

To,  
Manager - Listing Compliance  
**National Stock Exchange of India Limited**  
'Exchange Plaza'. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Date: 11 December 2025

Dear Sir/ Madam,

**Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice dated December 11, 2025 together with the Explanatory Statement thereto ("Postal Ballot Notice"), for seeking approval of the members of One Point One Solutions Limited on the Special Businesses, by way of Special Resolutions as set out below, through Postal Ballot by means of remote e-voting process ("e-voting"), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Circulars issued by Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India, ("SEBI Circulars") from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules, and regulations:

Sr. No.	Description of Resolutions	Type of Resolutions
1.	To approve the issue of fully convertible Warrants on a preferential basis to the Promoter and Non-Promoter of the company	Special Resolution

In compliance with the applicable MCA Circulars, the Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with NSDL/CDSL, Depository Participants and/or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("RTA") as on Friday, November 28, 2025 ("**cut-off date**").

The Company has engaged the services of MUFG Intime Private Limited (Formerly known as Link Intime India Private Limited) to provide a remote e-voting facility to all its members through its e-voting platform, Insta-vote. The Company has appointed Mr. Mihen Halani (Membership No: F9926, CP No. 12015) and, in his absence, Mrs. Nidhi Rohit Grover (Membership No: A55595), associates of M/s. Mihen Halani & Associates, Practicing Company Secretaries, as scrutinizers to facilitate the e-voting process in a fair and transparent manner. In accordance with the Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing this remote e-voting facility for all its members to vote electronically. Members are requested to read the instructions in the notes to this Postal Ballot Notice and cast their vote electronically not later than 5:00 p.m. IST on Saturday, January 10, 2026, to be eligible for consideration.

The Postal Ballot Notice is also available on the Company's website at [www.1point1.com](http://www.1point1.com) and websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the e-voting website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

Kindly take the same on record.

Yours faithfully,

**For One Point One Solutions Limited**



Mr. Pritesh Sonawane  
Company Secretary & Compliance Officer  
Membership No. A34943  
Place: Mumbai  
Encl.: As above

**ONE POINT ONE SOLUTIONS 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.com](http://www.1point1.com)

**Reg. Office:** Unit no. 501, 5th Floor, Naman Centre, G Block, C-31, Bandra Kurla Complex, Bandra (E), Mumbai 400051, Maharashtra, India  
Mumbai. Gurgaon. Indore. Bangalore. Chennai

**NOTICE OF POSTAL BALLOT**

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of One Point One Solutions Limited ("the Company") by means of the Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to and in compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, recent Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and recent SEBI Circular No. : SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively 'SEBI Circulars') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively known as "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot ("Postal Ballot") by way of e-voting process. In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on Friday, November 28, 2025 ("cut-off date") and whose email addresses are registered with the Company/ Depositories/ Depositories participant. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with Rules framed thereunder, setting out all material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice") is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company.

The Board of Directors, in its meeting held on December 11, 2025, has appointed Mr. Mihe Jyotindra Halani holding certificate of Practice No. 12015, from M/s. Mihe Halani & Associates, Practicing Company Secretaries (as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The Company has engaged the services of MUFG Intime Private Limited to provide a remote e-voting facility to all its members through its e-voting platform, Insta-vote. In accordance with the Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is providing this remote e-voting facility for all its members to vote electronically. Members are requested to read the instructions in the notes to this Postal Ballot Notice and cast their vote electronically not later than 5:00 p.m. IST on Saturday, January 10, 2026, to be eligible for consideration.

After the completion of scrutiny, the Scrutinizer will submit his report to the Company. The results of e-voting will be announced on or before Tuesday, January 13, 2026, and will be displayed on the Company's website [www.1point1.com](http://www.1point1.com) and will also be communicated to National Stock Exchange of India Limited ("NSE").

