

|POINT|

ANNUAL REPORT

2018-19



CORPORATE INFORMATION

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Information of the Subsidiary Companies.



BOARD OF DIRECTORS

Mr. Akshay Chhabra

Chairman & Managing Director

Mr. Akashanand Arun Karnik

Whole-time Director

Mr. Bharat Shashikumar Dighe

Independent Director

Mr. Chandrasekher Yerramalli

Independent Director

Mr. Arjun Sanjeev Bhatia

Independent Director

Mrs. Neyhaa Akshay Chhabra

Director

AUDIT COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekher Yerramalli – Member

Mr. Akshay Chhabra – Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Chandrasekher Yerramalli – Chairman

Mrs. Neyhaa Chhabra – Member

Mr. Akashanand Karnik – Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekher Yerramalli – Member

Mrs. Neyhaa Chhabra – Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Bharat Dighe – Chairman

Mr. Chandrasekher Yerramalli – Member

Mr. Akshay Chhabra – Member

BANKERS

Yes Bank Limited

STATUTORY AUDITORS

M/S. Vinod Kumar Jain & Co., Chartered Accountants

Firm Registration No: 111513W

REGISTERED OFFICE

International Infotech Park,
T-762, Tower-7, Vashi, Navi Mumbai,
Maharashtra - 400703.

CORPORATE OFFICE

C-42, TTC Industrial Area, MIDC,
Village - Pawane, Navi Mumbai,
Maharashtra - 400705

A black and white photograph of a hand dropping a coin into a stack of coins on a calculator. The hand is positioned at the top, with the coin falling towards the stacks. The stacks are on a calculator, and the background is blurred.

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ABOUT US



MISSION

To be the most dynamic and profitable partner for business management services, revolutionising the future of BPM through technology.



VISION

To continually add value for clients and shareholders by nurturing our talent pool.



VALUES



RESPECT: We respect the differences in each other and encourage open two-way communication to attain best results.



INTEGRITY: Our teams sincerely honour every commitment they make.



INNOVATION: Driving seamless innovation to solve complex business problems is our passion.



TRUST: Trust is the foundation of our business partnerships and at the core of our brand-building efforts.



EXCELLENCE: We settle for nothing less than the best for our clients & employees.

SERVICE OFFERED

BY INDUSTRIES



BANKING & FINANCE



TELECOM



INSURANCE



CONSUMER DURABLES



FMCG



RETAIL



E-COMMERCE



TRAVEL



HOSPITALITY



BY SERVICES



CONTACT CENTRE SERVICES

SALES & LEAD GENERATION
CUSTOMER CARE
DEBT AND MANAGEMENT



BACK OFFICE SERVICES

E-MAIL MANAGEMENT
CONTENT MANAGEMENT
CHAT BOATS SOLUTIONS
SOCIAL MEDIA MANAGEMENT



BUSINESS SOLUTIONS

WORKFLOW MANAGEMENT
SPEECH ANALYTICS
PROCESS AUTOMATION
QUALITY MONITORING SERVICES

BY TECHNOLOGY



SECURITY & COMPLIANCE SOLUTIONS



IT INFRASTRUCTURE SERVICES



OMNI CHANNEL SOLUTIONS

KEY EXPERTISE

CUSTODIANSHIP

We take pride in being the custodian of our clients' brands. It's our Endeavour to continuously step up and earn customer loyalty, win Advocates and achieve business growth.

ENCOURAGING PEOPLE

People at One Point One are skilled, engaged and rewarded because we know that happy and motivated people equate to happy, satisfied customers.

SMART THINKING

We are a business of smart thinkers and industry specialists; we know that expertise and insights can help our clients think differently to best serve their customers.

CX EXCELLENCE

Everything that we do is propelled by a commitment to drive Customer Experience (CX) excellence for our clients because we understand that it's both a significant advantage and a performance differentiator.

VALUE CREATION

At One Point One, we have come a long way demonstrating resilience, consolidating our businesses and delivering value for our stakeholders. We have negotiated challenges with poise and have emerged stronger. Our focus has always been on building a company that enables our stakeholders, clients, employees, shareholders and communities to stay ahead of the curve. We are confident that our capabilities and domain expertise will help us scale new heights. Thus, readying ourselves for the opportunities that lie ahead, we are adopting a transformational approach: our processes, systems, functions and people practices. As we embrace new ways, our brand identity demanded a re-positioning. Our new positioning reflects the strides we are making and commitment to reward our stakeholders for reposing their faith and trust in us.

EMBRACING DISRUPTIONS AND TRANSFORMATION

We are confident that a strong brand positioning aligned to the current technological disruption in the Business Process Management (BPM) industry is certain to propel us to the next phase. We want to be perceived as thought leaders with transformational technology capabilities. Our ambition is to emerge as a trusted and long-term transformation partner, committed to driving operational excellence and value for clients. We are all set to embrace, enhance and evangelize the disruptions in the market through a transformation programme.

STAYING AHEAD OF THE CURVE

Our new aim is to position our company as a forward-looking, market-savvy and Client-centric company that possesses the capabilities and agility to navigate through challenging business scenarios. We will be the transformation partner to our stakeholders, empowering them to stay ahead of the curve through enhanced experiences.

CARVING A NICHE

As a leading provider of customized BPM services, we believe in a consultative approach to business. Our objective is to go beyond industry standards, re-establishing benchmarks in the BPM space. We uncover opportunities, recognize potential and unlock value for our clients by challenging stereotypes and asking pertinent questions. We deliver process excellence for clients through our transformational capabilities, deep domain expertise, and proprietary tools and platforms, coupled with the best-in class talent pool.

IMPACTING KEY STAKEHOLDERS

We believe this transformation will significantly improve how we engage with our stakeholders and help us develop enduring relationships with them. The new identity will facilitate a more symbiotic relationship between the Company and its stakeholders in the following ways:

CLIENTS

For us, every client is important, with unique challenges and business needs. Therefore, dismissing the one-size-fits-all approach, we focus on building lifetime value by creating memorable client journeys. Spread across the globe, as our clients brace themselves for technology-led innovations, our new brand identity is forward looking and holds the promise of enabling clients to stay ahead in the game. Going forward, we will focus on developing pin-pointed strategies for client requirements. We

EMPLOYEES

At One Point One, our people are our most important asset. We strive to bring out the best in them because we believe skilled, motivated and empowered people drive better business. Therefore, we are helping our people to align their long-term personal goals with the strategic objectives of the Company.

We overhauled our performance enhancement process to provide them with augmented learning and development opportunities. Our employees continue to get hands-on experience in emerging technologies as they are part of our work streams. We also help them up skill or reskill in the use of new technologies through various training programmes. We believe these efforts will help us chart a new course for the Company.

SHAREHOLDERS

We believe in value creation for all our stakeholders, especially for our shareholders. We are confident that with ASPIRE as the foundation, our people will outperform and exceed client expectations. This will translate into financial value for our shareholders. Also, consistent performance of the Company in the equity markets is an indicator of our capabilities for future requirements. We will further leverage the digital medium to help them stay relevant in their businesses and benefit from an Omni-channel strategy.

COMMUNITIES

We operate in diverse communities with the objective to create a positive impact. Our corporate philosophy encourages us to give back to the communities and thus, we lead various social development projects that help us to attain this objective. At One Point One, we endeavor to engage with the communities around us to help them stay ahead of the current socio-economic issues ranging from pollution to poverty.

BOARD OF DIRECTORS

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Information of the Subsidiary Companies.





Mr. AKSHAY CHHABRA
CHAIRMAN AND MANAGING DIRECTOR

Mr. Akshay Chhabra is the Chairman and Managing Director of the Company. He holds a degree of B.E. (Electronics Engineering) from the University of Mumbai. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company.



Mr. AKASHANAND KARNIK
WHOLE TIME DIRECTOR

Mr. Akashanand Karnik is the Whole Time Director of the Company. He holds degree in Bachelor of Engineering from University of Allahabad and Post Graduate Diploma in Business Management from Narsee Monjee Institute of Management Studies. He has an experience in the field of business management for customer centric and process management operations, BPM of various industries vertical namely, BFSI, Telecom, Airlines, E- Commerce and consumer durables.



Mrs. NEYHAA CHHABRA
NON-EXECUTIVE DIRECTOR

Mrs. Neyhaa Chhabra is the Non-Executive Director of the Company. She holds degree of Bachelor of Arts from University of Mumbai.



Mr. ARJUN BHATIA
INDEPENDENT DIRECTOR*

Mr. Arjun Bhatia is an independent Director of the Company. He holds a degree in Bachelor of Commerce from University of Mumbai.

* Mr. Arjun Bhatia (DIN: 07023708) was appointed as an Independent director w.e.f. 23rd April 2019



Mr. BHARAT DIGHE
INDEPENDENT DIRECTOR

Mr. Bharat Dighe is an Independent Director of the Company. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India.



Mr. CHANDRASEKHER YERRAMALLI
INDEPENDENT DIRECTOR

Mr. Chandrasekher Yerramalli is an Independent Director of the Company. He holds degree of Bachelor of Engineering (Civil) from Nagpur University. He also holds degree of Master of Technology from Indian Institute of Technology, Bombay and Doctor of Philosophy (Aerospace Engineering) from the University of Michigan. In the past, he was associated with M/s. Ming Yang Wind Power USA Inc. as Technology Director for Composites and Structures.

ADAPTATION
LEADS TO
ADAPTATION
LEADS TO
GREATER
TRANSFORMATION
THAT ENCOURAGES
GROWTH
WHICH PROPELS NEW
INNOVATION
GREATER
TRANSFORMATION



THE CHAIRMAN'S MESSAGE

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Information of the Subsidiary Companies.

Dear Shareholders,

On behalf of the Board of Directors of One Point One Solutions Limited, it gives me immense pleasure to share with you an update on the overall performance of One Point One Solutions Limited during the financial year 2018-19.

I am glad to inform you that your Company has successfully migrated from SME to Main Board of National Stock Exchange of India Limited. We believe the journey has just begun as we continue our endeavors to climb higher. Our aim and ambition continues to build a robust organization with a strong foundation that can create value for its stakeholders over many more decades.

The Consolidated revenue from operations have increased from Rs. 12,098.47 lakh to Rs. 15,270.88 lakh, an increase of Rs. 3,172.41 lakh (26.22%) over the previous financial year. The consolidated Profit after tax have increased from Rs. 944.04 lakh to Rs. 996.83 lakh, an increase of Rs. 52.79 lakh (5.59%) over the previous financial year.

The Standalone revenue from operations have increased from Rs. 11,562.26 lakh to Rs. 14,595.89 lakh, an increase of Rs. 3,033.63 lakh (26.23%) over the previous financial year. The Standalone Profit after tax (PAT) have increased from Rs. 810.68 lakh to Rs. 885.65 lakh, an increase of Rs. 74.97 lakh (9.25%) over the previous financial year.

The future of technology services would be focused on providing a customised differentiat or for the customer or to provide innovative solutions for the existing problems. Success will come to those who adopt an innovation-driven approach and new innovation-as-a-service model.

Finally, I would like to thank our Associates, Banks, Government Authorities, Customers, Vendors and all our shareholders for the trust and confidence reposed in the Company. We will continuously seek and strive to do good, act better, and do what is best for us and society at large.

Mr. AKSHAY CHHABRA

Chairman and Managing Director
DIN No.: 00958197



DIRECTORS' REPORT

Dear Members,

Directors of your Company take great pleasure in presenting the 11th Annual Report on the business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March 2019.

FINANCIAL RESULTS:

The performance of the Company for the financial year 2018-19 is summarised below:

(Amount in Lakhs of Indian Rupees)

Particulars	Consolidated		Standalone	
	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
Revenue from operations	15,270.88	12,098.47	14,595.89	11,562.26
Other Income	0.37	15.31	-	15.19
Total Revenue	15,271.25	12,113.78	14,595.89	11,577.45
Operating Expenses	12,414.77	9,690.53	12,133.33	9,604.23
Earnings before Interest, Tax, Depreciation & Amortization (EBITDA)	2,856.48	2,423.25	2,462.56	1,973.22
Depreciation and Amortization	1584.09	988.83	1,334.43	748.66
Financial Charges	60.30	264.37	56.52	247.01
Earnings before Tax (EBT)	1,212.09	1,170.05	1,071.61	977.55
Tax Expenses :				
Current Tax: Provision for Income Tax	293.88	235.46	233.23	196.21
MAT Credit Entitlement	64.09	92.32	44.43	57.87
Deferred Tax Liability (Assets)	(149.14)	(106.97)	(95.27)	(87.21)
Short Provisions Adjustments: Earlier Years (Net)	6.43	5.20	3.57	-
Profit After Tax	996.83	944.04	885.65	810.68

RESULT OF OPERATIONS:

The Consolidated revenue from operations has increased from Rs.12,098.47 lakh to Rs.15,270.88 lakh, an increase of Rs. 3,172.41 lakh (26.22%) over the previous financial year. The consolidated Profit after tax (PAT) for the year increased from Rs. 944.04 lakh to Rs. 996.83 lakh, an increase of Rs. 52.79 lakh (5.59%) over the previous financial year. The Standalone revenue from operations has increased from Rs. 11,562.26 lakh to Rs. 14,595.89 lakh, an increase of Rs. 3,033.63 lakh (26.23%) over the previous financial year. The Standalone Profit after tax (PAT) increased from Rs. 810.68 lakh to Rs. 885.65 lakh, an increase of Rs. 74.97 lakh (9.25%) over the previous financial year.

