

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

22nd September 2023

SECURITY CODE: ONEPOINT

Sub.: Revised Proceedings and minutes of the 15th Annual General Meeting (AGM) of One Point One Solutions Ltd.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Proceedings and Minutes of the 15th Annual General Meeting (AGM) of the Company held on Friday, 22nd September 2023, at 11:30 a.m., through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

You are requested to take the above information on record.

For **One Point One Solutions Limited**



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

Encl: As above

ONE POINT ONE SOLUTIONS LIMITED

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

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

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

Reg. Off: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.
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PROCEEDINGS/OUTCOME OF THE FIFTEENTH ANNUAL GENERAL MEETING (AGM) OF ONE POINT ONE SOLUTIONS LIMITED HELD ON FRIDAY, 22nd SEPTEMBER 2023 AT 11:30 A.M., THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

Present:

- | | |
|------------------------------|--|
| Mr. Akshay Chhabra | - Chairman and Managing Director |
| Mr. Akashanand Karnik | - Whole-time Director |
| Mr. Rushabh Vyas | - Independent Director and Chairman of Audit Committee |
| Mr. Chandrasekher Yerramalli | - Independent Director |
| Mr. Arjun Bhatia | - Independent Director |
| Mrs. Shalini Pritamdasani | - Non-executive Director |

In Attendance:

- Mr. Pritesh Sonawane - Company Secretary
Mr. Sunil Kumar Jha - Chief Financial Officer
Mr. Vinod Kumar Jain - Representative of M/s. Vinod Kumar Jain & Co., Statutory Auditors
Mr. Abhishek Gupta - Representative of Secretarial Auditors

Mr. Akshay Chhabra, Chairman took the Chair and welcomed all the members to the 15th AGM of the Company. He further informed that 44 members were present at the meeting in person and none by proxy and requisite quorum being present, Mr. Akshay Chhabra- Chairman called meeting to order and the Meeting commenced at 11.30 am (IST). He further informed that the Company is holding this meeting through Video Conference (“VC”) and Other Audio Visual Means (“OAVM”) in compliance with the directions as issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

Thereafter he authorised Mr. Pritesh Sonawane – Company Secretary of the Company to conduct further proceedings of the meeting. Mr. Pritesh Sonawane then introduced all the Board members on the dias. The members were then informed that all Statutory Registers, Proxy Registers and inspection documents were available for inspection of the members, during the meeting. He further informed that The company had provided an opportunity to shareholder to become speaker at this AGM by registering their name as speaker shareholder. Further, the company has not received any speaker shareholder registration for this Annual General Meeting.

He then informed the members that in compliance with the provisions of the Companies Act, 2013, the Company had provided to its members, the facility to exercise their right to vote on the business items to be transacted at the 15th Annual General Meeting, by electronic means, between Tuesday, 19th September 2023 to Thursday, 21st September 2023, in proportion to their shareholding, as on the cut-off date of 15th September 2023. The voting at the venue of the meeting was done through e-voting. M/s. MMJB and Associates LLP., Practising Company Secretary, was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

He then took up the formal proceedings of the 15th AGM. With the concurrence of the shareholders, the Notice of the 15th AGM, together with the Financial Statements and Directors’ Report were taken as read. Further, the members were informed that the Auditors’ Report for the year ended 31st March, 2023 did not have any qualifications or observations and in terms of the provisions of Section 145 of the Companies Act, 2013, the same was not required to be read & with the concurrence of the members, the same was taken as read.

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He then proceeded with the Agenda Items as per the Notice convening the 15th AGM of the Company, as under:

Sr. No.	Particulars	Type of Resolution	Mode of Voting
Ordinary Business :			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March 2023 together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2023, together with the Report of the Auditors thereon;	Ordinary Resolution	Remote E-voting and E-voting at AGM
2.	Re-appointment of Mrs. Shalini Pritamdasani as Director;	Ordinary Resolution	Remote E-voting and E-voting at AGM
2A.	To consider and approve appointment of M/s. SIGMAC & CO., Chartered Accountants (Registration no. 116351W) as Statutory Auditors of the Company and to fix their remuneration	Ordinary Resolution	Remote E-voting and E-voting at AGM
3.	To consider and approve Appointment of Mr. Rushabh Vyas (DIN: 06775913) as an Independent Director of the Company	Special Resolution	Remote E-voting and E-voting at AGM
4.	To consider and approve the payment of remuneration to Mr. Akshay Chhabra (DIN: 00958197) Chairman and Managing Director of the Company	Special Resolution	Remote E-voting and E-voting at AGM
5.	To consider and approve issue of 3,75,00,000 share warrants, convertible into equity shares on preferential basis to promoter and certain identified non-promoter persons	Special Resolution	Remote E-voting and E-voting at AGM
6.	To consider and approve investments in any body corporate and loans and guarantees to any bodies corporate and persons	Special Resolution	Remote E-voting and E-voting at AGM

The members present during the Meeting who had not casted their vote through remote E-voting then casted their vote by E-voting at AGM.

