

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

June 13, 2022

Symbol: ONEPOINT

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice (E-voting)

Dear Sir/ Ma'am,

With reference to the above subject and further to the intimation made to the stock exchanges by the Company on December 7, 2021, we would like to inform you that pursuant to Section 108 and Section 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") read with the MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ("MCA Circulars")), the approval of members of the Company is being sought for the following resolution, by way of Postal Ballot (only through the e-voting process):

Item No.	Description of the Resolution
1.	To consider and approve the Employee Stock Option Plan, 2022.
2.	To consider and approve re-appointment of Mr. Akshay Chhabra (DIN: 00958197) as the Managing Director of the Company.
3.	To consider and approve re-appointment of Mr. Akashanand Karnik (DIN: 07060993) as the Whole-time Director of the Company.
4.	To consider and approve the payment of remuneration to Mr. Akshay Chhabra - Chairman and Managing Director of the Company for the financial year 2021-22.
5.	To consider and approve the payment of remuneration to Mr. Akashanand Karnik, Whole-time Director of the Company for the financial year 2021-22.
6.	To consider and approve regularization of Additional Director, Ms. Shalini Pritamdasani (DIN: 02804687) as Non- executive Director of the Company.

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed the Postal Ballot Notice dated 28th May 2022 ("Postal Ballot Notice") along with the Explanatory Statement. The same is being made available on the Company's website at website www.1point1.in

In terms of the MCA Circulars, the Company will send the Postal Ballot Notice in electronic form only to the members of the Company whose names appear in the List of Beneficial Owners as on close of business hours on Friday, June 10, 2022, being the cut-off date and who have registered their email ids with the Depository Participants/ Company. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope will not be sent to the members for the postal ballot, in accordance with the requirements specified under the MCA Circulars.

The Board of Directors has also appointed Mr. Makarand M. Joshi (Membership No: 5533) and in his absence Mrs. Kumudini Bhalerao (Membership No: 6667), Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai, to act as the Scrutinizer, for conducting the postal ballot process (including E-Voting).

The Schedule of Events of E-voting	Event Date
Cut Off Date (for dispatch & E-voting)	June 10, 2022
Date of Completion of Dispatch of Notice only through Electronic Mode	June 13, 2022
Voting through Remote E-Voting Starts at 9.00 a.m. on	June 14, 2022
Voting through Remote E-Voting Ends at 5.00 p.m. on	July 13, 2022

Members who have not registered/updated their e-mail ids are requested to register/update the same with their respective Depository Participant(s), Link Intime India Private Limited (RTA) or the Company by following the procedure provided in the Postal Ballot Notice, in respect of both physical and electronic holdings for sending future communication(s) in electronic form.

Request you to kindly take the aforesaid information on your records.

Date: June 13, 2022

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

Encl.: As Above



ONE POINT ONE SOLUTIONS LIMITED

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

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

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

NOTICE OF POSTAL BALLOT

Dear Members of One Point One Solutions Limited,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate affairs ("**MCA**"), respectively (collectively referred to as the "**MCA Circulars**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and pursuant to other applicable laws and regulations, the special resolutions appended below are proposed for approval of the Members of Limited ("**Company**" or "") through Postal Ballot by remote e-voting process ("**Remote E-voting**").

An explanatory statement pursuant to the provisions of Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the special resolutions setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

The Board of Directors ("**Board**") at its meeting held on May 28, 2022 appointed Mr. Makarand M. Joshi (Membership No: 5533) and in his absence Mrs. Kumudini Bhalerao (Membership No: 6667), Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot through Remote E-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Members can vote only through the Remote E-voting. Hence, physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Accordingly, the Company is pleased

ONE POINT ONE SOLUTIONS LIMITED

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

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

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

Reg. Office: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.

Mumbai. Gurgaon. Indore. Bangalore

to offer Remote E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in the Notes in this the postal ballot notice (“**Postal Ballot Notice**” or “**Notice**”). The Members may note that the Remote E-voting commences on **Tuesday, June 14, 2022 from 9.00 a.m. (IST)** and ends on **Wednesday, July 13, 2022 at 5.00 p.m. (IST)**. The Members are therefore requested to cast their vote **not later than 5:00 p.m. IST on July 13, 2022** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared at the registered office of the Company on or before **July 19, 2022** and communicated to National Stock Exchange of India Limited (“**NSE**”), National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (together the “**Depositories**”), and will also be displayed on the website of the Company at (website) and CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION PLAN, 2022:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; the relevant clauses of the Memorandum and Articles of Association of the Company; the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB & SE Regulations**”); the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”); the provisions of Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, for the time being in force, the consent of the Members’ of the Company, be and is hereby accorded to the introduction, formulation and implementation of ‘One point One Solutions Employee Stock option plan 2022’ (“One Point One ESOP 2022”/ “Plan”) and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SBEB & SE Regulations) to create, and grant from time to time, in one or more tranches, not exceeding 94,02,975 (Ninety Four Lakhs Two Thousand Nine Hundred and Seventy Five) employee stock options to and for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Plan, where one Option would convert into one equity share upon exercise, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company, after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board/Committee and Company Secretary be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board / Committee, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