DIVIDEND:

Your Directors recommend a dividend of Rs.0.10 per equity share (@1%) having face value of Rs.10/- each for the year ended 31st March, 2019.

INCREASE IN AUTHOURISED SHARE CAPITAL:

During the year under review the Company increased its Authorised Share Capital from Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

INCREASE IN SHARE CAPITAL:

During the year under review the Company has not issued/ allotted Equity Shares.

TRANSFER TO RESERVES:

During the year under review the Company transferred an amount of Rs.996.83 Lakh to the Reserves.

SUBSIDIARY COMPANIES AND FINANCIAL STATEMENTS:

In accordance with the Accounting Standards 21 and 23 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Information of the Subsidiary Companies. These Consolidated Financial Statements provide financial information about your Company and its subsidiaries after elimination of minority interest, as a single entity. A summary of the financial performance of each of the Subsidiary companies in the prescribed Form AOC-1 is appended as Annexure 1 to the Financial Statements of the Company. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries of the Company are available on the website of the Company -<http://www.1point1.in>

AUDITORS AND AUDITORS' REPORT:

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Vinod Kumar Jain & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion ensuing Annual General Meeting. The Auditors' Report to the Members on the Accounts of the Company for the year ended 31st March, 2019 does not contain any qualification, reservation or adverse remark.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information pursuant to the provisions of Section 134 of the Companies Act, 2013 and the rules framed thereunder, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, forms part of this Report and is given at Annexure 2.

DIRECTORS AND KEY MANAGERIAL

PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Neyhaa Chhabra Director of the Company retires by rotation and being eligible, offers herself for re-appointment. Further, as stipulated under Regulation 36 of the SEBI (LODR) Regulations, 2015, her brief resume, is given in the section on Corporate Governance, which forms part of this Annual Report.

- Mr. Arjun Bhatia was appointed as Independent Director of the Company w.e.f. 23rd April 2019.
- Mr. Bharat Dighe was re-appointed as Independent Director of the Company for a period of 5 (Five) year's w.e.f. 1st September 2019.
- Mr. Chandrasekhar Yerramalli was re-appointed as Independent Director of the Company for a period of 5 (Five) year's w.e.f. 1st September 2019.

EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND OF DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, 2015 the Board of Directors has undertaken an annual evaluation of its own performance, its various Committees and individual directors. The manner in which the performance evaluation has been carried out has been given in detail in the Corporate Governance Report, annexed to this Report. The policy of the Company on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act, and Part D of Schedule II of the Listing Regulations, adopted by the Board is appended as Annexure 3 to the Directors' Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Your Company has put in place a Familiarisation Programme for Independent Directors to familiarize them with their roles, rights, responsibilities, nature of the Industry, Company's strategy, business plan,

operations, markets, products, etc. The details of the Company's Familiarisation Programme is available on the Company's website - web link: <http://www.1point1.in>

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Listing Regulations, 2015.

MEETINGS OF THE BOARD:

During the year, 6 meetings of the Board of Directors were held, particulars of attendance of directors at the said meetings are given in the report on Corporate Governance Report, which forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

PURSUANT TO THE PROVISIONS OF SECTION 134 OF THE COMPANIES ACT 2013, YOUR DIRECTORS STATE THAT:

- a. in the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable accounting standards have been followed along with no material departures;
- b. appropriate accounting policies have been selected and applied consistently and based on judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a going concern basis;

- e. proper internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate
- f. the proper systems to ensure compliance with the provisions of all applicable laws are in place and were adequate and operating effectively.

SECRETARIAL AUDITOR:

The Board has appointed M/s. MMJC and Associates LLP, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report in prescribed format is annexed as Annexure 4 to this Report.

PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this Report as Annexure 5. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. Further, the report and the financial statements are being sent to the members excluding the aforesaid statement. Further, in terms of provisions of Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is open for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. Further the Annual Report including the aforesaid information is also available on the Company's website <http://www.1point1.in>.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

Your Company has formulated a policy on related party transactions which is also available on Company's website at http://www.1point1.in/Code_Conduct.php. This policy deals with the review and approval of related party transactions.

of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on arm's length basis. All related party transactions are placed before the Audit Committee for review and approval. All related party transactions entered during the Financial Year were in ordinary course of the business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 appended as Annexure 6 to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, during the financial year ended 31st March, 2019.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company is committed to Corporate Social Responsibility (CSR) and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates. The Company has implemented various CSR projects in accordance with Schedule VII of the Companies Act, 2013 and a detailed report on CSR activities is given in Annexure 7, forming part of this Report. Pursuant to the provisions of the Section 135 of the Companies Act, 2013 (the Act), your Company has constituted a CSR Committee to monitor the CSR activities of the Company, details of which are provided in the Corporate Governance Report, forming part of this Report.

EXTRACT OF ANNUAL RETURN:

Extract of Annual Return of the Company in prescribed format is annexed herewith as Annexure 8 to this Report. .

RISK MANAGEMENT & INTERNAL FINANCIAL CONTROLS:

The Company has in place mechanism to inform Board Members about the Risk Assessment and Minimization procedures which are periodically reviewed to ensure that risk is controlled by the Executive Management. The Company has also formulated Risk Management Policy to review and control risk. Details in respect of adequacy of internal financial controls with reference to the Financial Statements are given in the Management's Discussion and Analysis, which forms part of this Report.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has zero tolerance for sexual harassment at workplace and as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your company has constituted an Internal Complaints Committees (ICC) and during the year, no cases were reported to the ICC.

HUMAN RESOURCES (HR):

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interests of all employees with the long term organizational goals.

OTHER DISCLOSURES/REPORTING:

Your Directors state that no disclosure and/or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- Neither the Managing Director nor the Whole-time Directors of the Company receive remuneration or commission from any of its subsidiaries;

- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report;

APPRECIATION & ACKNOWLEDGEMENTS:

The Board wishes to place on record its gratitude for the assistance and co-operation received from Banks, Government Authorities, Customers, Vendors and all its shareholders for the trust and confidence reposed in the Company. The Board further wishes to record its sincere appreciation for the significant contributions made by employees at all levels for their commitment, dedication and contribution towards the operations of the Company.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:00958197

Place: Navi Mumbai
Date: 12th August 2019

**CONSTANT
REINVENTION
IS THE PATH
TO CONSTANT
SUCCESS**

REINVENTION

FINANCIAL HIGHLIGHTS

RS. IN CRORES

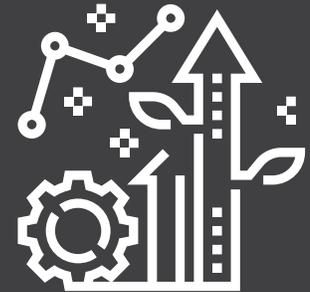


REVENUE

▲ **26%**

121.14 FY 18

152.71 FY 19





EBIDTA

▲ **18%** 24.23 FY 18
28.56 FY 19



PAT

▲ **6%** 9.44 FY 18
9.97 FY 19

CASH PROFIT

▲ **34%** 19.32 FY 18
25.80 FY 19



Form AOC-1

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014:

Part A: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Silicon Softech India Limited
2.	The date since when subsidiary was acquired	1st April 2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	1st April 2018 to 31st March 2019
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees
5.	Share capital	10.00
6.	Reserves and surplus	439.68
7.	Total assets	871.99
8.	Total Liabilities	422.31
9.	Investments	0.00
10.	Turnover	674.98
11.	Profit before taxation	140.48
11.	Provision for taxation	29.30
12.	Profit after taxation	111.19
13.	Proposed Dividend	0.00
14.	Extent of shareholding (in percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations:
NONE
- Names of subsidiaries which have been liquidated or sold during the year.
NONE

Part B: Associates and Joint Ventures: Not Applicable

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Managing Director
DIN No.:00958197

Place: Mumbai
Date: 12th August 2019

ANNEXURE II

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO (PURSUANT TO PROVISIONS OF SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013, READ WITH RULES 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014):

A. CONSERVATION OF ENERGY:

The Company has a well-organized, structured and centrally controlled Energy Management system for utility and Infrastructure. Regular focus and efforts are made to improve efficiency and accuracy by modernization of high end Technology. Some of the key initiatives for conserving energy during financial year 2018-19 were as under:

- Replacement of Conventional Light with LED Lights at Registered & Corporate Office resulting in saving of electricity.
- Replacement of Conventional Motors with Energy Efficient Motors.

B. TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION:

Your company continued its efforts in identifying technologies that will help in its continued growth. Accordingly, various new technologies were studied and from the shortlisted technologies, your company is in the process of integrating new technologies.

C. RESEARCH AND DEVELOPMENT:

The Company is continuously striving to build a technology leadership position in the Business Process Management industry. There is a strong focus on research and development through a dedicated R&D team.

D. FOREIGN EXCHANGE EARNINGS & OUTGO:

(Amount in ₹ Lakhs)

Sr. No.	Particulars	Financial Year 2018-19	Financial Year 2017-18
1.	Expenditure in foreign currency	Nil	Nil
2.	Earning in foreign currency	Nil	Nil
3.	Value of Imports calculated on CIF basis	37.58	27.22

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Managing Director
DIN No.:00958197

Place: Mumbai
Date: 12th August 2019

NOMINATION AND REMUNERATION POLICY OF ONE POINT ONE SOLUTIONS LIMITED

1. PREAMBLE:

- a. The Nomination and Remuneration Policy ("Policy") provides a framework for remuneration to be paid to the members of the Board of Directors ("Board") and Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of One Point One Solutions Limited ("the Company").
- b. This Policy has been framed by the Nomination and Remuneration Committee ("Committee") of the Board of Directors ("Board") and based on its recommendation, approved by the Board of Directors of the Company. The Nomination and Remuneration Committee is entitled to review and amend this policy, if necessary, subject to Board approval.

2. OBJECTIVE:

The Policy aims to enable the Company to attract, retain and motivate high quality members for the Board and executives by providing a well-balanced and performance-related compensation package, taking into account all stakeholders' interests, risks & opportunities, industry practices and relevant corporate regulations. The Policy shall be read along with Section 178 of the Companies Act, 2013, the applicable rules thereto and SEBI (LODR) Regulations 2015.

3. CRITERIA FOR IDENTIFICATION OF THE BOARD MEMBERS AND APPOINTMENTS OF SENIOR MANAGEMENT:

- a. The Members of the Board shall be persons who possess appropriate qualifications, skills, aptitude, attributes, maturity, knowledge and experience. The objective is to have a Board with diverse background and experience in management functions or in such areas as may be considered relevant or desirable to conduct the Company's business in an ethical and competitively superior manner.
- b. An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise responsibilities in a bona-fide manner in the best interests of the company; devote sufficient time and attention to professional obligations for informed and balanced decision-making; and assist the company in implementing the best corporate governance practices. An Independent Director should meet the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations 2015 concerning independence of directors.
- c. The candidate for the appointment of KMP and SMP should possess appropriate qualifications, skills, aptitude, attributes, with relevant work experience. The candidate for KMP and SMP should also possess high level of personal and professional ethics, integrity and values.

4. POLICY RELATING TO REMUNERATION:

I) POLICY FOR WHOLE - TIME DIRECTORS/MANAGING DIRECTOR/KMP/ SENIOR MANAGEMENT PERSONNEL -

Remuneration to Whole-Time Directors, Key Managerial Personnel and Senior Management Personnel will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the Company and its goals. The break-up of the pay scale and quantum of perquisites and retirement benefits shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013.

II) POLICY FOR INDEPENDENT DIRECTORS -

- a. Independent Directors shall receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- b. Independent Directors may be paid Commission within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company, computed as per the applicable provisions of the Companies Act, 2013. Independent Directors shall not be entitled to any stock options of the Company.

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
One Point One Solutions Limited
T762, Tower 7, 6th Floor,
International Infotech Park,
Vashi, Thane -400703

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by One Point One Solutions Limited hereinafter called the Company). Secretarial Audit 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018 (Not Applicable during the audit period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018 (Not Applicable to the Company during the Audit Period);
- (vi) As identified, no law is specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards made there under except in MGT-9 for F.Y. 2017-18, Tech Worldwide Support Private Limited was erroneously mentioned as an Associate Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. the Board at its Meeting held on 11th March, 2019 has recommended issue of 83,58,250 bonus shares of INR 10/- (Rupees Ten only) in the proportion of 1(One) fully paid equity share of INR 10/- (Rupees Ten only) each for every 2(Two) fully paid equity share of INR 10/- (Rupees Ten only).
2. the Company has sought an application to the National Stock Exchange of India Limited for migration from SME Board to Main Board.

