1POINT1™ BUSINESS PROCESS PARTNERS

To,

13th March 2019

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra – East,
Mumbai – 400051.

Ref: NSE Symbol - ONEPOINT

Subject: Intimation of Postal Ballot

Dear Sir / Madam,

This is further to our letter dated 11th March, 2019 wherein we had informed that the Board of Directors at its meeting held on Monday, 11th March 2019 had approved following resolutions:

1. Increase in the Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company.
2. Issue of Bonus Equity Shares.
3. Migration of Company from SME Board of NSE Ltd. to Main Board of NSE Ltd.

In this regard we wish to inform you that, pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company has completed the dispatch of Postal Ballot Notice on Tuesday, 12th March, 2019 along with the Postal Ballot Form and self-addressed postage pre-paid envelope to the Members whose e-mail IDs are not registered and sent e-mail to the Members whose e-mail IDs are registered as on 11th March 2019, seeking approval by postal ballot (including e-voting by electronic means) for "Migration from SME platform of NSE Ltd. i.e. EMERGE to Main Board of NSE Ltd." along with other resolutions as stated in postal ballot notice.

The Board of Directors has also appointed Ms. Shailashri Bhaskar, practicing company secretary having Membership No. F5778 and CP No. 5092, to act as the Scrutinizer, for conducting the postal ballot process (including E-Voting).

The Schedule of Events of the Postal Ballot and e-voting is as follows: -

Cut Off Date (for dispatch & voting through Ballot /E-voting)	11th March 2019
Date of Completion of Dispatch	12th March 2019
Voting through Postal Ballot/Remote E-Voting starts	Friday, 15th March, 2019 at 9:00 a.m. (IST)
Voting through Postal Ballot/Remote E-Voting ends	Saturday, 13th April, 2019 at 5:00 p.m. (IST).

One Point One Solutions Ltd. Navi Mumbai

1POINT1™ BUSINESS PROCESS PARTNERS

In connection with the above please find below attachments for your reference:

1. The Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013.
2. Blank Postal Ballot Form.

Request you to kindly take the aforesaid information on your records and acknowledge the receipt of same.

Yours faithfully,
For **One Point One Solutions Limited**

One Point One Solutions Ltd. Navi Mumbai

Pritesh Sonawane
(Company Secretary and Compliance Officer)

ONE POINT ONE SOLUTIONS LIMITED
Registered office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703.
Tel: 022 6687 3800 Fax: 022 6687 3889; CIN: L74900MH2008PLC182869
Email Id: investors@1point1.in ; Website: www.1point1.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings ("SS-2") and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for the approval of the Members of the Company through Postal Ballot including electronic voting (e-voting) for the resolution set out hereinafter.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the "Board"), has appointed Ms. Shailashri Bhaskar, Practicing Company Secretary, having Membership No. F5778 and CP No. 5092, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the Form in original duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at Ms. Shailashri Bhaskar, Practicing Company Secretary, Scrutinizer, C/o: LINK INTIME INDIA PRIVATE LIMITED, Unit: One Point One Solutions Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 on or before 5:00 P.M on 13th April 2019.

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable rules of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th March 2019, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m on 15th April 2019 at the Registered Office of the company at International Infotech Park, T-762, Tower-7, 6th Floor, Vashi,

Thane Maharashtra - 400703. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the NSE Ltd. (NSE) where the Company's Shares are listed, and displayed on the website of the Company i.e. www.1point1.in.

Pursuant to Regulation 277 of ICDR Regulations, 2018 the Resolution shall be passed by requisite majority i.e. public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal and the last date of receipt of Postal Ballots i.e. till 5.00 PM, on 13th April 2019.

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

RESOLUTION 1:

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modifications or e-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each (Rupees Ten only) to Rs.30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each (Rupees Ten only) *ranking pari passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs.30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each (Rupees Ten only).

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") and / or the Company Secretary and / or any other person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms / documents with appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution."

RESOLUTION 2:

ISSUE OF BONUS EQUITY SHARES:

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

"**RESOLVED THAT** in pursuance of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to the Company to capitalize a sum of Rs.8,35,82,500/- (Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) out of

Rs. 38,81,15,467/- (Rupees Thirty Eight Crore Eighty One Lakh Fifteen Thousand Four Hundred Sixty Seven only) standing to the credit of Securities Premium Account and to apply this sum of Rs.8,35,82,500/- (Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) for paying in full at par 83,58,250(Eighty Three Lakh Fifty Eight Thousand Two Hundred and Fifty only) Equity shares of Rs. 10/- each in the capital of the company to be allotted and distributed as fully paid up bonus shares to the holders of equity shares of Rs.10/- each in the Company, whose names appear in the Register of Members of the Company as on the record date, in the ratio of 1:2 (i.e. 1 (one) Bonus share of Rs.10/- each for every 2 (two) fully paid up equity share held by shareholders) and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari-passu* with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT the Bonus Equity Shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to those Members holding shares in physical form on April 22, 2019 ("Record Date").