ITEM NO. 2

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. AKSHAY CHHABRA (DIN: 00958197) AS THE MANAGING DIRECTOR 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 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and the recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the members is hereby accorded for the re-appointment of Mr. Akshay Chhabra (DIN: 00958197), as the Managing Director (“MD”) of the Company for a further period of five years with effect from September 1, 2022 till August 31, 2027 (both days inclusive) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the

event of loss or inadequacy of profits in any Financial Year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Akshay Chhabra.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 3

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. AKASHANAND KARNIK (DIN: 07060993) AS THE WHOLE-TIME DIRECTOR 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 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and the recommendation of Nomination and Remuneration Committee & Board of Directors of the Company, consent of the members is hereby accorded for the re-appointment of Mr. Akashanand Karnik (DIN: 07060993) as the Whole-Time Director (“WTD”) of the Company for a further period of five years with effect from September 1, 2022 till August 31, 2027 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Akashanand Karnik.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 4

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

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

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Akshay Chhabra (DIN: 00958197), Chairman and Managing Director of the Company for the Financial Year 2021-22 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akshay Chhabra, Chairman and Managing Director for the Financial Year 2021-22 is subject to the condition that:

- a. the total remuneration payable in any Financial Year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial Year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Akshay Chhabra, Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

ITEM NO. 5

TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. AKASHANAND KARNIK (DIN 07060993), WHOLE TIME DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Akashanand Karnik (DIN 07060993), Whole time Director of the Company for the Financial Year 2021-22 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Akashanand Karnik, Whole time Director for the Financial Year 2021-22 is subject to the condition that:

- a. the total remuneration payable in any Financial Year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial Year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Akashanand Karnik, Whole time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

ITEM 6

TO CONSIDER AND APPROVE REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. SHALINI PRITAMDASANI (DIN: 02804687) AS A NON-EXECUTIVE DIRECTOR 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 Sections 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Ms. Shalini Pritamdasani (DIN : 02804687), who was appointed as an Additional Director of the Company with effect from 31st March 2022 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Non-executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.”

By order of the Board,
For **One Point One Solutions Limited**



Date: June 13, 2022

Place: Mumbai

Pritesh Sonawane

Company Secretary & Compliance Officer

NOTES:

1. Explanatory statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company and/or in the List of Beneficial Owners received from the Depositories as on **Friday, June 10, 2022** ("Cut-off Date"). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in serial no. 12 below to receive the Postal Ballot Notice.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www..com, websites of the Stock Exchange NSE at www.nseindia.com, and on the website of CDSL at www.evotingindia.com.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by LINKINTIME. Members can vote only through the Remote E-voting and are requested to read the instructions on the same in the Notes under in this Postal Ballot Notice. Members whose names appear on the Register of Members/List of Beneficial Owners as on June 10, 2022 i.e. Cut-off date, will be considered for the purpose of e-voting.

5. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on June 10, 2022 i.e. Cut-off date. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
6. Member are requested to cast their vote through the Remote E-voting process not later than 5.00 p.m. (IST) on July 13, 2022 - to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
7. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their Authorized Representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at scrutinisers@mmjc.in with a copy marked to investors@1point1.in.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot through the Remote E-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before July 19, 2022, and will also be displayed on the website of the Company (www.1point1.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
9. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, and as if they have been passed at a general meeting of the Members.
10. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at investors@1point1.in mentioning their name, Folio No./Client ID and DP ID, until the last date for receipt of votes through Remote E-voting.
11. Any person becoming a Member of the Company after the Postal Ballot Notice is sent out through e-mail and holds shares as on the Cut-off Date, may obtain the user ID and Password by sending a request to enotices@linkintime.co.in and can exercise their voting rights through Remote E-voting by following the instructions listed herein below.

12. IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE (“PHYSICAL SHAREHOLDERS”):

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular.