For Makarand M. Joshi & Co.

Makarand Joshi
Partner

FCS No. 5533

CP No. 3662

Place: Mumbai

Date: 12th August 2019

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,
The Members,
One Point One Solutions Limited
T762, Tower 7, 6th Floor,
International Infotech Park,
Vashi, Thane -400703

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Makarand M. Joshi & Co.

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
Place: Mumbai
Date: 12th August 2019

ANNEXURE V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 and
- II. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19:

Sr. No	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial Year 2018-19	% increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director to median
1	Mr. Akshay Chhabra Chairman and Managing Director	60,00,000	NA	44.77
2	Mr. Akashanand Arun Karnik Whole-time Director	50,09,736	NA	37.38
3	Mr. Bharat Shashikumar Dighe Independent Director	0	NA	NA
4	Mr. Chandrasekher Yerramalli Independent Director	0	NA	NA
5	Mr. Arjun Sanjeev Bhatia Director	0	NA	NA
6	Mrs. Neyhaa Akshay Chhabra Director	0	NA	NA
7	Mr. Sunil Kumar Jha Chief Financial Officer	23,10,000	NA	17.27
8	Mr. Pritesh Sonawane - Company Secretary	10,38,779	NA	7.75

- III. The percentage increase in median remuneration of employees of the Company during the financial year was 1.52%.
- IV. The number of permanent employees on the rolls of Company as on 31 March, 2019 were 1117.
- V. Average percentage increase made in the salaries of employees other than managerial personnel in the financial year is 40.29%, while the increase in the remuneration of managerial personnel was 30.38%. The aggregate limit of remuneration of managerial personnel was reviewed and revised, keeping in view the need for leveraging experience and expertise as well as rewarding talent and the prevailing trend in the industry.
- VI. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

VII. The comparison of the each remuneration of Key Managerial Personnel against the performance of the Company during the Financial Year 2018-19 is as under:

Name of Director	Remuneration of each KMP for FY 2018-19 (₹)	% increase / decrease in Remuneration in the Financial Year 2018-19	Comparison of remuneration of the KMPs against the performance of the Company
Mr. Akashanand Karnik Whole-time Director	50,09,736	NA	Profit Before Tax increased by 3.60 % and Profit After Tax increased by 5.59% on a consolidated basis in financial year 2018-19.
Mr. Akshay Chhabra Managing Director	60,00,000	NA	

VIII. The key parameters for any variable component of remuneration availed by the Directors:

None of the Directors availed the variable component of remuneration.

IX. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year:

None of the employees of the Company received remuneration in excess of the highest paid Director of the Company.

X. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Managing Director
DIN: 00958197

ANNEXURE VI:

FORM NO. AOC-2

Particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

1. Details of contracts or arrangements or transactions not at arm's length basis:

No contracts or arrangements or transactions were entered into by the Company with related parties during the financial year ended 31st March 2019, which were not at arm's length.

2. Details of material contracts or arrangement or transactions at arm's length basis:

There is no Material contracts or arrangements or transactions entered into by the Company with related parties during the financial year ended 31st March 2019, which were at arm's length.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Managing Director
DIN: 00958197

ANNEXURE – 5

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2018-19.

1. Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

The CSR policy of the Company covers the proposed CSR activities in line with provisions of Section 135 of the Companies Act, 2013 and Schedule VII thereto. The CSR Policy of the Company may be accessed on the Company's website at the link http://www.1point1.in/Code_Conduct.php

2. The Composition of the CSR Committee is as under :

Sr.	Name	Member/ Chairman
1.	Mr. Bharat Dighe	Chairman
2.	Mr. Chandrasekher Yerramalli	Member
3.	Mr. Akshay Chhabra	Member

3. Average net profit of the Company for last three financial years :

Pursuant to the provisions of Section 198 of Companies Act, 2013, the average net profits of the Company for the last three years is Rs. 7,26,53,055/-

4. Prescribed CSR Expenditure (Two percent of amount as in Item no. 3) :

The Company was required to spend an amount of Rs. 14,53,061/- towards CSR activities for the financial year 2018-19.

5. Details of CSR spent during the Financial Year :

- Total amount spent for the financial year: ₹ 14,53,061/-
- Total amount unspent, if any: Nil

c. Manner in which the amount spent during financial year, is detailed below:

Sr. No.	CSR Project	Sector in which project is covered	Projects or programs	Amount outlay (Budget) project or programs wise	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Contribution to Pantomath Investor Awareness and CSR Foundation	Promotion of Education	Promotion of Investor Education	15,00,000	15,00,000	15,00,000	Through *implementing agency (Pantomath Investor Awareness and CSR Foundation)

*NOTE: The Company has spent on CSR activity through implementing agency namely Pantomath Investor Awareness and CSR Foundation as duly recommended by the Corporate Social Responsibility Committee and approved by the Board of Director of the Company. Accordingly the Company has duly complied with the provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time.

The CSR Committee confirmed that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

By Order of the Board
For **One Point One Solutions Limited**

Akshay Chhabra,
Chairman & Managing Director
DIN No.:00958197

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN	U74900MH2008PLC182869
ii. Registration Date	30th May 2008
iii. Name of the Company	ONE POINT ONE SOLUTIONS LIMITED
iv. Category / Sub-Category of the Company	PUBLIC LIMITED
v. Address of the Registered office and contact details	International Infotech Park, Tower-7, 6th Floor, Vashi, Navi Mumbai -400703, Maharashtra.
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India Tel: 022 49186200 Fax: 022 49186195 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	IT- Enabled Services – BPO	63999	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	SILICON SOFTECH INDIA LIMITED	U72900MH1997PLC110156	Subsidiary Company	99.99%	2(87)(ii)

IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

I. CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	4,965,400	-	4,965,400	29.70	5,115,400	-	5,115,400	30.60	0.90
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	5,000,000	-	5,000,000	29.91	5,000,000	-	5,000,000	29.91	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	9,965,400	-	9,965,400	59.61	10,115,400	-	10,115,400	60.51	0.90
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	942,000	-	942,000	5.64	5,80,000	-	5,80,000	3.47	(2.17)
b) Banks / FI	940,000	-	940,000	5.62	9,18,000	-	9,18,000	5.49	(0.13)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
FPI	24,000	-	24,000	0.14	16,000	-	16,000	0.10	(0.05)
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	2,395,000	1,000	2,396,000	14.33	20,79,144	-	20,79,144	12.44	(1.90)
(ii) Individual shareholders holding nominal share capital in excess of ₹2 lakh	783,400	-	783,400	4.69	3,85,400	-	3,85,400	2.31	(2.38)
c) Others(Specify)	1,665,700	-	1,665,700	9.96	26,22,556	-	26,22,556	15.69	5.72
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	16,716,400	1,000	16,716,500	100	16,716,500	-	16,716,500	100	-

II. SHAREHOLDING OF PROMOTERS:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1.	Akshay Chhabra	4,965,300	29.70	-	5,115,300	30.60	-	0.90
2.	Neyhaa Chhabra	100	0.00	-	100	0.00	-	0.00
3.	Tech Worldwide Support Private Limited	50,00,000	29.91	-	50,00,000	29.91	-	0.00
	Total	9,965,400	59.61	-	10,115,400	60.51	-	0.90

III. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) :

The Promoters have increased their holdings from 9,965,400 equity shares to 10,115,400 equity shares of face value Rs. 10/- each, which resulted in increase in holding percentage from 59.61% to 60.51%.

IV. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Sr.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Akshay Chhabra				
	At the beginning of the year	49,65,300	29.70	-	-
	Bought during the year	1,50,000	0.9	-	-
	At the end of the year	51,15,300	30.60	51,15,300	30.60
	Neyhaa Chhabra				
	At the beginning of the year	100	-	-	-
	Bought during the year	0	-	-	-
	At the end of the year	100	-	100	-
	Arjun Bhatia				
	At the beginning of the year	1,000	-	-	-
	Bought during the year	-	-	-	-
	At the end of the year	1,000	-	1000	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	10,00,00,000	-	-	-
- Reduction	-	-	-	-
Net Change	10,00,00,000	-	-	10,00,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	10,00,00,000	-	-	10,00,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	10,00,00,000	Nil	Nil	10,00,00,000

V. REMUNERATION OF DIRECT OR SAND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Akshay Chhabra Managing Director	Akashanand Karnik Whole-time Director	
1.	Gross salary	60,00,000	50,09,736	1,10,09,736
	(a) Salary as per provisions contained in section 17(1) of the Income -tax Act, 1961			
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income - tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of profit			
	- Others, specify...			
5.	Others, please specify	-	-	-
6.	Total (A)	60,00,000	50,09,736	1,10,09,736

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Bharat Dighe	Chandrasekher Yerramalli	
1.	Independent Directors	-	-	-
	· Fee for attending board committee meetings	60,000	60,000	1,20,000
	· Commission	-	-	-
	· Others, please specify	-	-	-
	Total (1)	60,000	60,000	60,000
2.	Other Non-Executive Directors	-	-	-
	· Fee for attending board committee meetings	-	-	-
	· Commission	-	-	-
	· Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	60,000	60,000	1,20,000
	Total Managerial Remuneration	-	-	-
Ceiling as per the Act (being 10% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				1,18,17,048

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total
1.	Gross salary	-	23,10,000	10,38,779	33,48,779
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	NA	23,10,000	10,38,779	33,48,779

VI. Top Ten Shareholders (Other than Promoters) of the Company as on 31st March 2019:

Sr No.	Name of Shareholder	No. of Shares held	% of Shareholding
1	PANTOMATH STOCK BROKERS PRIVATE LIMITED	15,64,000	9.36
2	YES BANK LIMITED	9,18,000	5.49
3	HSBC SMALL CAP EQUITY FUND	5,80,000	3.47
4	ALFA FISCAL SERVICES PRIVATE LIMITED	1,90,000	1.14
5	JBCG ADVISORY SERVICES PRIVATE LIMITED	77,000	0.46
6	MAVERICK SHARE BROKERS PRIVATE LIMITED - COLLETRAL A/C. (NSE)	74,000	0.44
7	PANTOMATH SABRIMALA AIF PANTOMATH SABRIMALA SME GROWTH FUND SERIES I	70,000	0.42
8	SAVITRI DEVI TOSHNIWAL	62,000	0.37
9	SUKHEND RAJMANI MISHRA	48,000	0.29
10	ANS PVT LIMITED	40,000	0.24

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description Compounding fees Imposed	Details of Penalty Punishment/ Court)	Authority (RD/NCLT/ any give details	Appeal made. If
A Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

BREAKING
FREE FROM ORDINARY
EVERY DAY

BREAKING
FREE FROM ORDINARY
EVERY DAY.

CREATING
SOLUTIONS FOR THE
FUTURE

CREATING
SOLUTIONS FOR THE
FUTURE

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The philosophy on Corporate Governance is an important tool for shareholder protection and maximization of their long term values. The cardinal principles such as independence, accountability, responsibility, transparency, fair and timely disclosures, credibility etc. serve as the means of implementing the philosophy of Corporate Governance in letter and spirit.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (hereinafter referred as the Board) comprises of a combination of Executive and Non-Executive Directors. The Board of Directors, as on 31st March, 2019 comprise of 6 (Six) Directors of whom 2 (Two) are Executive and 3 (Three) are Non-Executive Directors with 3 (Three) Directors being Independent Directors. The Chairman of the Board is an Executive Director. The composition of the Board is in line with the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgment in any manner. The Directors are eminently qualified and experienced professionals in business, finance, marketing and corporate management. The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committees oversee operational issues. The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberations at these meetings.

The composition of the Board and attendance at Board Meetings and at the last Annual General Meeting (AGM) held during the year under review is given below:

Sr. No.	Name of the Director	Category	No. of Board Meetings held during FY 2018 -19 /Tenure	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. Akshay Chhabra Chairman & Managing Director	Executive	6	6	Yes
2.	Mr. Akashanand Karnik Whole-time Director	Executive	6	6	Yes
3.	Mr. Bharat Dighe Independent Director	Non-Executive	6	5	Yes
4.	Mr. Chandrasekher Yerramalli Independent Director	Non-Executive	6	4	Yes
5.	Mr. Arjun Bhatia Independent Director	Non-Executive	6	5	Yes
6.	Ms. Neyhaa Chhabra	Non- Executive	6	6	Yes

During the financial year 2018-19, 6 (Six) Board Meetings were held i.e. on 27-Apr-18, 26-May-18, 16-Aug-18, 5-Nov-18, 1-Mar-19 and 11-Mar-19 with time gap not exceeding 4 months between two such meetings. The Annual General Meeting was held on 22nd September 2018.