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus shares and the bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Company Secretary or all the Directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

RESOLUTION 3:

MIGRATION FROM NSE SME PLATFORM TO MAIN BOARD OF NSE LTD.:

To consider, and if thought fit, to pass the following resolution as a special resolution with requisite majority:

SPECIAL RESOLUTION

Note: *In accordance with Regulation 277 of lCDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Ltd. ("NSE Ltd.") i. e. EMERGE to the Main Board of NSE Ltd. and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.**"**

Date: 11th March 2019
Registered office:
International Infotech Park,
T-762, Tower-7, 6th Floor, Vashi,
Navi Mumbai -400703.

By Order of the Board
One Point One Solutions Limited

Pritesh Sonawane
(Company Secretary and Compliance Officer)
Membership No: 34943

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.

2. The Board of Directors has, at its meeting held on 11th March 2019, appointed Ms. Shailashri Bhaskar, Practicing Company Secretary, having Membership No. F5778 and CP No. 5092 to act as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on 11th March 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.

4. A copy of this notice has been placed on the website of the Company www.1point1.in and shall remain on the website until the last date for receipt of postal ballots from the shareholders.

5. The postal ballot form for voting by shareholders is enclosed.

6. In accordance with the sub rule (3) of Rule 22 of the Rules, after the postal ballot is dispatched, an advertisement will be published at least once in a vernacular newspaper in the principal vernacular language and at least once in English language in an English newspaper having a wide circulation in the district

7. Members whose names appear on the Register of Members / List of Beneficial Owners on 11th March 2019 will only be considered for the purpose of voting.

8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

9. Voting rights shall be reckoned on the paid - up value of shares registered in the names of the Members as on 11th March 2019.

10. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail at pritesh.sonawane@1point1.in and Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

11. A Member cannot exercise his/her vote by proxy on postal ballot.

12. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and record their assent (for) or dissent (against) therein by filling necessary details and affixing the signature at the designated place in the Form and return the duly completed Form and signed, in the enclosed self-addressed pre-paid postage business reply envelope or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 05:00 P.M, on or before 13th April 2019 ("Last Date"). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be cast will be blocked.

13. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all Postal Ballots but not later than 48 hours thereof. Upon completion of the scrutiny of the Postal Ballot votes, the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, by Chairman at the Registered Office of the company at International Infotech Park, T-762, Tower 7, 6th Floor, Vashi, Thane Maharashtra - 400703. The result of postal ballot and e-voting along with the Scrutinizer's report will be placed on the Company website at www.1point1.in and will also be communicated to the Stock Exchange where the equity shares of the Company are listed, Depository, Registrar and Share Transfer Agent on the said date.

14. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM, 13th April 2019.

15. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (**CDSL**) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

16. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

17. Please note that any postal ballot form(s) received after the last date (i.e. 13th April 2019) will be treated as not having been received.

18. The last date of receipt of postal ballot i.e. 13th April 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

19. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members.

PROCEDURE FOR REMOTE E-VOTING

Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Postal Ballot Notice by electronic means. The Company has engaged the services of the Central Depository Services (India) Ltd (**CDSL**) to provide the e-voting facility.

STEPS FOR REMOTE E-VOTING:

a) Open the internet browser and type the following URL: https://www.evotingindia.com

b) Click on Shareholders – Login.

c) If you are already registered with https://www.evotingindia.com for e-voting, then use your existing User ID and Password for Login.

d) If you are logging in for the first time, then:

- In case you have received the Postal Ballot Notice by e-mail, the User ID and Password is mentioned in the file attached. To open the file, please use your Client ID or Folio No. as Password.
- In case you have received the Postal Ballot Notice in physical form, then the said details are provided at the bottom of the Postal Ballot Form.

EVE (E-Voting Event Number)	USER ID	PASSWORD/PIN
190312005		

NOTE: Please read carefully the instructions printed overleaf before exercising your vote

- The Password Change Menu will appear on your screen. Change the Password with new Password of your choice with minimum 8 digits/ characters or combination thereof. Note the new Password. Please take utmost care to keep your Password confidential.

e) Once the home page of e-voting opens, click on e-voting: **Active Voting Cycles.**

f) Select EVEN (E-voting Event Number) of M/s. One Point One Solutions Limited, which is provided above.

g) Once you select the EVEN, the Cast Vote page will open. Now you are ready for e-voting.

h) Cast your vote by selecting your favoured option, click on Submit and Confirm when prompted.

i) Upon confirmation, the message "Vote cast successfully" will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be modified.

j) In case of shares held by Companies, Trusts, Societies etc. they are required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter, etc., together with attested specimen signature(s) of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail to shailashrib@gmail.com by quoting the DP ID and Client ID or Folio No.

