

26th September 2025

To,
The Manager
Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza Bandra Kurla Complex
Bandra (East) Mumbai 400 051

SECURITY CODE: ONEPOINT

Sub.: Minutes of the 17th Annual General Meeting (AGM) of One Point One Solutions Ltd.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Minutes of the 17th Annual General Meeting (AGM) of the Company held on Friday, 26th September 2025, at 11:00 a.m., through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

You are requested to take the above information on record.

For **One Point One Solutions Limited**



Pritesh Sonawane
Company Secretary & Compliance Officer
Place: Mumbai
ACS: 34943

Encl: As above

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. Off: T-762, 6th Floor, Tower-7, International Infotech Park, Above Vashi Railway Station, Vashi, Navi Mumbai, Maharashtra -400 703.
Mumbai. Gurgaon. Indore. Bangalore

PROCEEDINGS/OUTCOME OF THE SEVENTEENTH ANNUAL GENERAL MEETING (AGM) OF ONE POINT ONE SOLUTIONS LIMITED HELD ON FRIDAY, 26th SEPTEMBER 2025 AT 11:00 A.M., THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")

PRESENT:

Mr. Akshay Chhabra	Chairman and Managing Director and Shareholder
Mr. Akashanand Karnik	Whole-time Director and Shareholder
Mr. Rushabh Vyas	Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Mr. Chandrasekher Yerramalli	Independent Director and Chairman of Stakeholders Relationship Committee
Mr. Arjun Bhatia	Independent Director
Mrs. Shalini Pritamdasani	Non-executive Director and Representative of Tech Worldwide Support Private Limited

IN ATTENDANCE:

Mr. Pritesh Sonawane	Company Secretary
Mr. Sunil Kumar Jha	Chief Financial Officer
Mr. Rahul Sarda	Representative of M/s. SIGMAC & Co., Statutory Auditors
Mr. Anand Khandelia	Secretarial Auditor of the Company
Ms. Nidhi Grover	Representative of M/s. Miheh Halani and Associates, Scrutiniser for the Annual General Meeting

CHAIRMAN:

Mr. Akshay Chhabra, Chairman occupied the Chair and presided over the meeting.

MEMBERS PRESENT:

The meeting was attended by 46 Shareholders in person through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

QUORUM:

After ascertaining that the requisite members were present, Chairman called meeting to the order.

WELCOME ADDRESS:

Chairman welcomed all the Shareholders and Special Invitees to the 17th Annual General Meeting (AGM). He further informed that the company is holding this meeting through Video Conference ("VC") and Other Audio Visual Means ("OAVM") in compliance with the directions issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

Thereafter he authorised Mr. Pritesh Sonawane – Company Secretary of the Company to take further proceedings of the meeting. Mr. Pritesh Sonawane introduced all board members on video conference. He then informed to the members that:

- The company had provided an opportunity to shareholder to become speaker at this AGM by registering their name as speaker shareholder. Further, the company has not received any speaker shareholder registration for this Annual General Meeting.

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- The company has received letter of representation from Tech Worldwide Support Pvt. Ltd along with Board Resolution appointing an authorised representative under section 113 of the Companies Act 2013, in respect of 5,62,50,000 equity shares representing to 21.40% of total paid up equity capital of the Company.
- Since there is no physical attendance of members, the requirement of appointing proxies is not applicable.
- Since the meeting being held through Video Conference ("VC") / Other Audio Visual Means there will be no requirement of Proposer and Seconder for the resolution. Further there will be no voting by show of hand or through Ballot form.
- The voting on all resolutions moved before this annual general meeting is either through remote e-voting or e-voting at this Annual General Meeting.
- In compliance with the provisions of the Companies Act, 2013, I hereby inform you that the Statutory Registers are available and this will remain accessible to members electronically for inspection if they so desire.
- The Annual Report for the financial year 2024-25 along with the Notice convening the 16th Annual General Meeting of the Company has already been sent to shareholders and with your permission, I take the Notice as read.
- In compliance with the provisions of the Companies Act, 2013, the Company had provided to its members, the facility to exercise their right to vote on the business items to be transacted at the Annual General Meeting by electronic means, from Tuesday, 23rd September 2025 to Thursday, 25th September 2025, in proportion to their shareholding.
- Member who have not voted earlier through remote E-voting can cast the vote during the course of meeting through e-voting.
- The Company has appointed M/s. Miheh Halani and Associates, Practicing Company Secretaries as the Scrutinizer for scrutinizing the remote E-voting and E-voting at meeting process in a fair and transparent manner.
- He further added that the Auditors Report for the financial year ended 31st March, 2025 did not have any qualifications or observations and in terms of the provisions of Section 145 of the Companies Act, 2013, the same was not required to be read & with the concurrence of the members, the same was taken as read.