Directorships and Committee Memberships/Chairmanships in other public limited companies are given below:

Name of the Director	Other Directorship(s) ¹	As on 31 st March, 2019		
		Committee positions in other Companies (excluding One Point One Solutions Limited) ²		
		Member	Chairman	Total
Mr. Akshay Chhabra	2	Nil	Nil	Nil
Mr. Akashanand Karnik	2	Nil	Nil	Nil
Mr. Bharat Dighe	Nil	Nil	Nil	Nil
Mr. Chandrasekher Yerramalli	Nil	Nil	Nil	Nil
Ms. Neyhaa Chhabra	2	Nil	Nil	Nil
Mr. Arjun Bhatia	Nil	Nil	Nil	Nil

¹ The number of Directorships excludes Directorships of private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013.

² Committee includes only Audit Committee and Stakeholders Relationship Committee of public limited companies (excluding foreign companies and Section 8 companies) in terms of Regulation 26 of the Listing Regulations.

Information provided to the Board:

The annual calendar of the Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to deliberate on relevant points and arrive at an informed decision. All relevant information related to the working of the Company, including the information required under Part A Schedule II of SEBI Listing Regulations, 2015 is made available to the Board. In addition to matters, which require to be placed before the Board for its noting and / or approval, information is also provided on various other significant matters.

Review of legal compliance reports:

During the year, the Board periodically reviewed reports placed by the management with respect to compliance of various laws applicable to the Company. The Internal Auditors also reviewed compliance status and reported the same to the Audit Committee.

Relationship between Directors inter-se:

Except as disclosed below, none of the Directors of the Company are related to each other within the meaning of section 2(77) of the Companies Act, 2013:

Director	Other Director	Relationship
Akshay Chhabra	Neyhaa Chhabra	Husband - Wife

COMMITTEES OF THE BOARD:

The Board has constituted various Committees, viz., Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Share Transfer Committee.

a) **Audit Committee:**

The Audit Committee comprises of Two Non-Executive Independent Directors and One Executive Director, all of whom are financially literate and one of them possesses accounting and/or financial management expertise. During the year 2018-19, 4 (Four) Audit Committee Meetings were held on 27th April, 2018, 26th May 2018, 16th August 2018 and 1st March, 2019 in which all the members were present. The time gap between two consecutive meetings of the Audit Committee was not more than four months.

The composition of the Audit Committee and the attendance of Directors at its meetings are given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2018-19
1.	Akshay Chhabra	4/4
2.	Bharat Dighe	4/4
3.	Chandrasekher Yerramalli	3/4

The terms of reference of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee include the following:

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft Audit Report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties; • scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;

- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

b) Stakeholders Relationship Committee:

The Committee comprises of two Non-Executive Directors. The current composition of the Committee is given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2018-19
1.	Chandrasekher Yerramalli	Nil
2.	Neyhaa Chhabra	Nil
3.	Akshay Chhabra	Nil

Details of Investor complaints received during 2018-19:

Nature of Complaint	Opening	Received	Replied/ Resolved	Pending
-	-	-	-	-
Total	-	-	-	-

c) Corporate Social Responsibility Committee:

The Committee comprises of 3 members. The Chairman of the Committee is Independent Director of the Company:

Sr.	Name of Director	Meetings attended/ held during FY 2018-19
1.	Bharat Dighe	1/1
2.	Chandrasekher Yerramalli	1/1
3.	Akshay Chhabra	1/1

d) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of two Independent Directors, one Non-Executive Director. The composition of the Committee and their attendance at the meeting(s) for the financial year 2018-19 is given hereunder:

Sr.	Name of Director	Meetings attended/ held during FY 2018-19
1.	Bharat Dighe	1/1
2.	Chandrasekher Yerramalli	1/1
3.	Neyhaa Chhabra	1/1

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of Companies Act, 2013:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on Board Diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Board, Committees and Individual Directors –

The Board has adopted a formal mechanism for evaluating the performance of its Board, Committees & individual Directors, including the Chairman of the Board. Further, a structured performance evaluation exercise was carried out based on criteria such as Board/ Committee Compositions, Structure & responsibilities thereof, effectiveness of Board process, participation and contribution by member, information & functioning; Board/ Committee culture & dynamics, degree of fulfillment of key responsibilities, etc.

The performance of Board, Committee thereof, Chairman, Executive & Non- Executive Directors and individual Director is evaluated by the Board/ Separate meeting of Independent Directors. The results of such evaluation are presented to the NRC and Board of Directors.

Remuneration to Executive Directors

The remuneration paid to Mr. Akshay Chhabra, Chairman & Managing Director and Mr. Akshanand Karnik, Whole-time Director for the Financial Year 2018-19 is as under:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		*Akshay Chhabra Managing Director	Akshanand Karnik Whole-time Director	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	50,09,736	1,10,09,736
	Total	60,00,000	50,09,736	1,10,09,736

Independent Directors

Meeting of Independent Directors - One meeting of Independent Directors as required under Regulation 25 of the Listing Regulations were held on 1st March, 2019 which were attended by all the Independent Directors of the Company.

MANAGEMENT

Disclosures by Management

The particulars of transactions between the Company and its related parties as per the Accounting Standard are set out in Note 48 forming part of the accounts. These transactions are not likely to have any conflict with the Company's interest. All details relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.

CEO / CFO Certification

Mr. Akshay Chhabra, Chairman and Managing Director & Mr. Sunil Kumar Jha, Chief Financial Officer, have issued necessary certification to the Board in terms of Schedule II Part B of the Listing Regulations and the same was taken on record by the Board at its meeting held on 12th August 2019. A copy of this certificate is provided as Annexure A to this report.

Code of Conduct

As required under, Regulation 17 of the Listing Regulations, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php

DISCLOSURES

Disclosures regarding Appointment or Re-appointment of Directors

- A. Pursuant to the Articles of Association of the Company, at every Annual General Meeting of the Company, one-third of the directors, whose office is subject to retirement, are liable to retire.
- Mrs. Neyhaa Chhabra being longest in office shall retire by rotation at the ensuing Annual General Meeting, and being eligible has offered herself for re-appointment.
 - Mr. Bharat Dighe was re-appointed as Independent Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2019.
 - Mr. Chandrasekher Yerramalli was re-appointed as Independent Director of the Company for a period of 5 (Five) years w.e.f. 1st September 2019.
 - Mr. Arjun Bhatia was appointed as Independent Director of the Company w.e.f. 22nd April 2019.

Means of Communication

The Company has always promptly reported to all the Stock Exchanges where the securities of the Company are listed, all material information including declaration of quarterly/half-yearly and annual financial results in the prescribed formats and through press releases, etc.

The said results are also made available on the Company's website: http://www.1point1.in/Corporate_Announcements.php. The official press releases, Company information, Annual Reports and the extracts of media coverage are also displayed on the Company's website.

Disclosures of materially significant related party transactions

Transactions with related parties, as per requirements of Indian Accounting Standard 24 are disclosed in notes to accounts annexed to the financial statement of Annual Report of the Company for the year 2019. The Company has adopted policy on Related Party Transactions. The same is posted on website of the Company at http://www.1point1.in/Code_Conduct.php.

Insider Trading Regulations

The Company has notified and adopted the One Point One Solutions Limited - Code of Conduct for prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information made pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer is responsible for the purpose of these Regulations. The said Code of Conduct for prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information is published on the website of the Company http://www.1point1.in/Code_Conduct.php.

Details of capital market related non-compliance, if any

There has been no non-compliance by the Company of any legal requirements during the last three years; nor has there been any penalty, stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets pertaining to this period.

Risk Management

The Company has in place mechanism to inform Board Members about the Risk Assessment and Minimization procedures and periodical reviews to ensure that risk is controlled by the Executive Management.

Whistle Blower Policy/ Vigil Mechanism

The Company has adopted the Whistle Blower Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers. The same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php.

Material Subsidiary Policy

The Company has adopted Policy for determination of Material Subsidiary and same has been posted on the Company's website http://www.1point1.in/Code_Conduct.php.

Market Price Data

The market price data i.e. monthly high and low prices of the Company's shares on NSE and share price of the Company in comparison to NSE Nifty is given below are given below:

Month	Share Price (Rs.)		NSE Nifty 50	
	High	Low	High	Low
Mar-19	55.95	39.50	11,630.35	10,817.00
Feb-19	44.25	34.70	11,118.10	10,585.65
Jan-19	54.10	41.50	10,987.45	10,583.65
Dec-18	55.70	47.85	10,985.15	10,333.85
Nov-18	65.90	53.00	10,922.45	10,341.90
Oct-18	54.75	44.05	11,035.65	10,004.55
Sep-18	65.45	41.00	11,751.80	10,850.30
Aug-18	44.95	41.30	11,760.20	11,234.95
July-18	59.50	39.50	11,366.00	10,604.65
June-18	64.20	58.90	10,893.25	10,550.90
May-18	71.20	64.10	10,929.20	10,417.80
Apr-18	77.55	69.20	10,759.00	10,111.30

ANNUAL GENERAL MEETINGS

A. The details of last three Annual General Meetings held were as under:

Financial Year	Date	Time	Location	Special Resolutions Passed
2015-16	22/08/2016	11.30 AM	D/716, 7 th Floor Crystal Plaza, Andheri Link Road, Andheri (W), Mumbai - 400053, Maharashtra, India	None
2016-17	30/09/2017	11.30 AM	904, Real Tech Park Plot No. 39/2, Opp. Vashi Railway Station, Sector 30/A, Vashi, Navi Mumbai - 400703, Maharashtra, India	None
2017-18	08/09/2018	11.30 AM	Abbott Hotel, Sector- 2, Vashi, Navi Mumbai-400703, Maharashtra, India	None

GENERAL SHAREHOLDER INFORMATION

Details of ensuing Annual General Meeting

Day & Date	Time	Venue
Friday, 20 th September 2019	11.30 AM	Abbott Hotel, Sector- 2, Vashi, Navi Mumbai-400703, Maharashtra, India

Book Closure Date

Pursuant to Section 91 of the Companies Act, 2013, the Register of Members will remain closed from Saturday, 14th September 2019 to Friday, 20th September 2019 (both days inclusive).

Dividend Payment Date

Dividend @ of Rs.0.1/- per share (1%) has been recommended by the Board and is subject to the approval of shareholders at the ensuing AGM, the same will be paid on or before Friday, 19th October 2019:

- to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end-of-the-day on Friday, 13th September, 2019.
- to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the company on or before the closing hours on Friday, 13th September, 2019.

Listing of Shares on Stock Exchanges

The Company's shares are listed on National Stock Exchange of India Limited (NSE). The details of the same are as follows:

Stock Exchange	Type of Security	Stock Code/Symbol
The National Stock Exchange of India Limited (NSE)	Equity	ONEPOINT

Company Identification Number (CIN)

All the forms, returns, balance sheets, charges, if any and all other documents, papers etc. filed by the Company with the Registrar of Companies are available for inspection on the official website of MCA www.mca.gov.in, under the Company Identification Number (CIN): L74900MH2008PLC182869.

PLEDGE OF SHARES

No pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders as on 31st March, 2019.

DEMATERIALISATION OF SHARES

As on 31st March, 2019, 100% of the Company's shares including all the shares held by the Promoters and/or Promoter Group Shareholders were held in electronic form and the Company's shares can only be traded in compulsory demat segment in the stock exchanges where it is listed.

The table herein below gives the break-up of shares in physical and demat form as at 31st March, 2019:

Mode of Holding	Number of Shareholders	Number of shares	Percentage
Physical	0	0	0
Dematerialized	872	1,67,16,500	100.00
Total	872	1,67,16,500	100.00

TRANSFER OF 'UNDERLYING SHARES' INTO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In terms of Section 125(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. The dividend has not been unclaimed for a period of seven consecutive years on shares of the Company.

ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

All correspondence may please be addressed to the Registrar and Transfer Agent, Link Intime India Private Limited at the address given below. In case any shareholder is not satisfied with the response or do not get any response within reasonable period from the Registrar and Transfer Agent, they may approach the Compliance

Officer at the Registered Office of the Company or email their queries/ grievances to investors@1point1.in.

Registered Office:**One Point One Solutions Limited**

International Infotech Park,
Tower-7, Above Vashi Railway Station, Vashi,
Navi Mumbai-400703, Maharashtra.

Registrar and Transfer Agent (RTA):**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai, 400083, Maharashtra

Tel: +91 22 49186200; Fax: +91 22 22 49186195

Email: onepointone.ipo@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Ms. Rima Shah

COMPLIANCE OFFICER

Mr. Pritesh Sonawane, Company Secretary is the Compliance Officer of the Company

LOCATIONS:**Registered Office:**

One Point One Solutions Limited
International Infotech Park,
Tower-7, Vashi, Navi Mumbai,
Maharashtra -400703.

Corporate Office:

C-42, TTC Industrial Area, MIDC,
Village - Pawane, Navi Mumbai
Maharashtra - 400705

ANNEXURE A - CEO/CFO Certification (As per Regulation 17 Part B of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

18th May, 2019

To
The Board of Directors
One Point One Solutions Limited

We the undersigned, in our respective capacities as Chief Executive Officer (MD) and Chief Financial Officer of One Point One Solutions Limited, certify that in the preparation of the Financial Accounts for the year ended March 31, 2019:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, the Company has not entered into any transaction during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) That there are no significant changes in internal controls over financial reporting during the year;
- (ii) That there are no significant changes in accounting policies during the year; and
- (iii) There have been no instances of material fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mr. Sunil Jha
Chief Financial Officer

Mr. Akshay Chhabra
Managing Director (DIN: 00958297)

Annexure B

Certificate of Compliance with the Code of Conduct for Board of Directors and Senior Management Personnel

The Members of
One Point One Solutions Ltd.

