

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

Date: 30th May 2024

Security Code: ONEPOINT

Subject: Annual Secretarial Compliance Report for financial year ended 31st March 2024.

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 2024.

We request you to take the same on your records.

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



Pritesh Sonawane
Company Secretary and Compliance officer
ACS: 34943

Encl: a/a

ONE POINT ONE SOLUTIONS 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

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai – 400080, (T) 022- 21678100
LLPIN: AAR-9997

Secretarial Compliance Report of One Point One Solutions Limited for the financial year ended March 31, 2024

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 **One Point One Solutions Limited** (“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, 2024 (“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 (hereinafter referred as “**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 (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the listed entity during the Review Period)**;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “**PIT Regulations**”)

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the Review Period:

- (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 the following actions to comply with the observations made in previous reports specified in **Annexure-B**.
- (c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standards:</u> 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).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors 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 Yes	- -

3.	<p><u>Maintenance and disclosures on the Website:</u></p> <ul style="list-style-type: none"> • 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. 	No	The listed entity has not timely disseminated the information on the website in some events.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entity:</u></p> <p>(a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	(a) Yes (b) Yes	
6.	<p><u>Preservation of Documents:</u></p> <p>As per the confirmations given by the listed entity, and on our test check basis, listed entity is preserving 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.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p>	(a) Yes	-

	(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.	(b) NA	(b) Please refer point no. 8(a)
9.	<u>Disclosure of events or information:</u> 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	Please refer Annexure A
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3 (5) & 3 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	Please refer Annexure A
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions have 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.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of the resignation of the statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of sections V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by listed entities.	NA	No such event occurred during the Review Period.
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	No	Please refer Annexure A

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

Assumptions & Limitations of Scope and Review:

1. Compliance with 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: 2024.05.30
18:21:51 +05'30'

**Deepti Joshi
Designated Partner**

FCS No. 8167

CP No. 8968

PR: 2826/2022

UDIN: F008167F000499834

Date: May 30, 2024

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 Structured Digital Database ('SDD') must contain the nature of Unpublished Price Sensitive Information ('UPSI') and the names of the persons who have shared the information and the person to whom the UPSI is shared.	Regulation 3(5) of PIT Regulations	In few instances entries were made in delay in the SDD for events which were UPSI	-	-	Entries were made in delay in SDD w.r.t. quarterly financial results, preferential issue and acquisition of an entity	-	Entries were made in delay in SDD for financial results for the quarter ended June 2023, September 2023, December 2023 & March 2024, preferential issue and acquisition of an entity.	The listed entity will take necessary steps going forward and ensure the compliance in timely manner.	-
2.	System Driven Disclosure Listed entity need to update details of designated persons, directors and promoters with designated depository on the 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 entries of Designated persons and Directors were made in delay	The listed entity will take necessary steps going forward and ensure the compliance in timely manner.	-
3.	Schedule of analysts and investor meet must be	Regulation 30 read	Schedule of analysts	-	-	Listed entity had analyst	-	Listed entity had analyst meet for	The listed entity will take	-

	given at least two working days in advance and post meet audio or video recordings and transcripts must be uploaded on the website of the Company and its link must be submitted in the intimation made to the recognized stock exchange.	with Point no. 15 of Schedule III and Regulation 46 of Listing regulations	and investor meet and Transcript and audio or video recordings were not submitted to stock exchange and uploaded on website			meet for quarterly financial results where the intimation for analysts and investor meets and the transcript and audio or video recordings were missed to submit and uploaded on website		quarterly financial results where the intimation for analysts and investor meet and the transcript and audio or video recordings were missed to submit and uploaded on website in four instances.	necessary steps going forward and ensure the compliance in timely manner.	
4.	Within 10 days of any capital restructuring of the listed entity which results in more than 2 percent change in paid-up capital need to be intimated to stock exchange.	Regulation 31 of Listing Regulations	There was a delay in intimating change in share holding pattern to stock exchange.	-	-	There was a delay of 4 days for allotment of shares made on December 15, 2023 and the share holding pattern in intimating change in share holding pattern to stock exchange.	-	There was a delay of 4 days in intimating change in share holding pattern to stock exchange.	The listed entity will take necessary steps going forward and ensure the compliance in timely manner.	-

Annexure B

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Board of Directors shall ensure that a SDD 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.	FY 2021-22 & FY 2022-23	Regulation 3(5) of PIT Regulations	With effect from April 01, 2019 the Listed entity is required to maintain a structured digital database in accordance with the regulation. However, the same was not maintained.	With effect from August 09, 2022 the listed entity has maintained SDD.	The listed entity has maintained SDD however the entries are made in delay as reported in Annexure A
2.	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.	FY 2022-23	Regulation 23(9) of Listing Regulations	a) Listed entity published Financial Result on 28-05-2022, however, disclosure was made to Stock Exchange on 17-06-2022, which is in delay by 5 days. b) One of the transactions with	The Company has strengthened the processes to ensure non-recurrence of such events.	-

				the wholly owned subsidiary was missed to report under the said disclosure.		
3.	In the System Driven Disclosure, the Listed entity need to update details of Designated Persons, Directors and Promoters with designated depository on a same day.	FY 2022-23	SEBI Circular dated September 09, 2020	Details of Designated persons & Directors were made in delay.	System Driven Disclosure was updated in delay.	During the year the observation remains the identical as reported in annexure A.
4.	The Listed entity shall ensure that approval of shareholders for appointment or reappointment 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.	FY 2022-23	Regulation 17(1C) of Listing Regulations	Ms. Shalini Pritamdasani was appointed as additional director on 31 st March, 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.	-
5.	Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange.	FY 2022-23	Regulation 30 read with Point no. 15 of Schedule III and Regulation 46 of Listing regulations	Analyst meet was organized for Listed Entity for discussion on quarterly financial results where the transcript and audio or video	Listed entity had Analyst Meet/Investor call for quarterly financial results where the transcript and audio recordings were	During the year the observation remains the identical as reported in annexure A.

				recordings were missed to submit and upload on website.	missed to submit to Stock exchange and upload on website.	
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