1POINT™ BUSINESS PROCESS PARTNERS

To,

Date: 30th May 2023

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

Security Code: ONEPOINT

Subject: Annual Secretarial Compliance Report for financial year ended 31st March 2023.

Respected Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith the Annual Secretarial Compliance Report issued by Ms. Deepti Joshi, Designated Partner of M/s MMJB & Associates LLP, Practicing Company Secretaries, for the financial year ended 31st March 2023.

We request you to take the same on your records.

Thanking you,
Yours faithfully,
For **One Point one solutions Limited**

PRITESH SANJAY SONAWANE
Digitally signed by PRITESH SANJAY SONAWANE
Date: 2023.05.30 17:40:47 +05'30'

One Point One Solutions Ltd. Navi Mumbai

Pritesh Sonawane
Company Secretary and Compliance officer
ACS: 34943

Encl: a/a

MMJC

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

Secretarial Compliance Report of One Point One Solutions Limited
For the financial year ended March 31, 2023

To,
One Point One Solutions Limited
T-762, Tower-7, 6th Floor,
International Infotech Park,
Vashi, Thane - 400703

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **One Point One Solutions Limited** (hereinafter referred as 'the listed entity'), having its registered office at T-762, Tower-7, 6th Floor, International Infotech Park, Vashi, Thane - 400703. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s. MMJB & Associates LLP, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by the listed entity,
(b) the filings/ submissions made by the listed entity to the Stock Exchanges,
(c) website of the listed entity,
(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on March 31, 2023 ('Review Period') in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("Listing Regulations")
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ("PIT Regulations")
(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not Applicable to the listed entity during the Review Period)**

and circulars/guidelines issued thereunder.
and based on the above examination, we hereby report that, during the review period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified in **Annexure A.**
(b) The listed entity has taken actions to comply with the observations made in previous reports, as details specified in **Annexure B**.

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	**Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such	NA	No such event during the review period

	resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	**Other conditions relating to resignation of statutory auditor**		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the listed entity, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	No such event during the review period
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such event during the review period

**Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors/ Committees of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI.	Yes	-
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27 (2) of Listing Regulations are accurate and specific which redirects to the relevant document(s)/section of the website.	• Yes • No • Yes	The listed entity has not timely disseminated the information the website in some cases.
4.	**Disqualification of Director:** None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5.	**Details related to Subsidiaries of listed entity have been examined w.r.t.:** (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	(a) NA (b) Yes	(a) Listed entity does not have any Material subsidiary
6.	**Preservation of Documents:** As per the confirmations given by the listed entity, and on our test check basis, listed entity is preserving	Yes	-

	and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.		
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	(a) Yes (b) NA	(a) – (b) Please refer point no. 8(a)
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	No	For details refer Annexure A
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	For details refer Annexure A
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	-

12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	No	For details refer Annexure A

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MMJB & Associates LLP
Company Secretaries

DEEPTI SUDHIR JOSHI

Digitally signed by DEEPTI SUDHIR JOSHI
Date: 2023.05.30 16:13:15 +05'30'

Deepti Joshi
Designated Partner
FCS No. 8167
CP No. 8968
PR No: 2826/2022
UDIN: F008167E000421987

Date: May 30, 2023
Place: Mumbai

"Annexure A"

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall give disclosure of Related Party Transaction (RPT) within fifteen days from the date of publication of its standalone and consolidated financial results.	Regulation 23(9) of Listing Regulations	a) Disclosure of Related Party Transactions (RPT) beyond prescribed timelines. b) One of the transactions with wholly owned transactions missed to report under the said disclosure.	-	-	a) Listed entity had published Financial Result on 28-05-2022, however, disclosure made to Stock Exchange on 17-06-2022, which is in delay by 5 days. b) One of the transactions with wholly owned transactions missed to report under the said disclosure.	-	The Listed entity has made disclosure to Stock Exchange on 17-06-2022, which is in delay by 5 days and missed one transaction with WOS to report in half yearly disclosure of RPT.	The listed entity will take necessary steps going forward and ensure the compliance in timely manner.	
2.	The Board of directors shall ensure that a structured digital database (SDD) is	Regulation 3(5) and (6) of PIT Regulations	Non maintenance of SDD from April 01, 2019 till August 08, 2022.	-	-	The listed entity does not have SDD till August 08, 2022. Hence the maintenance	-	The Listed entity has started maintaining SDD w.e.f.	The listed entity was in search of SDD software and w.e.f. August	

	maintained containing the nature of Unpublished price sensitive information and …….. non-tampering of the database. SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions or preserve till completion of any investigation or enforcement proceedings.					and storage of the data is not in compliance with the said regulation.		August 09, 2022.	09, 2022 the SDD is maintained.	
3.	**System Driven Disclosure** Listed entity need to update details of designated persons, directors and promoters with designated depository on a same day.	SEBI Circular dated September 09, 2020	Details of Designated persons & Directors were made in delay.	-	-	System Driven Disclosure was updated in delay.	-	The Listed entity has National Securities Depository Limited (NSDL) as designated depository where the	Henceforth, the listed entity will ensure the compliance and timely Updation.	

								entries of Designated persons and Directors were made in delay.		
4.	The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier	Regulation 17(1C) of Listing Regulations	Approval from Shareholder for appointment of director was in delay.	-	-	Ms. Shalini Pritamdasani was appointed as additional director on March 31, 2022. However, her appointment was regularised by shareholders as non-executive director on July 13, 2022, which is in delay by 13 days.	-	Listed entity has taken shareholder approval on appointment of director beyond the timeline prescribed in the said Regulation.	The listed entity will take necessary steps going forward and will ensure the compliance in timely manner.	
5.	Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means,	Regulation 30 read with Point no. 15 of Schedule III and Regulation 46 of Listing regulations	Transcript and audio or video recordings were not submitted to stock exchange and uploaded on website	-	-	Listed entity had analyst meet for quarterly financial results where the transcript and audio or video recordings were missed to submit and uploaded on website	-	Listed entity had Analyst Meet/Investor call for quarterly financial results where the transcript and audio recordings	Henceforth, the listed entity will ensure the compliance and timely Updation.	-

	simultaneously with submission to the recognized stock exchange							were missed to submit to Stock exchange and uploaded on website		

"Annexure B"

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number.	Regulation 3(5) of PIT Regulations	The structured digital database was not maintained during the review period.	-	-	With effect from 1st April, 2019 the Listed entity is required to maintain structured digital database in accordance with the regulation. However, the same was not maintained.	-	The Listed entity has taken structured digital database during the financial year		-

2.	The Board and Audit Committee shall meet with a maximum time gap of one hundred and twenty days between any two meetings.	Regulation 17(2) and 18(2)(a) of Listing Regulations	The gap between two Board and Audit Committee Meeting is more than 120 days.	-	-	There is a gap of 132 days in case of Board and Audit Committee meeting in one instance each.	-	-	-	-