DECLARATION

As required under Regulation 17 read with Schedule V (D) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby declare that all the Board members and Senior Management Personnel of the Company have complied with the Code of Conduct of the Company for the year ended March 31, 2019.

For One Point One Solutions Ltd.

Mr. Akshay Chhabra
Managing Director
(DIN: 00958297)

Mr. Akshayanand Karnik
Director
(DIN: 07060993)

REVOLUTIONISING
BUSINESSES
WITH EVER EVOLVING
PROCESSES

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY OVERVIEW

As per the "Strategic Review 2018: Amplify Digital" study published by NASSCOM (National Association of Software and Services Companies), India's IT-BPM industry today stands at USD 167 billion market and employs around 4 million people. It continues to be the leader in the global sourcing market with a 55% share. Despite the slowing down in growth rates, the industry has added USD 24 billion revenue since FY2016 and continues to be a net hirer (100,000+ additions in FY2018).

Digital technology is throwing up a new set of opportunities for the technology industry and over the past few years, the business has seen a shift in revenue share (currently, digital share is between 18%-20% and increasing), talent (India accounts for 75% share in global digital talent), business models (partnerships, As-a-Services, etc.), revenue source (IP-led, platforms, cloud) and organizational structure (dedicated BUs, CoEs, etc.).

India is on track to be a Trillion Dollar Digital Economy backed by government's collaborative approach to encourage private sector participation. Increasing access to internet in both urban as well as rural areas, ambitious e-governance projects, continued focus on skill development and growing digital transactions are some of the indicators of rapid growth of the India's digital economy.

India remains world's most preferred location by global MNCs for setting up technology businesses and fostering strong partnerships in niche areas. Digital technology will continue to remain a significant contributor to the industry's revenues.

2. BUSINESS PERFORMANCE

Financial Markets

Like others in the industry, One Point One Solutions Limited (OPOSL) experienced decelerating growth in this area, prompted by declining client spends. Another visible trend this year was the renewed focus on automation and efficiency, especially the use of new technologies like process automation. This technology allows configuring of computer software to capture and interpret existing applications for processing a transaction, manipulating data, triggering responses and communicating with other digital systems. The Company is working closely with clients to broaden its service capabilities across new functions, and embed some of these new technologies in our legacy services to remain the most efficient provider.

Digital

In digital business, the Company continued to grow its relationships with emerging clients, while also piloting selected new engagements with larger strategic clients. Analytics services and creative production were two areas where the Company found the most traction with its clients. With the engaging new business partners have helped us expand service offering to encompass a larger part of the digital lifecycle for the clients.

Customer Operations

The Company's BPM business was the fastest growing business during FY 2018-19. Customers have found great value in Company's unique end-to-end value proposition. This includes use of predictive analysis, operational audits, and providing incisive feedback on how to make process more effective while improving the overall experience of clients.

Across each of these three main business areas, OPOSL sees significant opportunities for growth in the future. Of course, the Company will also need to evolve its service offerings substantially to capture this potential, and is working hard towards this.

Infrastructure

In India, OPOSL operates out of four cities, Mumbai, Bangalore, Gurgaon and Indore where Mumbai location held for head office and vital business operations. During the year in review, capacities were augmented in each of the four cities, and at the end of March 2019, the Company as facilities had a total capacity of more than 4000 seats and the centers are functioning at approximately 80% capacity.

During the year, Mumbai head office gone under substantial infrastructural improvement which shows the intent of enhancing the OPOSL foot print. Moreover, there was still undergoing infrastructural developments on this report date.

Harnessing Talent

Recognizing people development as a key strategic differentiator, the Company continuously invests in enhancing the skills of our workforce. To encourage managers to think differently, industry experts are invited for guest talks. It is believed that exposing managers to industry best practices, trends, and perspectives will yield dividends in the long term. The Company also entered into an agreement with a global eLearning provider to up skill high-potential managers on business, technology, and creative skills.

Furthermore, internal job transfers are a critical aspect of people development and in the year under review, the policy for internal transfers was re-designed to encourage internal movement and meet the talent pipeline needs of the Company.

Analytics being a focus area, the Company continues deploying senior managers for post graduate analytics program. Also, all analytics teams are consistently up skilled on a proprietary framework for generating actionable business insights. Further, during the year, the central knowledge management team set up a fortnightly newsletter with insights curate from the horizontals and verticals, with the goal of enabling frontline managers to deliver actionable insights and not merely analysis.

3. BUSINESS OUTLOOK

The outlook for the business environment remains largely similar to FY 2018-19. OPOSL does not expect any dramatic alterations to the demand environment during FY 2019-20.

The medium to long term outlook presents both challenges and opportunities. As a rapidly growing player in the ITBPM arena, OPOSL is building competencies and making investments across several areas to sustain our growth journey.

First, the management is developing strong value propositions along new service lines. Second, wherever possible and necessary, OPOSL is reinventing and retuning conventional service lines. Third, we are allocating more funding towards game-changing and disruptive technologies. Fourth, the management is recalibrating its staffing and retraining needs. This is especially important in an environment where revenue growth is getting decoupled from headcount, and it is becoming possible for smaller and smarter teams to bring in greater revenue. Finally, OPOSL is continuously scanning the globe for partnerships and alliances with specialists, niche players and platforms to develop a more holistic service offering for clients.

As we embark on this journey we see immense opportunities for us in the future. As an organization, we will strive towards our aspirations without compromising on our core values. Our outlook for FY19-20 continues to remain strong. We are confident of a strong performance through the year.

4. OPPORTUNITIES, THREATS, RISK AND CONCERNS

Risk management is an integral part of the business. We have outlined the principal risks and uncertainties that could adversely impact the functioning of the Company through their effect on operating performance, financial performance, management performance and overall sustainability. These include, but are not limited to:

Risk Description	Risk Impact	Risk Mitigation
Macro – economic risk	The Company derived substantial portion of its revenues during FY 2018-19 from its business operation which is directly exposed to market risk. Challenging business and economic conditions and travel restrictions in these markets and continued policy changes could enhance cost pressure on clients and thus may affect the Company adversely in a number of ways. The Company may witness a reduction in prices, or the loss of key projects and customers, in turn affecting the financial performance.	Broad-based and well diversified business mix across Geographies allow us to minimize the impact on our business.

Risk Description	Risk Impact	Risk Mitigation
Cost pressures	<p>Many of the Company's contracts are long-term in nature and consequently, the pricing is negotiated, based on prevailing conditions at the time the contract was agreed upon. With the rising trend of salaries, the Company may find it difficult to serve the client at the negotiated price in the future. Increase in employee costs, without corresponding increases in pricing or productivity related improvements would adversely affect the profitability</p>	<p>There is a continuous focus on increasing productivity and employee utilization. The Company addresses this risk through various methods including managing the employee pyramid through voluntary and involuntary attritions, automating many processes and leveraging technology. Keeping abreast of market conditions to study the impact on client businesses and analysis of technology advancements that impact consumer behavior are some of the measures that help to improve and favorably position the services provided by the Company to mitigate pricing risks to an extent.</p>
Competition risk	<p>New competitors may enter the markets. Likewise, current competitors could decide to focus more on these markets, and thereby intensify the competition. They could also offer new technologies or offer a different service model or offer similar services at reduced prices. Such developments could harm the Company's business and results of operations. In this highly competitive environment, there may be severe impact on margins due to pricing pressures.</p>	<p>There is focus on providing higher value and differentiated services. We are also getting into new business models</p>
Legal risks	<p>The Company has long term contracts with its customers and services under these contracts are delivered from several offices across Indore, Bangalore, Haryana and Maharashtra geographies. In addition, to deliver on the various service level commitments, the Company also needs to ensure compliance with applicable laws and regulations in those geographies, including but not limited to employment, tax and environmental laws. Additionally, the Company needs to safeguard its own Intellectual Properties against infringement and ensure compliance with third party licenses which are used in its day-to-day business.</p>	<p>The Company has a legal team in place which apart from advising and ensuring documentary safeguards, closely works with business and support functions to enable compliance with contractual and/or regulatory requirements.</p>

Risk Description	Risk Impact	Risk Mitigation
Key People risk	The BPM industry relies heavily on knowledge management and skilled talent supply. The number of opportunities available in the market, changing needs of a multi-generational workforce and limited supply of employable talent pose a great challenge to retain talented workforce and maintain consistency in performance. The Company strives to continuously strengthen its internal processes to retain critical people and create a war-chest of talent.	The company is Enhancing and developing skills of the middle management, Focusing on capability building by providing and developing effective training academies and supporting employee development programs, Carving structured and strong career paths and providing opportunities for growth by way of job enlargements, enrichment of responsibilities and internal job movements; and Carving structured and strong career paths and providing opportunities for growth by way of job enlargements, enrichment of responsibilities and internal job movements and providing effective reward and recognition programs that celebrate success and efforts.
Data privacy and cyber security	In a connected world, businesses are extremely vulnerable to cyber-attacks, leading to loss of data and damage to reputation. Business disruption following a major outage event or a failure of our IT systems could cause a disruption in the Company's services, thereby reducing client confidence.	The Company has a stringent Cyber Security policy which ensures timely resolution of incidents. The Company also has in place firewalls, data encryption, data backup mechanism, patches etc.
Compliance risks	Being a national company, we are exposed to laws and regulations of multiple states.	The Company has an in-house compliance team which monitors global compliances. The team receives updates on changes in regulations from specialist consultants and circulates the same internally.
Technological risk	The overall business environment continues to witness emerging disruptive technologies. However, clients are seeking to cut additional back-office costs due to continued budget pressures, while suppliers are trying to create additional services and the associated revenues. Technologies such as Cloud Computing, Robotics, Artificial Intelligence, Data Analytics software, Social Media platforms and Process Automation software are being used in the BPM industry to enable businesses to lower costs and be more effective.	The Company has developed a wide suite of Business Transformation offerings across areas of Robotics Process Automation, Digital and Analytics as part of its productization initiatives. A combination of domain and process expertise with best-inbreed technology is helping the Company in pursuing significant opportunities.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Our Company believes that values are vital for the overall success of business. Thus our company's values are clearly defined, constantly reinforced and reviewed as they are essential for the long term growth of the company. The Company has in place an adequate system of Internal Controls which commensurate with the nature of business and size of its operations. The system is designed to adequately ensure that financial and other records are reliable for preparing financial statements and for maintaining accountability of assets. The Company has a strong and independent internal audit function which carries out regular internal audits to test the design, operations, adequacy and effectiveness of its internal control processes and also to suggest improvements and upgrades to the management. M/s. K. Venkatachalam & Associates, Chartered Accountants, have carried out the internal audit for the financial year 2018-19 based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (Vinod Kumar Jain & Co.) and the Audit Committee. The internal audit process is designed to review the adequacy of internal control checks and covers all significant areas of the Company's operations.

The Company has an Audit Committee of the Board of Directors, the details of which have been provided in the corporate governance report.

The Audit Committee reviews audit reports submitted by the internal auditors. Suggestions for improvement are considered and the audit committee follows up on the implementation of corrective actions. The committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems in the Company and keeps the board of directors informed of its key observations from time to time.

Protune KS Aiyar Consultants Pvt. Ltd. Chartered Accountants, have also independently audited the Internal Financial Controls over Financial Reporting as on March 31, 2019 and have opined that adequate internal controls over financial reporting exists and that such controls were operating effectively.

6. RECOGNITION & AWARDS

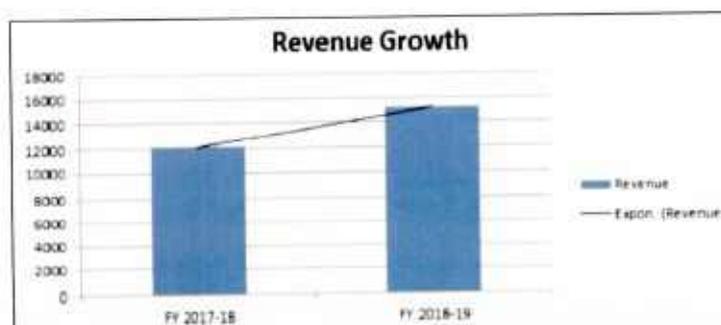
Skoch Award - The Skoch Awards celebrate human excellence and are agents of change in Indian society. The Awards are based on the philosophy of spearheading positive socio-economic changes through recognizing persons who have contributed immensely to salutary transformations in society and governance by displaying exemplary leadership abilities. They are the highest independently instituted civilian honors in India. Since 2003, when these were instituted, the Skoch Awards have become the only independent benchmark of best practices in India in the fields of governance, finance, banking, technology, corporate citizenship, economics and inclusive growth. These salute individuals, highlight projects and focus institutions that go the extra mile to make India a better nation. The Awards are conferred on the mighty and the ordinary alike.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that One Point One Solutions Limited has won following two awards from the Skoch Group:

1. SKOCH- NSE AWARD - MSME Excellence Silver.
2. SKOCH ORDER-OF-MERIT – SILVER for Qualifying amongst TOP-200 MSMEs in India.