He then proceeded with the business to be transacted at the meeting.

ORDINARY RESOLUTIONS:

RESOLUTION 1: ADOPTION OF CONSOLIDATED AND STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025:

"RESOLVED THAT the consolidated and standalone audited financial statements for the year financial ended 31st March, 2025 together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted."

RESOLUTION 2: RE-APPOINTMENT OF MRS. SHALINI PRITAMDASANI (DIN: 00073508) AS A DIRECTOR WHO RETIRES BY ROTATION:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013, Mrs. Shalini Pritamdasani (DIN: 00073508), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

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RESOLUTION 3: APPROVAL FOR APPOINTMENT OF M/S. MIHEN HALANI & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘Board’), M/s Mihen Halani & Associates, Practicing Company Secretaries, (Membership No. F9926) (CP No. 12015), be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

SPECIAL RESOLUTIONS:

RESOLUTION 4: APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE CITY TO ANOTHER WITHIN THE SAME STATE AND JURISDICTION OF THE SAME REGISTRAR OF COMPANIES:

“RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, and subject to the approval of the members of the company, the consent of the members of the company be and is hereby accorded to shift the Registered Office of the company from its present location at: International Infotech Park, Vashi Railway Station Commercial Complex, T-762, Tower-7, 6th Floor, Vashi, Navi Mumbai – 400703, Maharashtra, India to the new location at: Unit no. 501, 5th Floor, Naman Centre, G Block, C-31, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India with effect from the date of filing of Form INC-22 with the Registrar of Companies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, actions, and to sign, execute, and file all necessary forms, documents, and papers with the Registrar of Companies and other statutory authorities as may be required to give effect to this resolution.

RESOLVED FURTHER THAT any one Directors or Company Secretary of the Company be and are hereby Individually authorized to file Form INC-22 and all other required forms and documents with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary, expedient, and desirable to give effect to this resolution.”

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RESOLUTION 5: APPROVAL FOR GRANTING OF EMPLOYEE STOCK OPTIONS TO EMPLOYEES OF SUBSIDIARY, ASSOCIATE, HOLDING, AND FUTURE GROUP COMPANIES UNDER ONE POINT ONE SOLUTIONS EMPLOYEE STOCK OPTION SCHEME 2022' ("OPO ESOS 2022" OR "SCHEME")

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, the Memorandum and Articles of Association of the Company, and all other applicable laws and regulations, the shareholders hereby approve the grant of Employee Stock Options under the 'One Point One Solutions Employee Stock Option Scheme 2022' to eligible employees of ITCUBE Solutions Private Limited, One Point One Technology Labs Private Limited, and any other existing or future subsidiary, associate or holding company of the Company, as may be determined by the Board of Directors or the Nomination & Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination & Remuneration Committee be and are hereby authorized to determine the eligible employees, number of options to be granted, exercise price, vesting schedule, exercise period and other terms and conditions for such grants in compliance with the Scheme and applicable regulations, provided that the aggregate number of options granted shall not exceed 94,02,975 equity shares of ₹2 each as previously approved by shareholders.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination & Remuneration Committee be and are hereby authorized to undertake all necessary actions to implement this resolution including making required filings with regulatory authorities, complying with disclosure requirements, and dealing with all matters incidental thereto.

RESOLVED FURTHER THAT all acts done by the Board of Directors or the Nomination & Remuneration Committee in implementation of this resolution prior to its passing are hereby ratified and confirmed."

