

To,

Date: 15th April, 2019

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

Scrip Code: ONEPOINT

Series: SM

Subject: Submission of Minutes of the Proceeding relating to the Declaration of Result on Voting by Postal Ballot/E- Voting.

Dear Sir/Madam,

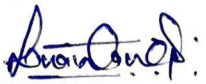
This is with reference to above subject matter and Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the certified true copy of the minutes of the proceedings held on 15th April 2019 relating to declaration of results on voting by Postal Ballot (including e-voting) conducted pursuant to Postal Ballot Notice dated March 11, 2019.

You are kindly requested to take the above information on record.

Thanking you

Yours Faithfully,

For One Point One Solutions Limited



Pritesh Sonawane

Company Secretary and Compliance Officer



Encl: As above

ONE POINT ONE SOLUTIONS LTD

(Formerly One Point One Solutions Pvt. Ltd.)

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

T. 022 6687 3800 F. 022 6687 3889 CIN. U74900MH2008PLC182869 www.1point1.in

Registered Office : T-762, 6th Floor, Tower No.7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai 400 703.

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MINUTES OF DECLARATION OF RESULT OF POSTAL BALLOT ON 15th DAY OF APRIL, 2019 AT 12.30 PM AT REGISTERED OFFICE OF THE COMPANY AT T-762, TOWER-7, 6TH FLOOR, INTERNATIONAL INFOTECH PARK, VASHI, NAVI MUMBAI -400703 FOR THE RESOLUTION AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED MARCH 11, 2019.

PRESENT:

Mr. Akshay Chhabra	Chairman and Managing Director (duly authorized to declare the results of the Postal Ballot)
Mr. Akashanand Arun Karnik	Whole time Director
Mr. Sunil Kumar Jha	Chief Financial Officer
Ms. Pritesh Sanjay Sonawane	Company Secretary and Compliance Officer

1. Mr. Akshay Chhabra, Managing Director and Chairman of the Board, duly authorized for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued postal ballot notice dated March 11, 2019 to the members, seeking their consent with respect to resolutions as set out in principal notice.
2. Mr. Akshay Chhabra placed on record the following actions of the board conducted in compliance with provisions of the Act:
 - The Board of Directors had appointed Ms. Shailashri Bhaskar, Practicing Company Secretaries (FCS No. 5778, C.P. No. 5092), as the Scrutinizer for conducting the Postal Ballot.
 - The Company had provided members with the option of voting electronically (e-voting).
 - On March 12, 2019, the Company had dispatched the Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope (BRE) was dispatched to the members who had not registered their e-mail ID's with the Depositories or with the Company.
 - On March 12, 2019, the Company had sent an e-mail to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.
 - The voting period commenced on Friday, March 15, 2019 at 09.00 a.m. and ended on Saturday, April 13, 2019 at 5.00 p.m.



Signature

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The cut-off date for the purpose of determining the number of members was Monday, March 11, 2019 and total number of members as on cut-off date were 872.

3. The Scrutinizer had carried out scrutiny of all the postal ballot forms and e-votes received upto 5.00 p.m. on Saturday, April 13, 2019, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by him.
4. The Scrutinizer submitted his Report on April 15, 2019. The details of voting of the resolutions set out in the notice dated March 11, 2019 are as under:-
 - i. Resolution No. 1 : Increase in the Authorised Share Capital of the Company and Consequent Alteration in the Memorandum of Association of the Company (*Ordinary Resolution*)

Particulars	Number
Number of valid votes received	10514500
Votes in favour of the resolution	10514500
Votes against the resolution	0
Number of invalid votes received	0

- ii. Resolution No. 2 : Issue of Bonus Shares (*Ordinary Resolution*)

Particulars	Number
Number of valid votes received	10514500
Votes in favour of the resolution	10514500
Votes against the resolution	0
Number of invalid votes received	0

- iii. Resolution No. 3 : Migration of the Company from SME Platform to Main Board of NSE Ltd. (*Special Resolution*)(Refer Note No.01)

Particulars	Number
Number of valid votes received	10514500
Votes in favour of the resolution	10514500
Votes against the resolution	0
Number of invalid votes received	0

5. Thereafter Mr. Akshay Chhabra proceeded with declaration of postal ballot result on the basis of scrutinizer's report.



Akshay Chhabra

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ORDINARY RESOLUTION:

ITEM NO. 1 – INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

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

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

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

ITEM NO. 2 - ISSUE OF BONUS EQUITY SHARES

"RESOLVED THAT in pursuance of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to the Company to capitalize a sum of Rs.8,35,82,500/- (Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) out of Rs. 38,81,15,467/- (Rupees Thirty Eight Crore Eighty One Lakh Fifteen Thousand Four Hundred Sixty Seven only) standing to the credit of Securities Premium Account and to apply this sum of Rs.8,35,82,500/- (Rupees Eight Crore Thirty Five Lakh Eighty Two Thousand Five Hundred only) for paying in full at par 83,58,250 (Eighty Three Lakh Fifty Eight Thousand Two Hundred and Fifty only) Equity shares of Rs. 10/- each in the capital of the company to be allotted and distributed as fully paid up bonus shares to the holders of equity shares of Rs.10/- each in the Company, whose names appear in the Register of Members of the Company as on the record date, in the ratio of 1:2 (i.e. 1 (one) Bonus share of Rs.10/- each for every 2 (two) fully paid up equity share held by shareholders) and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari-passu* with the existing equity shares of the Company and that



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the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT the Bonus Equity Shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to those Members holding shares in physical form on April 25, 2019 ("Record Date").

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

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

SPECIAL RESOLUTION:

ITEM NO. 3 - MIGRATION FROM NSE SME PLATFORM TO MAIN BOARD OF NSE LTD.

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

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

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



Revathi

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6. Thereafter, Mr. Akshay Chhabra announced that aforesaid resolutions as laid out in postal ballot notice dated March 11, 2019 was duly approved by members with requisite majority.

7. There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Entered in the minutes book on April 15, 2019

Date: April 15, 2019

Place: Mumbai



Akshay Chhabra
(Chairman & Managing Director)
DIN: 00958197

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