7 REVENUE GROWTH

The Company has witnessed strong revenue growth of 26.23% Y-o-Y. The revenue for the Company is driven by focus on a well-diversified business and geography portfolio.



8. CONSOLIDATED FINANCIAL PERFORMANCE

The financial statements of your Company are prepared in compliance with the Companies Act, 2013 and Accounting Standards (AS). The Group's consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts as set out in the AS 21 on 'Consolidated Financial Statements'. The following discussion and analysis should be read together with the consolidated financial statements of the Company for the financial year ended 31st March, 2019.

ANALYSIS

I RESULTS OF OPERATIONS

The following table gives an overview of consolidated financial results of the Company:

(Amount in Rs. Lakh)

Particulars	Year Ended 31 st March 2019 (Amount)	Year Ended 31 st March 2018 (Amount)	Variations in %
Revenue from Operations	15270.88	12098.47	26.23%
Other Income	0.37	15.31	-97.58%
Total	15271.25	12113.78	26.07%
Less: Operating Expenses	13998.86	10674.27	31.15%
Less: Other Expenses	60.30	269.48	-77.62%
Profit Before Tax	1212.09	1170.03	3.59%
Less: Tax	215.26	226.01	-4.76%
Net Profit After Tax	996.83	944.02	5.59%

Revenue

The Company's revenue from operations grew by 26.23% to Rs. 15,270.88 lakh in FY2018-19 from Rs. 12,098.47 lakh in FY2017-18. Growth was recorded across major geographies.

Other Income

Other income for FY 2018-19 was at Rs. 0.37 lakh as compared to Rs. 15.31 lakh in FY 2017-18. Other income primarily comprises of interest on bank deposits and dividend from debt oriented mutual funds. Reduction in other income is primarily on account of Redemption of investment in Mutual funds in FY 2017-18, which was appropriately accounted in previous year itself.

Operating expense

Operating expense comprises of Employee Cost, Administration Expenses and Depreciation & Amortization. The total operating expenses increased to Rs. 13,998.86 lakh in the year under review from Rs. 10,674.27 lakh in the previous year.

Employee benefits expense

Employee benefits expense includes salaries which have fixed and variable components, contribution to retirement and other funds and staff welfare expenses. Employee benefits expense in relation to operating revenue was 53.62% in FY 2017-18 at Rs. 6486.85 lakh, which has now increased to 59.98% in FY 2018-19 at Rs. 9160.65 lakh.

Operating Profit

Operating Profit during year under review is Rs. 1272.02 lakh which has declined by 10.69% as compared to Rs. 1424.20 lakh in previous year. Whereas Net Profit After Tax (PAT) during the year increased to Rs. 996.83 lakh from Rs. 944.02 lakh in the previous year registering a growth of 5.59%.



Expenditure:

Detailed analysis of expenses is as follows.

Particulars	Year Ended 31 st March, 2019 (Amount)	Year Ended 31 st March, 2018 (Amount)	Variations in %
Operating Expenses :-			
1) Employee Benefits Expense	9160.65	6486.85	41.22%
2) Administration Expenses	3254.12	3198.60	1.74%
3) Depreciation & Amortization	1584.09	988.83	60.20%
Total Operating Expenses (A)	13998.86	10674.27	31.15%
Other Expenses :-			
1) Financial Cost	60.30	264.37	-77.19%
2) Other Expenses	0	5.1	-100.00%
Total Other Expenses (B)	60.30	269.47	-77.62%
Total Expenses (A)+(B)	14059.16	10943.75	28.47%
Profit Before Tax	1212.09	1170.03	3.59%
Less: Tax	215.26	226.01	-4.76%
Net Profit After Tax	996.83	944.02	5.59%

Administration expenses

Administration expenses include Rent paid, Travel and Repairs and Maintenance expense, Electricity charges, printing expense and such other office related expenses.

In year under review, Administration Expenses have gone up to Rs. 3254.12 lakh compared to last year's figure of Rs. 3198.60 lakh due to increase in working of the company.

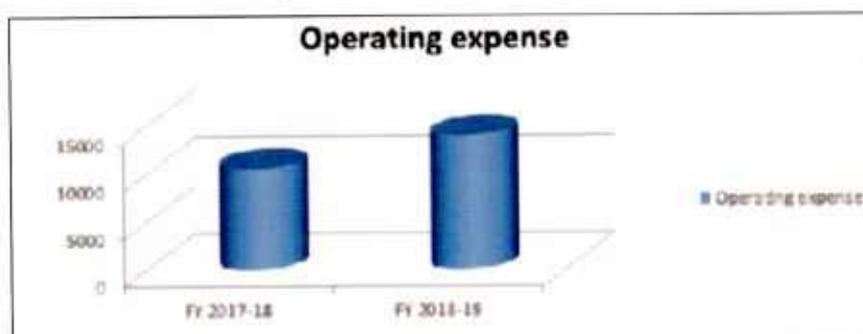
Depreciation and Amortization expense

Depreciation & Amortization Cost have increased to Rs. 1584.09 lakh from previous year's amount of Rs. 988.83 lakh, thus marking variation of 31.15%. This is mainly due to addition of new assets under various blocks of Fixed Assets.

Other Expenses

Other Expenses include Finance Cost as major component cost to the company at Rs. 60.30 lakh compared to last year's cost of Rs. 264.97 lakh. Finance cost has decreased by 77.19% due to repayment of debt during the year.

The Consolidated Total Expenses increased by an average rate of 28.47% from Rs. 10943.75 lakh in the previous year to Rs. 14059.16 lakh in the year under review.



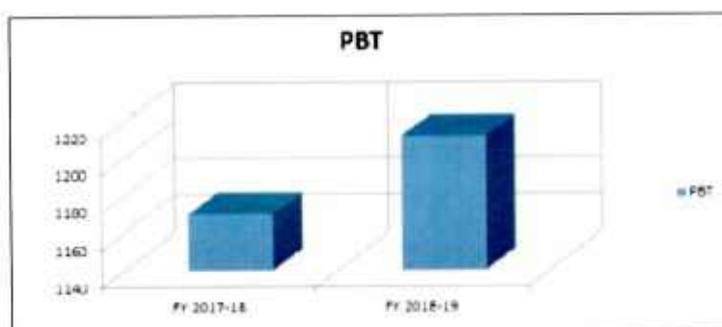
Income Tax Expense

Income tax expense comprises of current tax, net change in the deferred tax assets and liabilities in the applicable FY period and minimum alternate tax credit. The Company's consolidated tax expense (including deferred taxes) reduced to Rs. 215.26 lakh in the year under review from Rs. 226.01 lakh in the previous year which is largely due to complete utilization of MAT credit and recognition of deferred tax assets.

There was a deferred tax credit Rs. 149.14 lakh in FY2018-19 compared to a deferred tax charge of Rs. 106.97 lakh in FY2017-18.

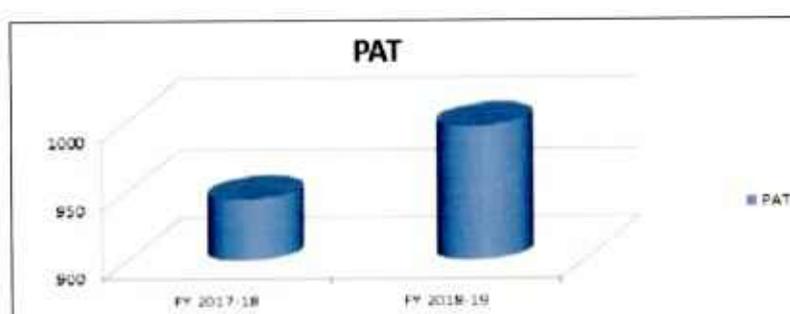
Profit before Tax

Profit before tax increased by 3.59% to Rs. 1,212.09 lakh in FY2018-19 from a profit before tax of Rs. 1,170.03 lakh in FY2017-18. Profit before tax in FY2018-19 is 7.94% of the income, as compared to 9.67% of the income in FY2017-18.



Profit after Tax

As a result of the foregoing, profit after tax increased by 5.59% to Rs. 996.83 lakh in FY2018-19 from profit after tax of Rs. 944.02 lakh in FY2017-18. Profit after tax in FY2018-19 was 6.53% of the income, as compared to 7.80% of the income in FY2017-18.



ii. FINANCIAL CONDITION

Share Capital

The company has only one class of shares – equity shares of par value of Rs. 10 each. The Authorized share capital of the Company was 20,000,000 equity shares as on March 31, 2019. The issued, subscribed and paid up capital was Rs. 1671.65 lakh of equity shares of Rs. 10 each in the year under review. During the year, shareholding pattern of the company has been altered, thus Reconciliation of the shareholding pattern and amount outstanding at the beginning and at the end of the reporting period are depicted below in tabular form.

Category of Shareholder	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Promoter and Promoter Group Individual :				
Akshay Chhabra	5115300	30.6009%	4965300	29.7036%
Neyhaa Akshay Chhabra	100	0.0006%	100	0.0006%
Any Other (Specify): Body Corporate				
Tech World wide Support (P) Ltd.	5,000,000	29.9106%	5,000,000	29.9106%
Total Shareholding of Promoter and Promoter Group (A)				
Public (B)	6,601,100	39.4885%	6,751,100	40.3858%
Total (A+B)	16,716,500	100.00%	16,716,500	100%

Details of shares held by each shareholder holding more than 5% shares:

Category of Shareholder	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	5,000,000	29.91%
Mr. Akshay Chhabra	5,115,300	30.6009%	4,965,300	29.70%
HSBC Small Cap Equity Fund	580,000	3.4696%	942,000	5.6352%
Yes Bank Limited	918,000	5.4916%	940,000	5.6232%
Pantomath Stock Brokers Private Limited	1,556,000	9.3082%	296,000	1.7707%

Reserves and Surplus

The reserves and surplus of the Company increased to Rs. 6073.93 lakh in the year under review from Rs. 5116.82 lakh in the previous year. Increase in other equity is primarily from:

- Addition of consolidated retained earnings by Rs. 996.83 lakh during the year.
 - Reduction on account of distribution of dividend Rs. 33 lakh pertaining to dividend and Rs. 6.7 lakh pertaining to dividend distribution tax.
- a. Other non-current liabilities and current liabilities:

(Amount in Rs. lakh)

Particulars	2018-19	2017-18
Non-current liabilities		
(a) Long Term Borrowings	53.08	7.18
(b) Deferred Tax Liabilities (Net)	109.86	259.01
(c) Long-term Provisions	26.23	12.52
	189.17	278.71
Current liabilities		
(a) Short Term Borrowings	919.09	0
(b) Trade Payable	838.95	468.37
© Other Current Liabilities	1748.77	1196.82
(d) Short Term Provisions	54.65	27.03
	3561.46	1692.22

Above table summarizes the consolidated liability side of Balance Sheet, which can be further elaborated as follows:-

Borrowings

- The long-term borrowings increased from Rs. 7.18 lakh as at 31st March, 2018 to Rs. 53.08 lakh as at 31st March, 2019.
- The short-term borrowings increased from Rs. 0 as at 31st March, 2018 to Rs. 919.09 lakh as at 31st March, 2019.
- These funds have been utilized for acquisitions made during the year and other working capital requirements.

Trade payables

- Trade payables consist of payables towards purchase of goods and services and stood at Rs. 838.95 lakh as at 31st March, 2019 which has significantly increased from Rs. 468.37 lakh as at 31st March, 2018.

Provisions

- Long Term Provision has increased by Rs. 13.71 lakh which belongs completely to provision made for gratuity liability.
- Short term provision increased from Rs. 27.03 lakh as at 31st March, 2018 to Rs. 54.65 lakh as at 31st March, 2019 such increase fully belongs to subsidiary balance sheet.

Deferred Tax Liability

- Deferred Tax Liability has reduced to Rs. 109.86 lakh from 259.01 lakh. This total difference of Rs. 149.15 lakh further bifurcated between OPOSL and its subsidiary Silicon Softech India Ltd. for Rs. 95.27 lakh and Rs. 53.87 lakh respectively. Reduction in Deferred Tax liability is mainly due to recognition of Deferred Tax Asset.

b. Non-current assets:

(Amount in Rs. lakh)

Particulars	2018-19	2017-18
Non-current assets		
(a) Fixed assets		
(i) Tangible assets	4134.28	3308.67
(ii) Intangible assets	793.29	907.16
(b) Capital Work-in-Progress	2024.44	0.00
(c) Goodwill on Consolidation	14.33	14.33
(d) Investment	0.00	0.00
(e) Long-Term Loans and Advances	597.23	602.91
Total	7563.57	4833.07

Above table pertains to Non-Current Assets which can be further elaborated as follows:-

Fixed Assets

The net block of tangible assets, intangible assets and capital work-in-progress amounting to Rs. 6952.01 lakh as of 31st March, 2019 as compared to Rs. 4215.83 lakh of 31st March, 2018, resulted in a net increase of the assets to the extent of Rs. 2736.18 lakh. This is majorly due to addition of Rs. 4320.26 lakh offset by depreciation charge for the year amounting to Rs. 1584.09 lakh.