The schedule of remote e-voting is as under:-

Commencement of e-voting	Conclusion of remote e-voting
Friday, December 12, 2025, at 9:00 a.m. (IST)	Saturday, January 10, 2026, at 5:00 p.m. (IST).

The remote e-voting will be disabled by MUFG Intime Private Limited immediately thereafter.

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ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/EVOTING:

**SPECIAL BUSINESS:**

**ITEM NO. 1: TO APPROVE THE ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PROMOTER AND NON- PROMOTER OF THE COMPANY:**

*To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI (LODR) Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, concerns, permissions and sanctions, as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchanges of India Limited (“NSE”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches, up to 1,50,00,000 (One Crore Fifty Lakhs) Fully Convertible Warrants (“Warrants/Share Warrants”) convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 56/- (Rupees Fifty-Six Only) per warrant, at premium of Rs. 54/- (Rupees Fifty-Four Only) per warrant aggregating amounting to Rs. 84,00,00,000/- (Rupees Eighty Four Crores Only) to the below mentioned proposed allottee(s) (“Proposed Allottees”) belongs to Promoter and Non-Promoter on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

Sr. No	Name of the Proposed Allottee(s)	Maximum No. of Warrants proposed to be allotted	Category
1.	Akshay Chhabra	50,00,000	Promoter
2.	Afrin DIA	20,00,000	Non-Promoter
3.	AL Maha Investment Fund PCC-Onyx Strategy	20,00,000	Non-Promoter
4.	Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC SUB Fund 1	40,00,000	Non-Promoter
5.	Craft Emerging Market Fund PCC-Citadel Capital Fund	20,00,000	Non-Promoter
<b>Total</b>		<b>1,50,00,000</b>	-

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI (ICDR) Regulations, for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Thursday, December 11, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. Saturday, January 10, 2026).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants on a preferential basis shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise

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of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c. The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants 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 thereunder;
- g. The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- i. In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited;
- j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for the allotment of Warrants and/or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.

**RESOLVED FURTHER THAT** any Director and / or Key Managerial Personnel of the Company, be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. and National Stock Exchange of India Limited ("NSE").

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**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the any Director and / or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the any Director and / or Key Managerial Personnel of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolution to any Committee of Directors or to the Managing Director or any other Key Managerial Personnel(s) of the Company as it may consider appropriate to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to this resolution.”

By order of the Board of Directors  
For One Point One Solutions Limited

Sd/-  
Pritesh Sonawane  
Company Secretary & Compliance Officer  
Membership Number: A34943  
Place: Mumbai  
Date: December 11, 2025

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## Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, November 28, 2025 ('Cut-off date') and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through E-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of MUFG Intime Private Limited through its e-voting platform Insta-vote for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.1point1.com](http://www.1point1.com), websites of the Stock Exchange National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com), and on the website of MUFG Intime Private Limited at <https://instavote.linkintime.co.in>. All the material documents referred to Statement, shall be available for inspection on the Company's website [www.1point1.com](http://www.1point1.com) to facilitate online inspection until last date of remote e-voting. Further, copy of a certificate received from a Practicing Company Secretary certifying that requirements of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2018 are fulfilled is also placed on the website of the Company at [www.1point1.com](http://www.1point1.com).
6. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on Friday, November 28, 2025. The members whose name appears in the Register of Members/list of Beneficial Owners as on Friday, November 28, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 28, 2025 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence on Friday, December 12, 2025, at 9:00 a.m. (IST) and ends on Saturday, January 10, 2026, at 5:00 p.m. (IST). The e-voting module shall be disabled by MUFG Intime Private Limited for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting on or before Tuesday, January 13, 2026.
11. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, January 10, 2026 being the last date specified by the Company for e-voting.
13. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

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## REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

### Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



#### METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

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## METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

## METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

### STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

## ONE POINT ONE SOLUTIONS LIMITED

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**T.** 022 6687 3800 **F.** 022 6687 3889 **CIN:** L74900MH2008PLC182869 **website:** [www.1point1.com](http://www.1point1.com)

**Reg. Office:** Unit no. 501, 5th Floor, Naman Centre, G Block, C-31, Bandra Kurla Complex, Bandra (E), Mumbai 400051, Maharashtra, India  
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a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.
- (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
  2. 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).
  3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - o Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
    - o Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
  5. 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).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click “Submit” (You have now registered on InstaVote).
- Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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## Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

### STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

### STEP 2 - Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.

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- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

### 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 request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

## ONE POINT ONE SOLUTIONS LIMITED

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- ❖ 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".

