existing equity shares of the Company in all respect.

RESOLVED FURTHER THAT the allotment of bonus equity shares to the extent that they relate to nonresident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.

RESOLVED FURTHER THAT in case of members who hold shares in dematerialisation form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s), within such times as prescribed under the law and by the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the equity shares of the Company are listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

Date: 7th December 2021

Registered office:

International Infotech Park,
T-762, Tower-7, 6th Floor, Vashi,
Navi Mumbai -400703.

By Order of the Board

One Point One Solutions Limited

Sd/-

Pritesh Sonawane

(Company Secretary and Compliance Officer)

Membership No: 34943

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on cut-off date i.e. 7th December 2021.
3. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository/ Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Registrars and Transfer Agents or
4. Members who have not registered their e-mail addresses with either the Company, RTA or their Depository participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below, for procuring user id and password and registration of e-mail ids for E-voting for the resolutions set out in this Postal Ballot Notice.
5. A person who is not a member as on the cut-off date should treat this notice for information purpose only
6. The Portal for E-voting will remain open for Member for exercising their voting from **9:00 am on Friday, December 10, 2021 and ends at 5:00 pm Saturday, January 8, 2022** both days inclusive. Please note that E-voting module will be disabled for voting after said date and time.
7. Resolutions passed by the members through postal ballot are deemed to have been passed on the last day specified by the company for E voting i.e. **Saturday, January 8, 2022**. Further, resolutions passed by the members through E Voting are deemed to have been passed effectively at a general meeting of the members.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 7th December 2021.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by to Link Intime. The instructions for electronic voting are annexed to this Notice.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before **Monday, January 10, 2022** and will be displayed on the website of the Company (www.1point1.in), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for e-voting i.e. **Saturday, January 8, 2022.**

12. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdslindia.com or <https://web.cdslindia.com/myeasi/home/login> and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

As required under sub-section (1) of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 to 4 of the accompanying Notice dated 7th December 2021:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE:

As the members are aware, the equity shares of your company are listed on the National Stock Exchange of India Limited (NSE) and are also regularly traded on the NSE. With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on 7th December, 2021 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the company from 1 (One) equity share of Rs. 10/- (Rupees Ten only) each into 5 (Five) equity shares of Rs. 2/- (Rupees Two only) each.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days from the date of dispatch of notice till January 8, 2022.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

The Board recommends the resolution set forth in Item no. 1 for approval of the members.

ITEM NO. 2: ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The aforesaid sub-division of equity shares of Rs. 10/- (Rupees Ten only) each into equity shares of Rs. 2/- (Rupees Two only) each would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolution set out at Item No.1, the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days from the date of dispatch of notice till January 8, 2022.

This item of special business does not relate to or affects any other company.

The Board recommends the ordinary resolution set forth in Item no. 2 for approval of the members.

ITEM NO. 3: INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ENABLE FURTHER ISSUE OF SHARES AND ALTER THE CAPITAL CLAUSE V OF THE 'MEMORANDUM OF ASSOCIATION' OF THE COMPANY:

The Current Authorized Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores) consisting of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupees Two) each and the paid up share capital of the Company is Rs. 25,07,47,500/- (Rupees Twenty Five Crores Seven Lakh Forty Seven Thousand Five Hundred Only) consisting of 12,53,73,750 (Twelve Crore Fifty Three Lakh Seventy Three Thousand Seven Hundred Fifty) Equity Shares of Rs.2/- (Rupees Two) each. In view of the proposed issuance of bonus shares, the Company proposes to increase its authorized share capital from Rs. 30,00,00,000/- (Rupees Thirty Crores) to Rs. 50,00,00,000/- (Rupees Fifty Crores).

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13, 61, 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days from the date of dispatch of notice till January 8, 2022.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda. The Board recommends the resolution set forth in Item no. 3 for approval of the members.

ITEM NO. 4: ISSUE OF BONUS SHARES IN THE RATIO OF 1:2

The Board of Directors recommended to capitalize a sum of Rs. 12,53,73,750/- (Rupees Twelve Crore Fifty Three Lakh Seventy Three Thousand Seven Hundred Fifty only) out of Rs. 30,45,32,967/- (Rupees Thirty Crore Forty Five Lakh Thirty Two Thousand Nine Hundred Sixty Seven only) standing to the credit of Securities Premium Account and to apply this sum of Rs. 12,53,73,750/- (Rupees Twelve Crore Fifty Three Lakh Seventy Three Thousand Seven Hundred Fifty only) for paying in full at par 6,26,86,875 (Six Crore Twenty Six Lakh Eighty Six Thousand Eight Hundred Seventy Five) equity shares of Rs. 2/- each in the capital of the company in the ratio of 1:2 (i.e. 1 (one) bonus share of Rs. 2/- each for every 2 (two) fully paid up equity share held by members.)

Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the ordinary resolutions favorably. None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

The Board recommends the resolution set forth in Item no. 4 for approval of the members.

Date: 7th December 2021

Registered office:

International Infotech Park,
T-762, Tower-7, 6th Floor, Vashi,
Navi Mumbai -400703.

By Order of the Board

One Point One Solutions Limited

Sd/-

Pritesh Sonawane

(Company Secretary and Compliance Officer)

Membership No: 34943