Goodwill

Goodwill represents the excess of purchase consideration over net assets of acquired subsidiaries. Goodwill on consolidation continues at Rs. 14.33 lakh.

c. Current Assets:

(Amount in Rs. lakh)

Particulars	2018-19	2017-18
Current assets		
(a) Trade receivables	3465.12	3376.48
(b) Cash and Bank Balance	194.77	405.30
(c) Short-Term Loans and Advances	272.75	144.55
Total	3932.64	3926.34

Current Assets table clearly shows the increase in liquidity holding of the organization.

Trade Receivables

The trade receivables have increased from Rs. 3376.48 lakh as at 31st March, 2018 to Rs. 3465.12 lakh as at 31st March, 2019 mainly due to increase in business. These debtors are considered good and realizable. The need for provisions is assessed based on various factors including collectability of specific dues, risk perceptions of the industry in which the customer operates and general economic factors which could affect the Company's ability to settle claims. Provisions are generally made for all debtors outstanding for more than 180 days as also for others, depending on the management's perception of the risk. The Company constantly focuses on reducing its receivables period by improving its collection efforts.

Short term loans and advances

Short Term Loans & Advance increased by Rs. 128.20 lakh from Rs. 144.55 lakh as at 31st March, 2018 to Rs. 272.75 lakh as at 31st March, 2019, majorly includes prepaid expenses & advance paid to suppliers.

Cash and Bank Balance

Cash balance represents balance in cash with the Company to meet its petty cash expenditures. The bank balances include balance maintained in current accounts with various banks. The cash and bank balance as of 31st March, 2019 was Rs. 194.77 lakh as compared to Rs. 405.30 lakh as of 31st March, 2018.

d. Liquidity and Capital Resources

The Company needs cash to fund the technology and infrastructure requirements in its operation centers, to fund its working capital needs, to pay interest and taxes, to fund acquisitions and for other general corporate purposes. The Company funds these capital requirements through variety of sources, including cash from operations, short and long-term lines of credit and issuances of share capital. As of 31st March, 2019, the Company had cash and cash equivalents of Rs. 194.77 lakh.

The Company's summarized statement of consolidated cash flow is set forth below:

(Amount in Rs. Lakh)

Particulars	FY 2018-19	FY 2017-18
Net Cash flow from Operating activities	4148.75	929.14
Net Cash flow from/ (used in) Investing activities	(4310.96)	(2210.05)
Net Cash flow (used in)/ from Financing activities	(48.31)	1560.59
Cash and cash equivalents at the beginning of the year	405.29	125.61
Cash and cash equivalents at the end of the year	194.77	405.29

Operating Activities

Net cash generated from the Company's operating activities in FY2018-19 amounted to Rs. 4148.75 lakh. This consisted of net profit after tax of Rs. 996.83 lakh and a net upward adjustment of Rs. 1864.95 lakh relating to various non-cash items and non-operating items including depreciation of Rs. 1584.09 lakh; net increase in working capital of Rs.1658.08 lakh; and income taxes paid of Rs. 371.12 lakh. The working capital change was due to increase in operating assets by Rs. 211.15 lakh and increase in operating liabilities by Rs. 1869.24 lakh.

Investing Activities

In FY2018-19, the Company expended Rs. 4310.95 lakh cash for its investing activities. These investing activities included capital expenditure of Rs. 4320.26 lakh, including fixed assets purchased and replaced in connection with the Company's operation centers in India. During the year, company received interest amounting to Rs. 9.30 lakh

Financing Activities

In FY2018-19, net cash used in financing activities amounted to Rs. 44.98 lakh. This comprised of proceeds of long term borrowings of Rs. 45.89 lakh, repayment of interest amounting to Rs. 61.20 lakh and distribution of dividend of Rs. 33 lakh.

Cash Position

The Company funds its short-term working capital requirements through cash flow from operations, working capital overdraft facilities with commercial banks, medium-term borrowings from banks and other commercial financial institutions. As of 31st March, 2019, the Company had cash and bank balances of Rs. 194.77 lakh as compared to Rs. 405.30 lakh as of 31st March, 2018.

e. Financial Ratios

Following are ratios for the current financial year and their comparison with preceding financial year:

Sr. No.	Ratio Description	31 st March, 2019	31 st March, 2018
1.	Debtors Turnover (times)	4.46	4.51
2.	Interest Coverage Ratio	21.10	5.43
3.	Current ratio	1.10	2.32
4.	Debt Equity ratio	0.13	0.0011
5.	Operating margin (%)	8.33%	11.77%
6.	Net profit margin (%)	6.53%	7.79%
7.	Return on Equity (%)	12.87%	13.91%

Analysis:

- Debtors Turnover ratio indicates the company's efficiency to collect its trade receivables. The debtor's turnover ratio is almost same as on 31st March, 2019 at 4.46 compared to 4.51 as on 31st March, 2018.
- Interest Coverage ratio is a financial ratio which determines how well company can pay interest on outstanding debts. The interest coverage ratio has increased from 5.43 as on 31st March, 2018 to 21.10 as on 31st March, 2019, this indicates interest payments on outstanding debts are completely covered by EBIT and company is financial secured.
- Current ratio is a useful test of short term debt paying ability of business. The current ratio as on 31st March, 2019 is 1.10, which indicates that company has sufficient short term funds for repaying short term liabilities.
- Debt equity ratio is a financial ratio that compares company's total debts to total equity. A lower debt to equity ratio usually implies more financially stable business. Thus, a debt equity ratio of 0.13 as on 31st March, 2019 indicates that the company is financial stable.
- Operating Margin ratio is a profitability ratio for measuring revenue left after all operational expense. It indicates the efficiency of the company in utilizing its resources. The operating margin is 8.33% as on 31st March, 2019.
- Net Profit margin indicates the net income made by the company with total sales achieved. The Net profit margin is 6.53% as on 31st March, 2019.
- Return on equity shows that the company is able to utilize the funds of investors and earn 12.87% profit on such investment.

1. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company believes that employees are the core key to our success. A fundamental tenet of our management philosophy is to invest in our employees, and enable them to develop new skills and capabilities which benefit them as well as the Company.

The organization grew to more than 4000 employees during FY 2018-19. To promote employee welfare, we organized camps for blood donation, eye check-up and health check-up. These initiatives received an overwhelming response from employees across locations.

We believe that we are heading in the right direction on our journey to become a work place where employees trust who they work for, take pride in what they do and enjoy the company of the people they work with. In FY 2018-19, we will continue to look for ways to best harness the potential of our resources through various people management interventions including skilling people on digital, robotics and machine learning.

2. MANAGEMENT PROJECTION, ESTIMATION AND POINT OF VIEWS:

Cautionary Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements'; within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and labor relations. Readers are advised to exercise their own judgment in assessing risks associated with the Company, inter-alia, in view of discussion on risk factors herein and disclosures in regulatory filings, as applicable.

REPORT OF INDEPENDENT AUDITOR'S TO THE MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED

Report on the financial statement

Opinion

We have audited the accompanying financial statements of One Point One Solutions Limited ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance

with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in Annexure "A". This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "B"** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C"
 - g. In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Companies Act 2013.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has informed that it has no pending litigations as such there is NIL impact on its financial positions in its financial statement.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For VINOD KUMAR JAIN & CO.
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373
Place: Mumbai
DATED: 18th May 2019

ANNEXURE "A" OF AUDITOR'S REPORT

FORMING PART OF REPORT OF INDEPENDENT AUDITORS TO THE MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED FOR THE YEAR ENDED 31ST MARCH 2019

Responsibilities for Audit of Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013. We are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For Vinod Kumar Jain & Co.
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373
Place: Mumbai

Dated: 18th May 2019

ANNEXURE “B” OF AUDITOR’S REPORT

FORMING PART OF REPORT OF INDEPENDENT AUDITORS TO THE MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED FOR THE YEAR ENDED 31ST MARCH 2019

Annexure “B” referred to in our report to the members of one point one solutions limited on the accounts for the year ended 31st March, 2019. We report that:

(i) In respect of its fixed assets

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b. The Fixed assets were been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. There are no immovable properties in the name of the Company.

(ii) The Company is engaged in providing services and does not maintain inventory. Hence clause (ii) (a), (b) and (c) not applicable to the company.

(iii) In respect of loans, secured or unsecured, granted by the Company to companies, firms, limited liability partnership or other parties covered in the Register under section 189 of the Companies Act, 2013, according to the information and explanation given to us:

The company has not granted any such loans accordingly;

Sub-clause a. relating to payment of principal and interest; and

Sub-clause b. relating to steps of recovery/repayment taken, are not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) In our opinion and according to the information and explanations given to us, the company has not accepted deposit within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Co. Act, 2013 and the Companies (Acceptance of Deposits) Rules, framed there under. According to the information and explanations given to us no order has been passed by the Company Law Board, or National Company Law Tribunal or Reserve bank of India or any court or any other tribunal.

(vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, as such question whether such accounts and records have been made and maintained does not arise.

(vii) According to information and explanations given to us and records produced in respect of statutory dues:

a. (i) The Company has generally been regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, investor education and protection fund, Employees state insurance, income-tax, sales tax, Wealth tax, custom duty, excise duty, service tax, value added tax, cess and other material statutory dues applicable to it.

(ii) There were no undisputed amounts payable in respect of sales tax, income tax, customs duty, wealth tax, service tax, value added tax and other material statutory dues applicable to the Company that were in arrears as at March 31st 2019 for a period of more than six months from the date they became payable except Provident fund Rs. 13,99,017/-, ESIC Rs. 2,68,072/- and Labour Welfare fund Rs.2,39,549/-.

b. There are no dues in respect of GST, income tax, customs duty, wealth tax, service tax, excise duty, VAT, cess and other material statutory dues that have not been deposited on account of any dispute.

- c. There has not been any occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- (viii) The Company has not defaulted in repayment of loans or borrowings to a financial institutions, banks, government or dues to debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). And in our opinion and according to information and explanations given to us, the term loan have been applied for the purpose for which the loans were obtained.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) Accordingly to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For VINOD KUMAR JAIN & CO.
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373
Place: Mumbai
Date: 18th May 2019

ANNEXURE "C" OF AUDITOR'S REPORT

FORMING PART OF THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of One Point One Solutions Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls.

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VINOD KUMAR JAIN & CO.
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373
Place: Mumbai
Date: 18th May 2019

Balance Sheet as at 31st March, 2019

Particulars	Note No.		As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share capital	2	167,165,000		167,165,000
(b) Reserves and surplus	3	565,992,175	733,157,175	481,400,171
Non-current liabilities				
(a) Long Term Borrowings	4	5,307,948		718,040
(b) Deferred Tax Liabilities (Net)	5	8,397,661		17,925,015
(c) Long-term Provisions	6	2,623,064	16,328,673	1,252,412
Current liabilities				
(a) Short Term Borrowings	7	91,909,278		-
(b) Trade Payable	8	67,193,529		30,135,333
(c) Other Current Liabilities	9	157,400,786		112,770,369
(d) Short Term Provisions	6	-		-
Total Rs.			316,503,593	142,905,702
			1,065,989,441	811,366,340
ASSETS				
Non-current assets				
(a) Fixed assets	10			
(i) Tangible assets		390,992,014		286,244,407
(ii) Intangible assets		71,531,183		90,716,330
(b) Capital work-In-Progress		202,443,983		-
(c) Investment	11	5,000,000	5,000,000	58,314,803
(d) Long- term loans and advances	12	59,712,746	729,679,926	440,275,540
Current assets				
(b) Trade receivables	13	306,663,821		337,648,494
(c) Cash and Bank Balance	14	6,598,453		22,333,271
(d) Short-term loans and advances	12	23,047,240		11,109,034
Total Rs.			336,309,515	371,090,799
			1,065,989,441	811,366,340
Significant Accounting Policies and Notes on Financial statements	1 To 28			

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
 Chairn & Managing Director
 DIN: 00958197

Akashanand Karnik
 Whole Time Director
 DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373
 Place : Mumbai
 Date : 18th May 2019