Instructions for Members for Remote E-voting:

13. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
14. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the Cut-off Date. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote E-voting. A person who is not a Member as on the Cut-off Date should treat the Postal Ballot Notice for information purposes only.
15. The Remote E-voting period commences on June 14, 2022 from 9:00 a.m. (IST) and ends on July 13, 2022 at 5:00 p.m. **IST**. The Remote E-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 16. Remote e-Voting Instructions for shareholders:**
As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

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

2. Individual Shareholders holding securities in demat mode with CDSL

- i. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

- ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 - iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

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

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION PLAN, 2022.

Employee stock options have long been proven to be an effective tool for organizations to incentivize employees to accelerate profitable growth and wealth creation. The Company has been effectively using employee stock options to create an ownership mindset and a long-term focus amongst its employees.

One point One believes in nurturing win-win relationship with all stakeholders, including its employees and shareholders. It has always been our endeavour to create shareholder value through focussing on the business impact and long-term sustainability of One point One. One of the most critical drivers in this endeavour are motivated and committed One point One employees. Thus, we need to ensure that their reward is market competitive and attractive while ensuring the following:

- Align individual goals and performance of employees to annual and long-term business objectives of the Company.
- Reward employees for creating long-term value for shareholders by achieving the business objectives and accelerating Company performance.
- Attract and retain high potential and critical employees in a competitive talent environment by using Long Term Incentives (ESOPs) as a performance reward & retention tool and not as wealth creation tool only.
- Most importantly, manage the overall employee cost in a smart but frugal manner- by ensuring that part of the employee remuneration is linked directly to “Shareholder Value Gain” or “Share Price Gain”. This ensures that while we offer long term performance reward opportunity for employees, it is tightly linked to shareholder gains.

In addition to the above amendment in clause no. 8.2, various cosmetic and routine changes have been made throughout the scheme to bring the same in line with the SBEB Regulations, 2021.

A copy of the Plan, along with the proposed amendments, shall be available for inspection by the Members through electronic mode as provided in this Notice.

Pursuant to Section 62(1)(b) of the Companies Act, 2013, the Company may issue further equity shares to employees under the scheme of stock options subject to special resolution passed by the shareholders. As per the applicable provisions of the SBEB Regulations, the Company may by special resolution vary the terms of the existing scheme/plan offered pursuant to an earlier resolution, provided that such variation is not prejudicial to the interests of the employees. Further, a separate special resolution is required to be passed if the options are to be granted to Eligible Employees of subsidiary companies.

None of the Promoters, members of the Promoter Group, the Non-Executive Directors and the Independent Directors of the Company or their relatives are interested, financially or otherwise, in the special resolutions under Item Nos. 1. However, they may be deemed to be concerned or interested, to the extent of their shareholding, if any, in the Company.

The Managing Director & Whole Time Director and other Key Managerial Personnel of the Company are deemed to be concerned or interested, financially or otherwise, to the extent of Options granted/to be granted pursuant to the Plan and to the extent of shareholding held by them or their relatives, if any, in the Company.

Your Company believes that equity-based compensation plans are effective tools for attraction, retention, motivation and incentivization of talents working with the Company, with a view to ensure corporate growth, to create an employee ownership culture and to create value for shareholders. For achieving these objectives, your Company intends to implement a new equity-based compensation plan namely 'One Point One– Employee Stock Option Plan 2022' ("One Point One Solutions ESOP 2022"/ "Plan") comprising of employee stock options ("ESOPs") (hereinafter ESOPs are referred to as "Options") for eligible senior level employees of the Company.

Eligibility of the employees will be decided by the Nomination and Remuneration Committee (NRC) of the Directors ("Committee") based on a combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

Accordingly, Committee and the Board of Directors of the Company at their respective meetings, both held on May 28, 2022 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB & SE Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

The objective of the ESOP 2022 is to reward the Employees for association, dedication and contribution to the goals of the Company. The Company intends to use this Plan to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as instruments that would enable the Employees to get a share in the value they create for the Company in the years to come.

The Plan is established with effect from May 28, 2022 on which the shareholders of the Company have approved the Plan and it shall continue to be in force until (i) its termination by the Company as per provisions of Applicable Laws, or (ii) the date on which all the Options available for issuance under the Plan have been issued and exercised, whichever is earlier.

Keeping view the aforesaid objectives, the Plan contemplates grant of Options to the eligible employees of the Company. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The NRC shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 94,02,975 (Ninety Four Lakhs Two Thousand Nine Hundred and Seventy Five) Options. Each Option when exercised would be converted in to one equity share ("Share") of Rs. 2/- (Rupees two) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted.