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## EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons]

### ITEM NO.1:

The Board of Directors of the Company has proposed the issuance of share warrants on a preferential basis to the Promoter and Non-Promoter of the Company in accordance with applicable laws and regulations, with the strategic intent to strengthen the Company's financial position and support its long-term business objectives.

Accordingly, the Company proposes to raise the funds by way of issuance of the fully convertible warrants on a Preferential basis to the Promoters and Non-Promoter of the Company, and such issue will be in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI (ICDR) Regulations') and applicable sections and rules of Companies Act, 2013 ('the Act').

The Board of Directors of the Company in their meeting held on December 11, 2025 subject to the approval of members, has considered and approved, the proposal of issuance of warrants, in one or more tranches, up to 1,50,00,000 (One Crore Fifty Lakhs) fully convertible warrants ("Warrants/Share Warrants") convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 56/- (Rupees Fifty-Six Only) per warrant, at premium of Rs. 54/- (Rupees Fifty-Four Only) per warrant aggregating amounting to Rs. 84,00,00,000/- (Rupees Eighty Four Crores Only) to the proposed allottees as mentioned in the resolution of Item no. 1 of this notice.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of the aforesaid Warrants convertible into Equity Shares, the shareholding of the Promoter and Non-Promoter may increase/decrease as per details given in this statement.

Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

#### 1. The purpose/object(s) of the Preferential Issue: The Objects of the Issue is as follows:

Sr. No	Particulars	Total estimated amount to be utilized(Amount in Crores)*	Tentative timeline for utilization of issue proceeds for each of the object
1	General Corporate Purposes	20,16,00,000	11 June 2028
2	Inorganic growth of the Company (directly or through layer of subsidiary/ies)/ Repayment of Debt taken for inorganic growth	63,84,00,000	11 June 2028
<b>Total</b>		<b>84,00,00,000</b>	-

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Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company or it shall be parked in the form of fixed Deposit(s)/Investment in Debt Mutual funds and money market instruments. The Company shall not invest in risk-taking and/or capital eroding instruments.

**2. The total/maximum number of securities to be issued/ particulars of the offer/kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing the Board Resolution:**

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches up to 1,50,00,000 (One Crore Fifty Lakhs) Fully Convertible Warrants ("Warrants/Share Warrants") convertible into equivalent number of Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs. 56/- (Rupees Fifty-Six Only) per warrant, at premium of Rs. 54/- (Rupees Fifty-Four Only) per warrant aggregating amounting to Rs. 84,00,00,000/- (Rupees Eighty Four Crores Only) on the preferential basis to the Promoter and Non-Promoter, subject to necessary approvals and the resolution for the same has been passed by the Board of Directors in their meeting held on Thursday, December 11, 2025.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at, or offer/invitation is being made:**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE').

The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for the determination of the issue price.

As per the provisions of the SEBI (ICDR) Regulations, the minimum price for the issue of share warrant is calculated at Rs. 54.28/- (Rupees Fifty-Four and Twenty Eight paise Only) per warrant, considering the following:

- a) Rs. 49.35/- per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange preceding the Relevant Date; or
- b) Rs. 54.28/- Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (preceding the Relevant Date).

The relevant date in accordance with the provision of Chapter V of SEBI (ICDR) Regulations for the purpose of determination of the issue price of warrants to be issued on a Preferential basis to Promoter and Non-Promoter of the Company be and is hereby fixed as Thursday, December 11, 2025 being the date 30 days prior to the date of passing Special Resolution by way of postal ballot.