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Further, he informed the members that the results of the remote E-voting aggregated with results of E-voting at AGM will be placed on the website of the Company, www.1point1.com and also on the websites of National Stock Exchange of India Ltd (NSE) and Central Depository Services Limited (CDSL) "the Agency" appointed by the Company for facilitating e-voting, within 2 working days.

Having concluded the meeting, the Chairman then thanked all the members for their participation.

For One Point One Solutions Limited



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

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MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ONE POINT ONE SOLUTIONS LIMITED HELD ON FIRDAY, 22nd SEPTEMBER 2023 AT 11:30 AM THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

PRESENT:

MR. AKSHAY CHHABRA	Chairman, Managing Director & Member
MR. AKASHANAND KARNIK	Whole-time Director and Member
MR. RUSHABH VYAS	Independent Director & Chairman of Audit Committee & Nomination and Remuneration Committee
MRS. SHALINI PRITAMDASANI	Non-executive Director and Representative of Tech Worldwide Support Private Limited
MR. CHANDRASEKHER YERRAMALLI	Independent Director & Chairman of Stakeholders Relationship Committee
MR. ARJUN BHATIA	Independent Director

IN ATTENDANCE:

Mr. Pritesh Sonawane - Company Secretary.
Mr. Sunil Kumar Jha - Chief Financial Officer.
Mr. Vinod Kumar Jain - Representative of M/s. Vinod Kumar Jain & Co., Statutory Auditors
Mr. Abhishek Gupta - Representative of M/s. Makarand M Joshi & Co., Secretarial Auditors.
Ms. Rajat Jain - Representative of M/s. MMJB & Associates LLP., Scrutiniser.

CHAIRMAN:

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

MEMBERS PRESENT:

The meeting was attended by 44 Shareholders in person through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

QUORUM:

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

WELCOME ADDRESS:

Chairman welcomed all the Shareholders and Special Invitees to the 15th Annual General Meeting (AGM). He further informed that the company is holding this meeting through Video Conference (“VC”) and Other Audio Visual Means (“OAVM”) in compliance with the directions issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

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

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- The company had provided an opportunity to shareholder to become speaker at this AGM by registering their name as speaker shareholder. Further, the company has not received any speaker shareholder registration for this Annual General Meeting.
- The company has received letter of representation from Tech Worldwide Support Pvt. Ltd along with Board Resolution appointing an authorised representative under section 113 of the Companies Act 2013, in respect of 5,61,78,174 equity shares representing to 28.78% of paid up equity capital of the Company.
- Since there is no physical attendance of members, the requirement of appointing proxies is not applicable.
- Since the meeting being held through Video Conference (“VC”) / Other Audio Visual Means there will be no requirement of Proposer and Secunder for the resolution. Further there will be no voting by show of hand or through Ballot form.
- The voting on all resolutions moved before this annual general meeting is either through remote e-voting or e-voting at this Annual General Meeting.
- In compliance with the provisions of the Companies Act, 2013, I hereby inform you that the Statutory Registers are available and this will remain accessible to members electronically for inspection if they so desire.
- The Annual Report for the financial year 2022-23 along with the Notice convening the 15th Annual General Meeting of the Company has already been sent to shareholders and with your permission, I take the Notice as read.
- In compliance with the provisions of the Companies Act, 2013, the Company had provided to its members, the facility to exercise their right to vote on the business items to be transacted at the Annual General Meeting by electronic means, from Tuesday, 19th September 2023 to Thursday, 21th September 2023, in proportion to their shareholding.
- Member who have not voted earlier through remote E-voting can cast the vote during the course of meeting through e-voting.
- The Company has appointed M/s. MMJB and Associates LLP., Practicing Company Secretaries as the Scrutinizer for scrutinizing the remote E-voting and E-voting at meeting process in a fair and transparent manner.
- He further added that the Auditors Report for the financial year ended 31st March, 2023 did not have any qualifications or observations and in terms of the provisions of Section 145 of the Companies Act, 2013, the same was not required to be read & with the concurrence of the members, the same was taken as read.