In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action.

Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 94,02,975 Options, shall be deemed to be increased to the extent of such additional Options issued.

C. Identification of classes of employees entitled to participate in the Plan:

"Employee" except in relation to issue of sweat equity shares means

- (i) an employee as designated by the Company, who is exclusively working in India or outside India or
- (ii) a Director of the Company, whether whole time or not including a non-executive director who is not a Promoter or member of the Promoter Group,
- (iii) an employee as defined in sub clause (i) or (ii), of a Subsidiary Company or of a Holding Company, in India or outside India, but excludes-
 - a) an Employee who is a Promoter or belongs to the Promoter Group;
 - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
 - c) a Director being an Independent Director.

D. Requirements of Vesting and period of Vesting:

Option granted under the Plan shall vest not earlier than minimum period of 1 (one) year.

Provided that in case where Options are granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause in due compliance with the provisions of SEBI SBEB & SE Regulations.

Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the Unvested Options shall vest with effect from date of the Death or Permanent Incapacity.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 1(One) years from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

Exercise Price shall be the price as may be determined by the Nomination and Remuneration Committee (NRC).

G. Exercise period and the process of exercise:

The Exercise Period in respect of a Vested Option shall be a maximum period of (Five) years from the date of Vesting of Options.

H. Appraisal process for determining the eligibility of employees under the Plan:

Appraisal process for determining the eligibility of the Employees will be based on designation, criticality, high potential, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

I. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to any specific Employee, in one or more grants and in aggregate under the Plan shall not exceed 94,02,975 (Ninety Four Lakhs Two Thousand Nine Hundred and Seventy Five) Options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than grant of Options or consequential issue of Equity Shares is envisaged under the ESOP 2022.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company and as determined by the Committee in line with the provisions of the SBEB and SE Regulations.

L. Source of acquisition of shares under the Plan:

The Company shall issue fresh (primary) shares upon exercise of the Options under the Plan.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the ESOP 2022 is being implemented through Direct Route.

N. Maximum percentage of secondary acquisition:

Not Applicable, as the ESOP 2022 is being implemented through Direct Route.

O. Accounting and Disclosure Policies:

The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on Accounting for

employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB & SE Regulations.

The Company shall make disclosures to the prospective Plan Grantees containing statement of risks, information about the Company and salient features of the Plan in a format as prescribed under SEBI SBEB & SE Regulations.

The Company shall disclose details of Grant, Vest, Exercise, and lapse of the ESOPs in the Directors' Report or in an annexure thereof as prescribed under SEBI SBEB & SE Regulations or any other Applicable Laws as in force,

P. Method of Option valuation:

The options shall be granted at the market price which shall mean to include the latest available closing price on the Stock Exchange on which the Shares of the Company are listed, immediately prior to the Relevant Date.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the NRC shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The Shares issued upon Exercise shall be freely transferable and shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

S. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office during official hours on all working days till the last date of the postal ballot i.e. July 13, 2022. Members may also request for a copy of the Plan by sending an email to investors@1point1.in.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying notice.

ITEM NO. 2

RE-APPOINTMENT OF MR. AKSHAY CHHABRA (DIN: 00958197) AS THE MANAGING DIRECTOR OF THE COMPANY.

EXPLANATORY STATEMENT:

The Shareholders of the Company at the Extra Ordinary General Meeting held on 1 September, 2017 had approved the appointment of Mr. Akshay Chhabra as the Managing Director for a period of 5 years w.e.f. 01 September, 2017 till 31st August 2022, As per Section 196 (2) Company can re-appoint Managing Director, but such re-appointment shall not be made earlier than one year before the expiry of her term.

Present Tenure of Mr. Akshay Chhabra will expire on 31st August 2022. Based on the performance evaluation of Mr. Akshay Chhabra, considering his knowledge of various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business and based on the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on May 28, 2022, re-appointed Mr. Akshay Chhabra as the Managing Director of the Company, for a period of five years effective from September 1, 2022 to August 31, 2027 (both days inclusive).

Further, on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on May 28, 2022 approved the revision in the terms of remuneration of Mr. Akshay Chhabra, subject to the approval of the Shareholders. The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Akshay Chhabra as Managing Director are as follows:

Brief Profile of Mr. Akshay Chhabra:

Mr. Akshay Chhabra is the Founder of the Company and has completed 5 years with the Company. He holds the B. E. (Electronics Engineering) degree from the University of Mumbai. Mr. Akshay Chhabra is the founder and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.