Furthermore, the share warrants are hereby issued at an issue price of Rs. 56/- (Rupees Fifty-Six Only) per warrant, at premium of Rs. 54/- (Rupees Fifty-Four Only) per warrant, which is not less than the minimum price as mentioned above and the issue price has been determined by the management which is duly approved by the Board of Directors of the Company.

**4. Name and Address of Valuer who performed Valuation:** Not applicable.

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5. **Amount which the Company intends to raise by way of issue of Warrants:** Up to Rs. 84,00,00,000/- (Rupees Eighty Four Crores Only).
6. **Material terms of issue of Warrants:** The issue of Warrants shall be subject to the following terms and conditions:
- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription & allotment of each warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
  - b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
  - c. The pre-preferential Equity shareholding of the Proposed Allottees along with warrants being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
  - d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
  - e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
  - f. The Warrants and the equity shares be allotted on exercise of the warrants 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 thereunder;
  - g. The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
  - h. The Equity Shares to be allotted on exercise of the warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

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- i. In the event the warrant holder does not exercise the warrants within 18 months from the date of allotment, the warrants shall lapse and the amount paid at the time of subscription of the warrants shall stand forfeited;
  - j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
  - k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
  - l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
  - m. The consideration for the allotment of Warrants and/or the Equity Shares arising from the exercise of such Warrants shall be paid into the designated bank account of the Company from the bank account(s) of the Proposed Allottees.
7. **Principal terms of Assets charged as securities:** Not Applicable.
8. **Intention/ Contribution of Promoters/ Promoter Group/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** Except the Proposed Allottees who are part of Promoter and Promoter Group mentioned in point no. 19, no other existing Directors, Key Managerial Personnel or Senior Management Personnel or Promoters and Promoter Group intends to subscribe to the proposed issue of warrants or furtherance of objects.
9. **The shareholding pattern of the Company before the proposed issue and after the proposed issue is as follows:** Please refer to “Annexure - A” to this Notice for details.
10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Warrants issued on a Preferential Basis shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the Company will ensure that the allotment of equity shares pursuant to the exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.
11. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the financial year, the Company has made allotment on a preferential basis to following persons:

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Sr. No.	Name of Allottee	Numbers Shares Allotted	Issue Price	Date of Allotment
1	Adiraju Rajendra Prasad	79,944	28.32	25 April 2025
2	Srilakshmi Vemulapalli	3,00,000	28.32	25 April 2025

12. **Valuation for consideration other than cash:** Not Applicable.
13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.
14. **Lock-in:** Warrants allotted pursuant to this resolution and/or the resultant Equity Shares to be issued and allotted upon exercise of right attached to the warrants as above along with the pre-preferential allotment shareholding of the proposed allottees shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
15. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of the request for conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividends.
16. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, a Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, available for inspection by the members on the website of the Company by clicking on link <https://www.1point1.com/investor>
17. **Undertakings:** The Company hereby undertakes that:
- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so;
  - If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) regulations, the above Securities shall be continued to be locked in till the time such amount is paid by the allottees;
  - All the equity shares held by the proposed allottees in the Company are in dematerialized form only.
18. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its Promoters or directors are a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with Schedule VI of SEBI (ICDR) Regulations. Further, none of its directors or promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
19. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

