

To,

Date: 10th January, 2022

Listing Department

National Stock Exchange of India Limited

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

Scrip Code: ONEPOINT

Subject: Submission of Minutes of the Resolution passed by Postal Ballot (E- Voting) process.

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 certified true copy of the Minutes of the resolution passed by way of Postal Ballot (e-voting) process on 8th January 2022. The result of Postal Ballot (e-voting) process were announced vide our letter dated 10th January 2022.

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. L74900MH2008PLC182869 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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CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED ON JANUARY 8, 2022, RESULTS OF WHICH WERE DECLARED ON JANUARY 10, 2022

Mr. Akshay Chhabra, Managing Director and Chairman of the Board, duly authorized for the purpose of declaring the Postal Ballot Results, stated that the notice of postal ballot dated December 7, 2021 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, was sent by electronic mode to the members at their email addresses registered with the Depository Participant / the Company on December 9, 2021 seeking their consent with respect to resolutions as set out in principal notice. The Notice was sent to all the members whose names appeared in the Register of Members / the List of Beneficial Owners maintained by the Company / depositories as on Tuesday, December 7, 2021

The Board had appointed Mr. Shivang G Goyal, Practicing Company Secretary (Membership No: ACS A46863; CP: 24679), as the Scrutinizer to conduct the voting process in a fair and transparent manner. The e-voting facility to Members was provided through Link Intime India Private Limited ("Link Intime"), the Registrar and Transfer Agent. The e-voting period commenced at 9:00 am on Friday, December 10, 2021 and ends at 5:00 pm Saturday, January 8, 2022. A newspaper advertisement as required under the Companies Act, 2013 was published in Business Standard (in English- All India Edition) and Mumbai Lakshadeep (in Marathi – Mumbai Edition) newspapers on December 10, 2021. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on January 9, 2021. Summary of the Scrutinizer's Report is as under:

1. The cut-off date for the purpose of determining the number of members was Tuesday, 7th December 2021 and total number of members as on cut-off date were 2889.
2. The Scrutinizer had carried out scrutiny of e-votes received up to 5.00 p.m. on Saturday, 8th January, 2022, 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.
3. The Scrutinizer submitted his Report on 9th January, 2022. The details of voting of the resolutions set out in the notice dated 7th December 2021 are as under:-
 - i. RESOLUTION NO. 1: SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE (*ORDINARY RESOLUTION*)

Particulars	Number
Number of valid votes received	17640574
Votes in favour of the resolution	17640574
Votes against the resolution	0
Number of invalid votes received	0



- ii. RESOLUTION NO. 2: ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (*ORDINARY RESOLUTION*)

Particulars	Number
Number of valid votes received	17640574
Votes in favour of the resolution	17640574
Votes against the resolution	0
Number of invalid votes received	0

- iii. RESOLUTION NO. 3: INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ENABLE FURTHER ISSUE OF SHARES AND ALTER THE CLAUSE V OF THE 'MEMORANDUM OF ASSOCIATION' OF THE COMPANY (*ORDINARY RESOLUTION*)

Particulars	Number
Number of valid votes received	17640574
Votes in favour of the resolution	17640574
Votes against the resolution	0
Number of invalid votes received	0

- iv. RESOLUTION NO. 4: ISSUE OF BONUS SHARES IN THE RATIO OF 1:2 (*ORDINARY RESOLUTION*)

Particulars	Number
Number of valid votes received	17640574
Votes in favour of the resolution	17640574
Votes against the resolution	0
Number of invalid votes received	0

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

ORDINARY RESOLUTION:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE:

"RESOLVED THAT pursuant to the provision of Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and in accordance with provisions of Memorandum of Association and Article 15 of the Articles of Association of the Company the consent of the Members of the Company be and is hereby accorded for sub-dividing the existing Authorised Share Capital of the Company as follows:



Class of Share Capital	Pre Sub-Division of Equity Shares			Post Sub-Division of Equity Shares		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	3,00,00,000	10/-	30,00,00,000	15,00,00,000	2/-	30,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 2,50,74,750 Equity Shares of the Company of the Face Value of Rs. 10/- each (Rupees Ten Only) as existing on the Record Date, shall stand sub-divided into fully paid-up 12,53,73,750 (After Sub-division) Equity Shares of face value of Rs. 2/- each (Rupees Two Only) with effect from the Record Date; as may be decided by the Board. The existing Paid-up Equity Share Capital be sub-divided as follows:

Class of Share Capital	Pre Sub-Division of Equity Shares			Post Sub-Division of Equity Shares		
	No. of Equity Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid-up Equity Share Capital	2,50,74,750	10/-	25,07,47,500	12,53,73,750	2/-	25,07,47,500

RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the Equity Shares held in the dematerialized form be sub-divided and shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby jointly and severally authorized to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent provisions/amendments thereto from time to time with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto."

ITEM NO. 2: ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), amendment or re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by deletion of the existing Clause V and substitution thereof by the following clause:

"V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupee Two only) each."



RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution."

ITEM NO. 3: INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY TO ENABLE FURTHER ISSUE OF SHARES AND ALTER THE CLAUSE V OF THE 'MEMORANDUM OF ASSOCIATION' OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), amendment or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 2/- (Rupee Two only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupee Two only) each by creation of additional 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two only) amounting to Rs. 20,00,00,000/- (Rupee Twenty Crores only) each ranking pari-passu in all respect with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause:

'V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- (Rupee Two only) each.'

RESOLVED FURTHER THAT any shares of the original or increased capital may, from time to time be issued with such terms, conditions, restrictions and guarantees, or any rights of preference whether in respect of dividend or of repayment of capital or both or any other special privileges or advantage over any shares previously issued or then about to be issued, or with deferred or qualified rights to any provisions or conditions and with any special rights or limited rights, or without any rights of voting and generally on such terms as the Company may from time to time determine. The rights of the holders of any class of shares, for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of a Special Resolution passed at a separate meeting of the holders of those shares.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to give effect to the aforesaid resolution."



ITEM NO. 4: ISSUE OF BONUS SHARES IN THE RATIO OF 1:2:

“RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment or re-enactment thereof), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to capitalize the sum of Rs. 12,53,73,750/- (Rupees Twelve Crore Fifty Three Lakh Seventy Three Thousand Seven Hundred Fifty only) out of the Rs. 30,45,32,967/- (Rupees Thirty Crore Forty Five Lakh Thirty Two Thousand Nine Hundred Sixty Seven only) i.e. permissible reserves (Free Reserves and/ or Securities Premium Account) for the purpose of issuance of fully paid up bonus equity shares to the shareholders of the Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depositories as on the record date to be determined by the Board in proportion of 1:2 i.e. 1 (one) bonus share of Rs.2/- (Rupees Two) each for every 2 (two) fully paid up equity share held by Shareholder as on record date and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT all such bonus equity shares as and when issued shall be issued subject to the provisions of Articles of Association of the Company and shall rank pari-passu and carry same rights with the existing equity shares of the Company in all respect.

RESOLVED FURTHER THAT the allotment of bonus equity shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as may be necessary or applicable.

RESOLVED FURTHER THAT in case of members who hold shares in dematerialisation form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s), within such times as prescribed under the law and by the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the equity shares of the Company are listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.

RESOLVED FURTHER THAT Mr. Akshay Chhabra, the Managing Director, Mr. Akashanand Arun Karnik, the Whole-time Director, Mr. Sunil Kumar Jha, the Chief Financial Officer and Mr. Pritesh Sanjay Sonawane, the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”



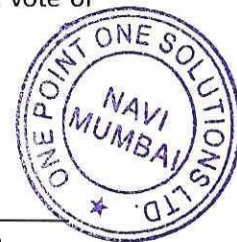
5. Thereafter, Mr. Akshay Chhabra announced that aforesaid resolutions as laid out in postal ballot notice dated 7th December 2021 was duly approved by members with requisite majority.

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

Entered in the minutes book on 10th January 2022

Date: 10th January 2022

Place: Mumbai



Akshay Chhabra
(Chairman & Managing Director)
DIN: 00958197