As a young engineer, Mr. Akshay Chhabra strode off the beaten path and let his entrepreneurial instincts take over. He focuses on technology- driven innovation to build efficiencies and surge ahead in the BPM space. Moreover, his understanding of business finance readies the company to take on new challenges in a dynamic market. A key area for him is the identification of new business opportunities and transforming them into real-life conversions.

TERMS OF APPOINTMENT:

The terms of appointment of and details of remuneration proposed to be paid to Ms. Akshay Chhabra are as follows:

1. Tenure:

Period of 5 years commencing from September 01, 2022 to August 31, 2027.

2. Salary

Rs. 72,00,000 Per Annum (Rupees Seventy Two Lakhs) with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year

3. Commission

1% Commission on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

4. Allowances and Perquisites

Housing I: The expenditure incurred by the company on hiring unfurnished accommodation for the Managing Director will be subject to a ceiling of sixty percent of the salary, over and above ten percent payable by the Managing Director.

Housing II: If accommodation in the company owned house is provided, ten percent of salary of the Joint Managing Director shall be deducted by the company.

Housing III: If the company does not provide accommodation, The Managing Director shall be entitled to House rent allowance subject to the ceiling laid down in Housing I.

Explanation:

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Managing Director

5. Medical Reimbursement:

Reimbursement of medical and hospitalization expenses of the Managing Director and her family subject to a ceiling of one month salary in a year.

6. Leave Travel Assistance

Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company

7. Club Memberships

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

8. Insurance Coverage

The Company shall pay the annual premium towards personal accident insurance as per the Rules of the Company. Mr. Akshay Chhabra and family shall be covered under the Mediclaim Insurance Schemes as per the rules of the Company.

9. Provident and Superannuation

The Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per Rules of the Company.

10. Leave

Encashment of leave on full pay and allowances as per the rules of the company but not exceeding one month's leave for every twelve months of service

11. Others

Such other benefits in accordance with the schemes and rules applicable to the members of the company from time to time

OVERALL REMUNERATION:

The proposal for appointment is in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Joint Managing Director and exceeding 11% of the net profits to the directors as a whole, subject to the provisions of Schedule V to the Companies Act.

Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorize payment of remuneration to Mr. Akshay Chhabra including perquisites as approved by the Board as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director, whole-time director and manager, exceeding 11% of the net profits as computed under section 198 of the Act.

MINIMUM REMUNERATION:

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any Financial Year during the term of office of Mr. Akshay Chhabra as Managing Director, the Company will, subject to applicable laws, pay her the remuneration, allowances and perquisites as detailed above with such increments/ revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act for the tenure of three years from FY 2022- 23 till FY 2024-25.

Mr. Akshay Chhabra satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mr. Akshay Chhabra is not disqualified from being appointed as Director in terms of Section 164 of the Act.

As per the requirement of Section 190 of the Act, the agreement entered into between Mr. Akshay Chhabra and the Company, setting out the terms of her appointment shall be available for inspection at the Registered Office of the Company.

Members are requested to e-mail any requests for inspection of said agreement at designated e-mail ID i.e. pritesh.sonawane@1point1.in on receipt of requests, the Company shall arrange to make the copy available for inspection.

The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Except for Mr. Akshay Chhabra and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos. 2 of the accompanying Notice.

The Board recommends passing of the resolutions as set out in Item No. 2 of the accompanying Notice as Special Resolutions.

ITEM NO. 3

RE-APPOINTMENT OF MR. AKASHANAND KARNIK (DIN: 07060993) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY.

EXPLANATORY STATEMENT:

The Shareholders of the Company at the Extra Ordinary General Meeting held on 1st September 2017 had approved the appointment of Mr. Akashanand Karnik as the Whole-time Director for a period of 5 years w.e.f. 1st September 2017 till 31st August 2022, As per Section 196 (2) Company can re-appoint Whole-time Director, but such re-appointment shall not be made earlier than one year before the expiry of her term.

Present Tenure of Mr. Akashanand Karnik will expire on 31st August 2022. Based on the performance evaluation of Mr. Akashanand Karnik, considering his knowledge of various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business and based on the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on May 28, 2022, re-appointed Mr. Akashanand Karnik as the Whole time Director of the Company, for a period of five years effective from September 1, 2022 to August 31, 2027 (both days inclusive).