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Sr. No	Name of the proposed Allottees	Current Status (Pre Issue Category/ Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Equity Shares to be issued (Upon Conversion)	*Post Issue/Allotment of Equity Shares		Proposed Status (Post Issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Akshay Chhabra	Promoter	Not Applicable	80503714	30.624%	5000000	85503714	30.765%	Promoter
2.	Afrin DIA	Non-Promoter	Thomas Karsten  Passport No.BD02C 4H38	-	-	2000000	2000000	0.719%	Non-Promoter
3	AL Maha Investment Fund PCC-Onyx Strategy	Non-Promoter	Karuna Ramchurn  Passport - 1664067	-	-	2000000	2000000	0.719%	Non-Promoter
4	Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC SUB Fund 1	Non-Promoter	Mohanper sad Soovydhe e  Passport - 1622789	-	-	4000000	4000000	1.439%	Non-Promoter
5	Craft Emerging Market Fund PCC-Citadel Capital Fund	Non-Promoter		-	-	2000000	2000000	0.719%	Non-Promoter

*\*Post issue % holding is calculated on post issued capital of the Company i.e. after allotment of 1,50,00,000 Equity Shares pursuant to conversion of Fully Convertible Warrants.*

*\*\*UBO is foreign National. Therefore, do not have PAN.*

20. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue of warrants and its conversion into equity shares.

21. **Other disclosures:**

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;

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- c. The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said Convertible Warrants to the above-mentioned allottee(s) is being sought by way of a special resolution as set out in the said items of the notice.

The issue of equity shares upon the conversion of the warrants would be within the potentially increased Authorized Share Capital of the Company.

Except Mr. Akshay Chhabra, none of the Directors and/or Key Managerial Personnel or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item No. 1 of the Notice.

The Board recommends the resolution as set out in Item No. 1 of this notice for the approval by the shareholders of the Company by way of Special Resolution.

By order of the Board of Directors  
For One Point One Solutions Limited

Sd/-  
Pritesh Sonawane  
Company Secretary & Compliance Officer  
Membership Number: A34943

Place: Mumbai  
Date: December 11, 2025

**ONE POINT ONE SOLUTIONS LIMITED**

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## ANNEXURE A (Shareholding pattern of the Company before and after the Preferential Issue)

Sr. No	Category	Pre-Issue Shareholding (as on 8 October 2025) (on actual basis)		Shareholding Post Preferential Issue (Conversion of warrants and preferential issue of equity shares)	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	<u>Promoter Group</u>				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	81232339	30.898%	86232339	31.028%
	Body Corporate	56250000	21.393%	56250000	20.240%
	<b>Sub-Total</b>	<b>137482339</b>	<b>52.291%</b>	<b>142482339</b>	<b>51.268%</b>
2	Foreign Promoters	-	-	-	-
	NRI	-	-	-	-
	<b>Sub-Total - A (A1+A2)</b>	<b>137482339</b>	<b>52.291%</b>	<b>142482339</b>	<b>51.268%</b>
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	2230752	0.849%	12230752	4.401%
	Alternative Investment Fund	500000	0.190%	500000	0.180%
	Insurance Companies	-	-	-	-
	Central Government	4756000	1.809%	4756000	1.711%
	<b>Sub-Total</b>	<b>7486752</b>	<b>2.848%</b>	<b>17486752</b>	<b>6.292%</b>
	Foreign Portfolio Investors Category I	33394689	12.701%	33394689	12.016%
	<b>Sub-Total - B1</b>	<b>40881441</b>	<b>15.549%</b>	<b>50881441</b>	<b>18.308%</b>
2	Non-Institutional Investors				
	Individuals	60645977	23.066%	60645977	21.822%
	Body Corporate	16251753	6.182%	16251753	5.847%
	Others	7659353	2.913%	7659353	2.755%
	<b>Sub-Total - B2</b>	<b>84557083</b>	<b>32.161%</b>	<b>84557083</b>	<b>30.425%</b>
	<b>Total (B=B1+B2)</b>	<b>125438524</b>	<b>47.709%</b>	<b>135438524</b>	<b>48.733%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>262920863</b>	<b>100.000%</b>	<b>277920863</b>	<b>100.000%</b>

\*The shareholding pattern figures are derived under the assumption that

(1) All proposed share warrants shall be subscribed, and warrants will subsequently be exercised or converted into equity shares in accordance with Resolution No. 1.

However, if any warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.

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