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

ORDINARY RESOLUTIONS:

RESOLUTION 1: ADOPTION OF CONSOLIDATED AND STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:

“**RESOLVED THAT** the consolidated and standalone audited financial statements for the year financial ended 31st March, 2023 together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

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

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

RESOLUTION 2A: APPOINTMENT OF M/S. SIGMAC & CO., CHARTERED ACCOUNTANTS (REGISTRATION NO. 116351W) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. SIGMAC & CO., Chartered Accountants (Firm Registration No. 116351W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years (i.e. for the financial year starting from April 1,2023 to March 31, 2028) from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2028 at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any one Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

SPECIAL RESOLUTIONS:

RESOLUTION 3: APPOINTMENT OF MR. RUSHABH VYAS (DIN: 06775913) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rushabh Vyas (DIN: 06775913) who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 11, 2023, who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) years with effect from August 11,2023 till August 10, 2028.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

RESOLUTION 4: APPROVE THE PAYMENT OF REMUNERATION TO MR. AKSHAY CHHABRA (DIN: 00958197) - CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of sections 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, and pursuant sub-regulation (6) (e) of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and on recommendation of the Nomination and Remuneration Committee 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 of the Companies Act, 2013 without obtaining the approval of the Central Government, to Mr. Akshay Chhabra (DIN: 00958197), Chairman and Managing Director of the Company for 3 years w.e.f. 1st October 2023 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 3 years w.e.f. 1st October 2023 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.

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RESOLVED FURTHER THAT notwithstanding anything contained in sections 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) or amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

RESOLUTION 5: ISSUE OF 3,75,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (‘Takeover Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited (‘NSE’) where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (‘the Board’) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and with the consent of the Board of Directors of the Company, consent of the member be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, 3,75,00,000 (Three Crores Seventy Five Lakhs) Convertible Warrants (‘Warrants’) of face value of Rs. 2/- each on a preferential basis, at a price not exceeding Rs. 28.32/- (Rupees Twenty-Eight and Paise Thirty Two only) per Warrant (‘Warrant Issue Price’) aggregating to an amount not exceeding Rs. 1,062,000,000/- (Rupees One Hundred Six Crore Twenty Lakh Only) to the following Promoter and Non-Promoters (hereinafter referred to as the ‘Proposed

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Allottees/Warrant holder”) as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of Rs. 2/- (Rupees Two only) each of the Company (‘Equity Shares’) at a premium of not exceeding Rs. 26.32/- (Rupees Twenty-Six and Paise Thirty-Two only) per Equity Share for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned members of the promoter and Non-Promoters of the Company and identified persons (“herein after referred to as Proposed Allottees”) for cash and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-promoter)	No. of Shares Warrants (Upto)	Outcome of the subscription / Investment amount (INR) (Approx./maximum.)
1	Akshay Chhabra	Promoter	50,00,000	14,16,00,000
2	Tano Investment Opportunities Fund	Non-promoter	1,30,00,000	36,81,60,000
3	Meenakshi	Non-promoter	30,00,000	8,49,60,000
4	Ajay Murdia	Non-promoter	15,00,000	4,24,80,000
5	Kushaal Saraf	Non-promoter	10,00,000	2,83,20,000
6	Adiraju Rajendra Prasad	Non-promoter	5,00,000	1,41,60,000
7	Chhatisgarh Investments Limited	Non-promoter	5,00,000	1,41,60,000
8	NVS Brokerage Private Limited	Non-promoter	5,00,000	1,41,60,000
9	NVS Corporate Consultancy Services Pvt. Ltd.	Non-promoter	5,00,000	1,41,60,000
10	Rajshri Karwa	Non-promoter	5,00,000	1,41,60,000
11	Sarveswar Reddy Sanivarapu	Non-promoter	5,00,000	1,41,60,000
12	Shyam Sunder Baheti	Non-promoter	5,00,000	1,41,60,000
13	Growfast Securities & Credit Limited	Non-promoter	4,00,000	1,13,28,000
14	Wow Investments	Non-promoter	4,00,000	1,13,28,000
15	Dilip Parikh	Non-promoter	3,00,000	84,96,000
16	Nadir Ardeshir Modi	Non-promoter	3,00,000	84,96,000
17	Nawaz Singhania	Non-promoter	3,00,000	84,96,000
18	Pradip Surana	Non-promoter	3,00,000	84,96,000
19	Raj Paul Narang & Sons	Non-promoter	3,00,000	84,96,000
20	Rajat Arora	Non-promoter	3,00,000	84,96,000