Further, on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on May 28, 2022 approved the revision in the terms of remuneration of Mr. Akashanand Karnik, subject to the approval of the Shareholders. The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Akashanand Karnik as Whole-time Director are as follows:

Brief Profile of Mr. Akashanand Karnik:

Mr. Akashanand Karnik is Mr. Akashanand Karnik is the Whole Time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies.

He has experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFS, Telecom, Airlines, E-Commerce and consumer durables. Over a career spanning 15 plus years, Mr. Akashanand Karnik led BPMs to build brands and grew the domestic market. He has headed business operations and sales for India in companies such as D&B, E-Serve and GTL. Besides business development, Mr. Akashanand holds wide experience in building Customer-Lifecycle Management solutions across verticals like BFS1, Telecom, Airlines, E-Commerce, and Consumer Durable.

TERMS OF APPOINTMENT:

The terms of appointment of and details of remuneration proposed to be paid to Mr. Akashanand Karnik are as follows:

1. Tenure:

Period of 5 years commencing from September 01, 2022 to August 31, 2027.

2. Salary:

Rs. 60,48,000/- Per Annum (Rupees Sixty Lakh Forty Eight Thousands) with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year

3. Commission:

1% Commission on the net profits of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

4. Allowances and Perquisites:

Housing I: The expenditure incurred by the company on hiring unfurnished accommodation for the Managing Director will be subject to a ceiling of sixty percent of the salary, over and above ten percent payable by the Managing Director.

Housing II: If accommodation in the company owned house is provided, ten percent of salary of the Joint Managing Director shall be deducted by the company.

Housing III: If the company does not provide accommodation, The Whole time Director shall be entitled to House rent allowance subject to the ceiling laid down in Housing I.

5. Explanation:

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent of the salary of the Whole time Director.

6. Medical Reimbursement:

Reimbursement of medical and hospitalization expenses of the Whole time Director and his family subject to a ceiling of one month salary in a year.

7. Leave Travel Assistance:

Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company

8. Club Memberships:

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

9. Insurance Coverage:

The Company shall pay the annual premium towards personal accident insurance as per the Rules of the Company. Mr. Akashanand Karnik and family shall be covered under the Medclaim Insurance Schemes as per the rules of the Company.

10. Provident and Superannuation:

The Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per Rules of the Company.

11. Leave:

Encashment of leave on full pay and allowances as per the rules of the Company but not exceeding one month's leave for every twelve months of service

12. Others

Such other benefits in accordance with the schemes and rules applicable to the members of the company from time to time

OVERALL REMUNERATION:

The proposal for appointment is in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Joint Managing Director and exceeding 11% of the net profits to the directors as a whole, subject to the provisions of Schedule V to the Companies Act.

Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorise payment of remuneration to Mr. Akshay Chhabra including perquisites as approved by the Board as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director, whole-time director and manager, exceeding 11% of the net profits as computed under section 198 of the Act.

MINIMUM REMUNERATION:

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any Financial Year during the term of office of Mr. Akashanand Karnik Whole time Director, the Company will, subject to applicable laws, pay her the remuneration,

allowances and perquisites as detailed above with such increments/ revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act for the tenure of three years from FY 2022- 23 till FY 2024-25.

Mr. Akashanand Karnik satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mr. Akashanand Karnik is not disqualified from being appointed as Director in terms of Section 164 of the Act.

As per the requirement of Section 190 of the Act, the agreement entered into between Mr. Akashanand Karnik and the Company, setting out the terms of her appointment shall be available for inspection at the Registered Office of the Company.

ITEM NO.4:

TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. AKSHAY CHHABRA - CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

Mr. Akshay Chhabra, aged 48 years is presently designated as Chairman and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. The Company has been taking the advantage of his guidance and supervision and because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the BPM Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. During the Financial Year 2021-22, 9 (Nine) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akshay Chhabra. As on 31st March, 2022, he holds 749,02,710 (39.83%) equity shares in the Company. Mr. Akshay Chhabra is the member of Corporate Social Responsibility, Audit Committee and Nomination and Remuneration Committee of the Company

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

Sr.	Name of the Company/ Entity in which interested	Committee Chairmanship / membership
1	Silicon Softech India Limited	-

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

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

Mr. Akshay Chhabra had been appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2017 in the Extra ordinary General Meeting held on 1 September, 2017 and has been drawing the remuneration of Rs. 60 Lakhs p.a. for a period of 3 (Three) Financial Years w.e.f. 01 September, 2017 as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Extra Ordinary General Meeting held on 1st September 2017 and Annual General Meeting held on 31st August, 2020.