Other Instructions:

a. In case of any queries, please refer to the FAQs Shareholders and e-voting User Manual Shareholder available in the Downloads section of Central Depository Services (India) Ltd (**CDSL**). You can also mail your queries to CDSL by sending an e-mail to helpdesk@cdslindia.com or contact Mr. Pritesh Sonawane, Company Secretary of the Company at Contact No.: 022 66873865, e-mail ID: pritesh.sonawane@1point1.in.

b. The e-voting period shall commence at 09:00 AM on 15th March 2019 and end at 05:00 PM on 13th April 2019. During this period, Members of the Company, holding shares either in physical or de-materialised form, as on the cut-off date i.e. 5th March 2019, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Ltd (**CDSL**) for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

c. If you forget your password, you can reset your password by using 'Forget User Details/ Password' option available on Central Depository Services (India) Ltd (**CDSL**)

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

Item No. 1:

As required by sub section (1) of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 of the accompanying Notice dated 11th March 2019.

The Current Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crore only) consisting of 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and the paid up share capital of the Company is Rs. 16,71,65,000/- (Rupees Sixteen Crore Seventy One Lakh Sixty Five Thousand only) consisting of 1,67,16,500 One Crore Sixty Seven Lakh Sixteen Thousand Five Hundred) Equity Shares of Rs.10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to Rs. 30,00,00,000/- (Rupees Thirty Crores) to magnify the financial interest of the Company by way of fund raising in future via further issue of Equity share of the company.

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

Accordingly, the Board recommends the Resolution set forth in Item No.1 of the Postal Ballot Notice to be passed as Ordinary Resolutions by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company.

Item No.2:

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 3 of the accompanying Notice dated 11th March 2019.

The Board of Directors recommended to capitalize a sum of Rs. 8,35,82,500(Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) out of Rs.38,81,15,467/- (Rupees Thirty Eight Crore Eighty One Lakh Fifteen Thousand Four Hundred Sixty Seven only) standing to the credit of Securities Premium Account and to apply this sum of Rs. 8,35,82,500/- (Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) for paying in full at par 83,58,250 (Eighty Three Lakh Fifty Eight Thousand Two Hundred and Fifty)equity shares of Rs. 10/- each in the capital of the company in the ratio of 1:2 (i.e. 1 (one) bonus share of Rs. 10/- each for every 2 (two) fully paid up equity share held by members.)

Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the ordinary resolutions favorably. Accordingly, the Board recommends the Resolution set forth in Item No.2 of the Postal Ballot Notice to be passed as Ordinary Resolutions by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2 of this Notice except to the extent of their shareholdings in the Company.

Item No.3:

As required by sub section (1) of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 3 of the accompanying Notice dated 11th March 2019.

Note: *In accordance with Regulation 277 of lCDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

The Company was listed on NSE SME Platform on 26th December 2017 and intends to migrate to the Main Board of NSE Ltd. as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Listing on the Main Board of NSE Ltd. will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Accordingly, the Board recommends the Resolution set forth in Item No.3 of the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 and Item No. 3 of this Notice except to the extent of their shareholdings in the Company.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of NSE Ltd. to Main Board of NSE Ltd. as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on 13th April 2019.

Date: 11th March 2019
Registered office:
International Infotech Park,
T-762, Tower-7, 6th Floor, Vashi,
Navi Mumbai -400703.

By Order of the Board
One Point One Solutions Limited

Pritesh Sonawane
(Company Secretary and Compliance Officer)
Membership No: 34943

ONE POINT ONE SOLUTIONS LIMITED

Registered office: International Infotech Park, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703.
Tel: 022 6687 3800 Fax: 022 6687 3889; CIN: L74900MH2008PLC182869
Email Id: investors@1point1.in ; Website: www.1point1.in

Serial No._____

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) (Including joint holders, if any) : _____

2. Registered address of the sole/first named Shareholder : _____

3. Registered folio no./DP Id No.*/Client Id No.* (*Applicable for shares held in dematerialised form) : _____

4. Number of share(s) held as on 11th March, 2019 : _____

I/We hereby exercise my/our vote in respect of the Ordinary/Special resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 11th March 2019 by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Increase in the Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company.			
2.	Issue of Bonus Shares.			
3.	Migration of the Company from NSE SME Platform to Main Board of NSE Ltd.			

Place :
Date :

_____
Signature of Shareholder(s)

Notes:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith.
3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.
4. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
5. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	**USER ID**	**PASSWORD/PIN**
190312005		

Commencement of Voting	**End of Voting**
Friday, 15th March, 2019 at 9:00 a.m. (IST)	Saturday, 13th April, 2019 at 5:00 p.m. (IST).

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope.

2. The self-addressed business reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.

3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

4. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M on or before 13th April 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.

5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).

6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.

7. Votes will be considered invalid on the following grounds:
   a) A form other than one issued by the company has been used;
   b) It has not been signed by or on behalf of the Member,-
   c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
   d) It is not possible to determine without any doubt the assent or dissent of the Member;
   e) Neither assent nor dissent is mentioned;
   f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
   g) The envelope containing the postal ballot form is received after the last date prescribed;
   h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   i) It is received from a Member who is in arrears of payment of calls;
   j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
   k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper if found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.

9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.

11. The result of the Postal Ballot will also be posted on the website of the Company www.1point1.in.