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21	Sanjay Kumar	Non-promoter	3,00,000	84,96,000
22	Srilakshmi Vemulapalli	Non-promoter	3,00,000	84,96,000
23	Sureshchand Jain	Non-promoter	3,00,000	84,96,000
24	Veena Dudeja	Non-promoter	3,00,000	84,96,000
25	Vikas Gupta	Non-promoter	3,00,000	84,96,000
26	Akash Tapadia	Non-promoter	2,50,000	70,80,000
27	Kavish Aggarwal	Non-promoter	2,50,000	70,80,000
28	Mamta Kukreja	Non-promoter	2,50,000	70,80,000
29	Mytash Financial Advisors Pvt. Ltd	Non-promoter	2,50,000	70,80,000
30	Nirmal Kumar Agarwal	Non-promoter	2,50,000	70,80,000
31	Poonam Tapadia	Non-promoter	2,50,000	70,80,000
32	Sunita Garg	Non-promoter	2,50,000	70,80,000
33	Vishnu Bhagwan Garg	Non-promoter	2,50,000	70,80,000
34	Gautam Patel	Non-promoter	2,00,000	56,64,000
35	Goshar Infra Projects Pvt. Ltd.	Non-promoter	2,00,000	56,64,000
36	Jagatsinh Thakor	Non-promoter	2,00,000	56,64,000
37	Krishna Kabra	Non-promoter	2,00,000	56,64,000
38	Kshma Shah	Non-promoter	2,00,000	56,64,000
39	Nalin Shah	Non-promoter	2,00,000	56,64,000
40	Parishma Jain	Non-promoter	2,00,000	56,64,000
41	Prem Kumar Bajaj	Non-promoter	2,00,000	56,64,000
42	Rushil Khakhar	Non-promoter	2,00,000	56,64,000
43	Sangeeta Venkatraman	Non-promoter	2,00,000	56,64,000
44	Sharad Goel	Non-promoter	2,00,000	56,64,000
45	Sharada Kovuri	Non-promoter	2,00,000	56,64,000
46	Subbarami Reddy Oruganti	Non-promoter	2,00,000	56,64,000
47	Vemulapalli Raghu	Non-promoter	2,00,000	56,64,000
48	Dipak Raheja	Non-promoter	1,50,000	42,48,000
49	GAR Infroproject Pvt. Ltd.	Non-promoter	1,50,000	42,48,000
50	Hypotenuse Investment	Non-promoter	1,50,000	42,48,000
51	Mukesh Kumar Jain	Non-promoter	1,50,000	42,48,000
52	Swati Agarwal	Non-promoter	1,50,000	42,48,000
53	Uday Ventures	Non-promoter	1,50,000	42,48,000
54	Anahaita Nalin Shah	Non-promoter	1,00,000	28,32,000

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55	Jesal Shah	Non-promoter	1,00,000	28,32,000
56	Nedunuri Padma	Non-promoter	1,00,000	28,32,000
57	Nishita Asawa	Non-promoter	1,00,000	28,32,000
58	Saloni Shah	Non-promoter	1,00,000	28,32,000
59	Siddhi Bhandari	Non-promoter	1,00,000	28,32,000
60	Yagavandla Bharathi	Non-promoter	1,00,000	28,32,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Wednesday, August 23, 2023, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Friday, September 22, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- b. The Warrant Holders shall, subject to the ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) Months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs. 2/- (Rupees Two only) each to the Warrant Holders;
- c. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- d. In the event, the Warrant Holders do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company;
- e. The Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

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- f. The Company shall procure that the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations; Warrants shall not be listed.
- g. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- h. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- i. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- j. The respective Warrant Holders shall make payment from their own bank account into the designated bank account of the Company;
- k. The Company receiving necessary approval in accordance with applicable law including ICDR Regulations, Listing Regulations, from the regulators including NSE, RBI and / or Registrar of Companies in relation to issuance of Warrants and Equity Shares upon conversion of Warrants;
- l. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- m. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

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RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upto exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Pritesh Sonawane, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

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RESOLUTION 6: INVESTMENTS IN ANY BODY CORPORATE AND LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS:

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

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

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

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

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

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

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

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to applicable provisions of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other

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applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

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

He further informed to the members that E-voting panel will be kept open for next 30 minutes and requested all the members who had not casted their vote through remote E-voting to cast the vote during next 30 minutes through E-voting platform provided for this 15th Annual General Meeting. He further added that the Results of the e-voting will be placed on the website of the Company, www.1point1.com and also on the websites of National Stock Exchange of India Ltd (NSE) and Central Depository Services Limited, within 2 working days.

Mr. Pritesh Sonawane proposed a vote of thanks to the Chair Thereafter he thanked all shareholders and directors for joining the 15th annual general meeting through video conferencing.

The Chairman declared the meeting as closed at 11:45 a.m. subject to completion of the procedures connected with the e-voting at AGM and declaration of the result.



Place: Mumbai

Date of entry: 22nd September 2023

Akshay Chhabra

Chairman

DIN: 00958197

Date of entry: 22nd September 2023

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