The Board of Directors of the Company based on the recommendation received from Nomination and Remuneration Committee in its meetings held on 28th May 2022 approved the payment of remuneration to Mr. Akshay Chhabra, Chairman and Managing Director for the Financial Year 2021-22 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites:** Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
- B. The Chairman and Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:**
1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 3. Encashment of the leave at the end of the tenure.
- C. Other terms:**
1. He shall be entitled to re-imbursement of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imbursement of entertainment expenses incurred for the business of the Company.

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

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

Except Mr. Mr. Akshay Chhabra, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 04 of the notice.

The Board recommends passing of the resolutions as set out in Item No. 4 of the accompanying Notice as Special Resolutions.

ITEM NO. 5

TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. AKASHANAND KARNIK, WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Akashanand Karnik, aged 45 years is presently designated as Whole-time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has an experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFSI, Telecom, Airlines, E-Commerce and consumer durables.

He has in-depth knowledge of the core business of the Company i.e. Business Process Management Services. He has been affiliated with the Company as a member of the Board of Directors since 10th February, 2015 and from then the Company has gained from his visionary approach. He has a vast experience and wholesome exposure on all aspects of business of the Company and is engaged in

supervision & conduct of business units of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board. Mr. Akashanand Karnik has been instrumental in pressing forward the art of keeping abreast with the latest technology for delivering the highest quality of services. He has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. During the Financial Year 2021-22, 8 (Eight) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akashanand Karnik. As on 31 March, 2022, he holds 375,750 (0.20%) equity share in the Company.

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

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

Sr.	Name of the Company/ Entity in which interested	Committee Chairmanship / membership
1.	Silicon Softech India Limited	-

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

Sr. No.	Name of the Company
-	-

Mr. Akashanand Karnik had been appointed as the Whole time Director of the Company for a period of 5 (Five) years w.e.f. 01 September, 2017 in the Extra ordinary General Meeting held on 1 September, 2017 and has been drawing the remuneration of Rs. 50.10 Lakhs p.a. for a period of 3 (Three) Financial Years w.e.f. 01 September, 2017 as per the then prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Extra Ordinary General Meeting held on 1st September 2017 and Annual General Meeting held on 31st August, 2020.

The Board of Directors of the Company based on the recommendation received from Nomination and Remuneration Committee in its meetings held on 28th May 2020, approved the payment of remuneration to Mr. Akashanand Karnik, Whole time Director for the Financial Year 2021-22 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

- A. Salary and Perquisites:** Within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.

- B.** The Whole-time Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:
1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 3. Encashment of the leave at the end of the tenure.
- C. Other terms:**
1. He shall be entitled to re-imbursement of actual out of pocket expenses incurred in connection with the business of the Company.
 2. He shall be entitled to re-imbursement of entertainment expenses incurred for the business of the Company.
 3. As long as he functions as Whole time Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
 4. In the event of inadequacy or absence of profits in any Financial Year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
 5. He shall be entitled to earned/privileged leave as per the Rules of the Company.
 6. He shall be entitled for telephone facility as per Company's policy.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting. Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 05 of the Notice.

Members are requested to e-mail any requests for inspection of said agreement at designated e-mail ID i.e. pritesh.sonawane@1point1.in On receipt of requests, the Company shall arrange to make the copy available for inspection.

The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Except for Mr. Akashanand Karnik and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos. 5 of the accompanying Notice.

The Board recommends passing of the resolutions as set out in Item No. 5 of the accompanying Notice as Special Resolutions.

ITEM NO. 6

REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. SHALINI PRITAMDASANI (DIN: 02804687) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

The Board of Directors of the Company had appointed Ms. Shalini Pritamdasani (DIN 02804687) as an Additional Director of the Company with effect from 31st March 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Shalini Pritamdasani shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Non-executive Director liable to retire by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Shalini Pritamdasani signifying her candidature as an Independent Director of the Company.

The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Except for Ms. Shalini Pritamdasani and her relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos. 6 of the accompanying Notice.