RESOLUTION 6: APPROVAL FOR INVESTMENTS IN ANY BODY CORPORATE AND LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS:

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the Company be and is hereby accorded to the board of Directors (including a committee of board) as in their absolute discretion deem beneficial and in the interest of the Company, for the following:

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits: Investments into Subsidiaries and other Bodies Corporate: upto Rs.500 Crores (Rupees Five Hundred Crores only).
- b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013

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(including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits: Loans to Subsidiaries, other Bodies Corporate or Persons: upto Rs.500 Crores (Rupees Five Hundred Crores only).

- c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits: Guarantees against Loans/Financial arrangements in favour of Subsidiaries, other Bodies Corporate and Persons: upto 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to applicable provisions of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

7) APPROVAL FOR THE RE-ALLOCATION IN THE OBJECT-WISE UTILIZATION OF PROCEEDS RAISED FROM THE PREFERENTIAL ISSUE OF EQUITY SHARES AND WARRANTS:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to alter the object-wise allocation and utilization timeline of the proceeds raised through the preferential issue of 3,67,19,859 Equity Shares and 1,07,85,714 Equity Warrants (convertible into equivalent equity shares), allotted pursuant to the Board resolution passed by the Directors on September 05, 2024, aggregating to ₹ 2,66,03,12,088/- (Indian Rupees Two Hundred Sixty-Six Crore Three Lakh Twelve Thousand and Eighty-Eight Only).

RESOLVED FURTHER THAT in light of the actual funds raised being less than the amount initially approved by the shareholders in its meeting dated 18th July 2024, due to partial subscription, and

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following a comprehensive review of the Company's strategic priorities, the Board has re-allocated the proceeds and utilization timeline to ensure their optimal use. This includes a strategic increase in the allocation towards "Inorganic growth of the Company" and "Refurbishment of our existing Infrastructure Facility" to bolster operational capabilities, with corresponding adjustments to other purposes.

RESOLVED FURTHER THAT the revised object-wise allocation of funds for the utilization of the said proceeds shall be as under:

(Amount in Crores)

Sr.	Particulars	Approved in EGM dated 18 July 2024		Proposed	
		Total amount approved by the shareholders	Tentative timeline for utilization	Total revised allocation amount	Tentative timeline for utilization
1	Working Capital Requirement	95,50,00,000	31-Mar-27	50,00,00,000	31-Mar-27
2	General Corporate Purposes	58,50,73,021	31-Mar-25	50,99,49,690	31-Mar-27
3	Fund raising cost	17,55,21,906	31-Mar-25	15,44,92,280	-
4	Repayment of Loan (other than the loan taken from promoter/ promoter group entities)	7,00,00,000	31-Mar-25	6,07,33,348	-
5	Refurbishment of our existing Infrastructure Facility (as and when required)	10,00,00,000	31-Mar-26	17,00,00,000	31-Mar-27
6	Investment in technology by development of new softwares / solutions/ platforms	10,00,00,000	31-Mar-26	8,73,58,191	31-Mar-27
7	Inorganic growth of the Company (directly or through layer of subsidiary/ies)	1,05,96,97,169	31-Mar-26	1,17,77,78,579	31-Mar-27
Total		3,04,52,92,096		2,66,03,12,088	

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, to give effect to this Resolution, to modify the specific allocation of amounts within the overall limit approved herein, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable to implement the aforesaid resolution, including entering into agreements, documents, and making necessary filings with regulatory authorities such as the Stock Exchanges, Registrar of Companies, and SEBI."

He further informed to the members that E-voting panel will be kept open for next 30 minutes and requested all the members who had not casted their vote through remote E-voting to cast the vote during next 30 minutes through E-voting platform provided for this 17th Annual General Meeting. He further added that the Results of the e-voting will be placed on the website of the Company, www.1point1.com and also on the websites of National Stock Exchange of India Ltd (NSE) within 2 working days.

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Mr. Pritesh Sonawane proposed a vote of thanks to the Chair Thereafter he thanked all shareholders and directors for joining the 17th annual general meeting through video conferencing.

The Chairman declared the meeting as closed at 11:45 a.m. subject to completion of the procedures connected with the e-voting at AGM and declaration of the result.

For **One Point One Solutions Limited**



Akshay Chhabra
Chairman and Managing Director
DIN: 00958197
Date of Signing: 26th September 2025
Date of entry: 26th September 2025
Place: Mumbai

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