By order of the Board,
For **One Point One Solutions Limited**



Date: June 13, 2022

Place: Mumbai

Pritesh Sonawane

Company Secretary & Compliance Officer

Annexure A

Details of Director seeking re-appointment at the Annual General Meeting pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

1.	Name of Director	Akshay Chhabra	Akashanand Karnik	Shalini Pritamdasani
2.	DIN	00958197	07060993	02804687
3.	Category	Managing Director	Whole-time Director	Non-executive Director
4.	DOB	July 14, 1973	April 28, 1977	March 03,1972
5.	AGE	48	45	50
6.	Nationality	Indian	Indian	Indian
7.	Date of first appointment on the Board	1 st September 2017	1 st September 2017	31 st March 2022
8.	Relationship with Directors, Manager and KMP	Brother of Shalini Pritamdasani - Director	No relationship with the Director	Sister of Akshay Chhabra- Managing Director
9.	Qualification	B.E. (electrical engineering)	Bachelor of Engineering. Diploma in Bussiness management	Bachelor of Science.
10.	Expertise in Specific Area	Day to Day operations.	Day to Day operational expertise.	Day to Day operational expertise.
11.	Detail of Board Meetings attended	9	8	1
12.	Term and Condition of Re appointment along with Remuneration	As mentioned in explanatory statement	As mentioned in explanatory statement	As mentioned in explanatory statement
13.	Remuneration last drawn	Rs. 60 Lakh Per annum	Rs. 50.10 Lakh Per annum	Nil

14.	Membership of Committee of One Point One Solutions Limited	Audit Committee Corporate Social Responsibility Committee	Stakeholders Relationship Committee	Nomination and remuneration Committee
15.	List of Directorship held in other Companies (excluding foreign, private & Section 8 Company.)	Silicon Softech India Limited	Silicon Softech India Limited	Nil
16.	Membership/Chairmanship of Committee across other public Companies	-	-	-
17.	No of Shares held in the Company	749,02,710 shares	375,750 shares	Nil

Annexure B

Statement containing information as required to be attached to the Notice as prescribed under Section II of Part II to Schedule V to the Act (w.r.t. payment of remuneration in the event of inadequacy or absence of profits in any Financial Year during the term of appointment of the Managing Director & Whole-time Director):

I	General Information	Mr. Akshay Chhabra	Mr. Akashanand Karnik
1.	Nature of industry	Business Process Management Services	
2.	Date or expected date of commencement of commercial production:	Not Applicable – the Company has already commenced its operations.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable (The Company is an existing Company)	
4.	Financial performance based on given indicators as per audited financial results for the year ended March 31, 2021:	Particular	INR (Amt. in Rs Lakhs)
		Gross Turnover & Other Income	Rs.10,885.33
		Net Profit (loss) as per Statement of Profit and Loss (After Tax)	Rs.(1345.82)
5.	Foreign investments or collaborations, if any:	Not Applicable	Not Applicable
II.	Information about the	Refer Profile Section as per Stated Above	Refer Profile Section as per Stated Above
1.	appointee Background details:		
2.	Past remuneration:	Rs. 60 lakh Paid for FY 2021-22	Rs. 50.10 Lakh per annum Paid for FY 2021-22
3.	Recognition or awards:	-	-
4.	Job profile and her suitability	Considering his qualification, industry expertise and	Considering his qualification, industry

		experience, Mr. Akshay Chhabra is suitable for duties and responsibilities to be discharged as Managing Director of the Company.	expertise and experience, Mr. Akashanand Karnik is suitable for duties and responsibilities to be discharged as Whole time Director of the Company.
5.	Remuneration proposed:	As per the Resolution No. 2 of the Notice read with Explanatory Statement.	As per the Resolution No. 3 of the Notice read with Explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Since, Mr. Akshay Chhabra has successfully proved her expertise in very effective manner, handled the responsibility shouldered to her very effectively and drove the Company towards the growth over the period of time, the remuneration paid to Mr. Akshay Chhabra is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.	Since, Mr. Akashanand Karnik has successfully proved her expertise in very effective manner, handled the responsibility shouldered to her very effectively and drove the Company towards the growth over the period of time, the remuneration paid to Mr. Akashanand Karnik commensurate with the size and scale of the Company's operations as well as counterparts from the industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Mr. Akshay Chhabra has no pecuniary relation with the Key Managerial Personnel of the Company	Mr. Akashanand Karnik has no pecuniary relation with the Key Managerial

			Personnel of the Company
	Other Information: Reasons of loss or inadequate profits:	Business of Company is Impacted due to COVID -19 pandemic.	Business of Company is Impacted due to COVID -19 pandemic.
	Steps taken or proposed to be taken for improvement:	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
	Expected increase in productivity and profits in measurable terms:	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

	Disclosures	As required under Para B of Section II of Part II of Schedule V of the Act, requisite disclosures have been included in the Corporate Governance Report.	As required under Para B of Section II of Part II of Schedule V of the Act, requisite disclosures have been included in the Corporate Governance Report.
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