Sunil Kumar Jha
 Chief Financial Officer

Pritesh Sonawane
 Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Note No.	For the year Ended 31st March, 2019	For the year Ended 31st March, 2018
Continuing Operations		Rs.	Rs.
Income			
Revenue from Operations (Gross)	15	1,459,589,407	1,156,225,672
Other Income	16	-	1,519,450
Total revenue (I)		1,459,589,407	1,157,745,122
Expenses			
Employees costs/benefits expenses	17	903,023,111	642,674,472
Finance Costs	18	5,651,624	24,700,518
Depreciation & Amortisation Expenses	10	133,443,930	74,866,484
Other expenses	19	310,310,000	317,239,145
Loss on Sale of Mutual Fund units		-	510,361
Total expenses (II)		1,352,428,665	1,059,990,979
Profit before tax III (I-II)		107,160,742	97,754,143
Tax expense: (IV)			
(1) Current tax : Provisions for income tax		23,323,000	19,621,147
(2) MAT credit entitlement		4,443,526	5,786,871
(3) Deferred tax Liabilities (Assets)		(9,527,354)	(8,720,584)
(4) Short Provision for tax adjustment in respect of earlier years (Net)		357,102	-
		18,596,274	16,687,434
Profit from continuing operations (III - IV)		88,564,468	81,066,709
Profit for the year		88,564,468	81,066,709
Earnings per equity share of face value of Rs.10 each Basic and Diluted	23	5.30	6.84
Significant Accounting Policies and Notes on Financial statements	1 to 28		

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Akashanand Karnik
Whole Time Director
DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
Date : 18th May 2019

Sunil Kumar Jha
Chief Financial Officer

Pritesh Sonawane
Company Secretary

Cash Flow Statement for the year ended 31st March, 2019

Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
A. Cash flow from operating activities				
Net Profit after tax		88,564,468		81,066,709
Adjustments for:				
Depreciation	133,443,930		74,866,484	
Loss (Profit) on sale of Assets / Investments	-		510,361	
Tax Expenses	18,596,274		16,687,434	
Interest (Income net of expense)	4,819,889		22,502,865	
Provision for Gratuity	1,370,652		1,252,412	
Dividend	-		-1,519,450	
		158,230,746		114,300,106
Operating profit / (loss) before working capital changes		246,795,214		195,366,815
Changes in working capital:				
Adjustments for Decrease / (increase) in operating assets:				
Decrease (Increase) in Trade Receivable	30,984,672		(138,570,496)	
Decrease (Increase) Short Term Loans & Advances	(11,938,206)		(8,561,142)	
Decrease (Increase) Long Term Loans & Advances	(5,841,469)		(7,177,656)	
Adjustments for increase / (decrease) in operating liabilities:				
Increase (Decrease) in Trade payables	37,058,196		17,377,931	
Increase (Decrease) in other current liabilities	44,630,418		48,669,253	
Increase (Decrease) in Short Term Borrowings	91,909,278		(62,505,528)	
Increase (Decrease) in Short Term Provisions	-	186,802,888	-	(150,767,638)
Cash flow from extraordinary items		433,598,102		44,599,177
Cash generated from operations		433,598,102		44,599,177
Net income tax (paid) / refunds		24,352,016		19,621,147
Net cash flow from / (used in) operating activities (A)		409,246,086		24,978,030
B. Cash flow from investing activities				
Purchase of Fixed Assets (Tangible & Intangible)	(219,006,389)		(222,606,006)	
CWIP and Capital Advances	(202,443,983)		-	
Proceeds from sale of fixed assets	-		-	
Purchase of Non current investments	-		-	
Proceeds of Non Current investments (Net)	-		-	
Interest Received	-		-	
Loss (Profit) on sale of Assets / Investments	-		-510,361	
Dividend	-	(421,450,372)	1,519,450	(221,596,917)
Net cash flow from / (used in) investing activities (B)		(421,450,372)		(221,596,917)

Cash Flow Statement for the year ended 31st March, 2019

Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		157,165,000	
Premium on Equity shares	-		343,115,467	
Proceeds from long-term borrowings	4,589,907		-	
Repayment of long-term borrowings	-		(176,112,213)	
Proceeds from short-term borrowings	-		-	
REpayment from long-term Provisions	-		-	
Repayment of short-term borrowings	-		-	
Issue of Bonus Shares	-		(90,000,000)	
Dividend Paid	(3,300,550)		(22,502,865)	
Interest paid	(4,819,889)		-	
		(3,530,532)		211,665,389
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		(3,530,532)		211,665,389
Net increase / (decrease) in Cash and cash Cash and cash equivalents at the beginning of the year		-15,734,818		15,046,430
Cash in hand	731,454		397,720	
Bank Balance	21,601,818	22,333,271	6,889,121	7,286,841
Cash and cash equivalents at the end of the year		6,598,454		22,333,271
Reconciliation of Cash and cash equivalents with the Balance Sheet				
Cash and cash equivalents at the end of the year*		6,598,454		22,333,271
* Comprises:				
(a) Cash on hand		655,546		731,454
(b) Balances with banks				
(i) Schedule banks current accounts		5,942,908		21,601,818
		6,598,454		22,333,271
Significant Accounting Policies and Notes on financial Statements			1 to 29	

As per our report of even date attached.

**For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W**

**Vinod Kumar Jain
Proprietor M. No.: 36373**

Place : Mumbai
Date : 18th May 2019

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Sunil Kumar Jha
Chief Financial Officer

Akashanand Karnik
Whole Time Director
DIN: 07060993

Pritesh Sonawane
Company Secretary

NOTES ON FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019

Corporate Information

One Point One Solutions Limited (the Company) is a Limited Company domiciled in India and incorporated under the Provisions of the Companies Act, 1956. The company is mainly engaged in the business BPO which started its operations in the year 2013, specialises in the Business of customer Life Cycle Management, Business Process Management and Technology Servicing catering to the needs of more than 35 marque customers. The company has about 4000 employees spread across 4 delivery centres in India and have hired the latest state of the art technology for delivery and thus satisfying the clients need. The mission of the company is to become pioneers in the niche area of its business and thereby giving constant value addition to its client business thus ensuring complete client satisfaction. The Company's shares are listed in NSE main stock exchange with effect from 9th May, 2019.

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

The accounting policies adopted in the preparations of the financial statements are consistent with those of previous year unless otherwise stated.

b) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could defer from these estimates.

c) Fixed Assets

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation. The cost comprises purchase price including financing cost and directly attributable cost of bringing the asset to its working condition for the intended use.

Intangible fixed assets acquired separately are measured on initial recognition at cost. They are stated at cost of acquisition less amortisation depreciation.

Gains or Losses arising from derecognition of a Tangible or intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

d) Depreciation and Amortisation

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year has been provided on prorata basis with reference to date of addition / discarding.

Intangible Assets

Intangible Assets are amortisation on Straight Line Method over a period of 5 years, on the basis of useful life being considered at 5 years.

e) Borrowing Costs

There are no borrowing costs towards acquisition of capital assets of the company. All other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Impairment of Assets

At each Balance Sheet date the Company assesses whether there is any indication that the Fixed Assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the company estimate the recoverable amount of the cash generating unit to which the asset belong.

As per the assessment conducted by the company as at March 31- 2019 there were no indications that the fixed assets have suffered an impairment loss.

g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

h) Valuation of Inventories

Since there is no inventory, the same is not reflected in the financial statements.

i) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

Income From Services

Income from services is recognized as they are rendered, bases on agreement / arrangement with the concerned parties. Revenue is measured at the fair value of the consideration received or receivable. The company collects Goods Service Tax (GST) and service tax on behalf of the Government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from the revenue.

Interest

Interest income is recognized on a time proportionate basis taking in to account the amount outstanding and the applicable interest rate.

k) Foreign Currency Transactions

Foreign currency transactions are recorded in reporting currency by applying the rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated at the year-end rates. Non monetary items are reported at the exchange rate on the date of transaction. Realized gains/(losses) on foreign currency transactions are recognized in the Profit & Loss Account.

l) Retirement and other Employee Benefits

- 1) Short-term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- 2) Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the Profit and Loss account.
- 3) The Company is required to pay Gratuity under The Payment of Gratuity Act, 1972. Accordingly provision for liability of gratuity is made at the end of the year as per As 15.
- 4) The company makes regular monthly contribution to the provident fund and Employees State Insurance, which are in the nature of defined contribution scheme.

m) Income Taxes

Income tax expenses comprise current tax and deferred tax charged or credit.

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an Asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period that is the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognize the MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income Tax Act, 1961 the said asset is created by way of Credit to the Statement of Profit and Loss shown as "MAT Credit Entitlement". In the year in which the company uses "MAT Credit Entitlement" against the normal tax liability, it reverses the same in Statement of Profit and Loss and reduces the amount shown as the said asset to the extent of utilisation.

The company reviews the MAT Credit Entitlement asset as each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

o) Business Segments

More than 90% of Company operations are only in one segment i.e. Business Process outsourcing services. This in the context of Accounting Standard 17 of Segment Reporting as specified in the Companies (Accounting Standards) Rules 2006 are considered to constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

p) Earnings Per Share

Basic Earnings per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is adjusted for issue of bonus share in compliance with Accounting Standard (AS 20) - Earnings per Share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.
(a) Authorised				
Equity shares of 10/- par value	30,000,000	30,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
(b) Issued				
Equity shares of 10/- each	16,716,500	167,165,000	16,716,500	167,165,000
	16,716,500	167,165,000	16,716,500	167,165,000
(c) Subscribed and fully paid up				
Equity shares of 10/- each	16,716,500	167,165,000	16,716,500	167,165,000
	16,716,500	167,165,000	16,716,500	167,165,000
Total	16,716,500	167,165,000	16,716,500	167,165,000

The Company has one class of Equity shares having a par value of Rs.10/- per share.

Each Shareholders is eligible for one vote per share held.

In the event of liquidation Equity shareholders will be eligible to receive the assets of the Company after distribution of all preferential amounts, in proportion to number of Equity shares held by the shareholders.

Note 2.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2019				
- Number of shares	16,716,500	-	-	16,716,500
- Amount in Rs.	167,165,000	-	-	167,165,000
Year ended 31st March, 2018				
- Number of shares	1,000,000	6,716,500	9,000,000	16,716,500
- Amount in Rs.	10,000,000	67,165,000	90,000,000	167,165,000

Note 2.3 Details of shares held by each shareholder holding more than 5% shares:

Class of Shares / Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	5,000,000	29.91%
Mr. Akshay Chhabra	5,115,300	30.60%	4,965,300	29.70%
HSBC Small Cap Equity Fund	580,000	3.47%	942,000	5.64%
Yes Bank Limited	918,000	5.49%	940,000	5.62%
Pantomath Stock Brokers Pvt.Ltd.	1,556,000	9.31%	296,000	1.77%

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- i There are no shares issued pursuant to contract(s) without payment being received in cash.
- ii There are no shares allotted as fully paid up by way of bonus shares.
- iii There are no shares bought back.

Note: 3 RESERVES AND SURPLUS

Figures in Rs.

Particulars	As at 31.03.2019	As at 31.03.2018
(a) Securities Premium Reserve		
Opening Balance	388,115,467	45,000,000
Add: Received during the year	-	382,655,500
	388,115,467	427,655,500
Less: Share Issue Expenses	-	39,540,033
Closing Balance (A)	388,115,467	388,115,467
(b) Surplus in Statement of Profit and Loss		
Opening Balance	93,284,704	102,217,996
Add: Profit for the year	88,564,468	81,066,708
	181,849,172	183,284,704
Less: Bonus Shares Issue	-	90,000,000
Final Dividend	3,300,550	-
Dividend Distribution Tax	671,914	-
Closing Balance (B)	177,876,708	93,284,704
Total Reserves & Surplus (A+B)	565,992,175	481,400,171

Note: 4 LONG TERM BORROWINGS

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non- Current		Current Maturities	
a. Secured				
Term Loan From HDFC Bank	-	-	-	283,111
Term Loan From Yes Bank	3,906,145	-	971,331	-
Term Loan From Yes Bank (Agasint Hypothecation of Car)	683,884	-	224,610	-
b. Unsecured				
From Companies	717,919	718,040	-	3,108,471
The amount disclosed under the head "Other current Liabilities" (Note 9)			(1,195,941)	(3,391,582)
	5,307,948	718,040	-	-

Note 5: DEFERRED TAX LIABILITIES (Net)

Particulars	As at 31.03.2019	As at 31.03.2018
Major components of deferred tax arising on account of timing differences are:		
Liabilities		
Depreciation	22,675,716	30,732,329
	22,675,716	30,732,329
Less: Assets	14,278,054	12,807,314
Deferred Tax liabilities	8,397,661	17,925,015

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Long Term		Short Term	
Provisions - Other Gratuity	2,623,064	1,252,412	-	-
	2,623,064	1,252,412	-	-

Note 7: SHORT - TERM BORROWINGS

Particulars	As at 31.03.2019	As at 31.03.2018
Secured		
Cash Credit From banks		
From Yes Bank Working Capital Demand Loan	25,000,000	-
From Yes Bank	66,909,278	-
Unsecured	-	-
	91,909,278	-

Cash Credit, Sales Bill Discounting & Bank Gaurantee from Yes Bank is secured by the following :

Primary Security : Exclusively charge over the current assets of firm and movable fixes assets (both present & future) and for bank Gaurantee 15% margin in form of Fixed Deposits.

Collateral Security : Equitable Mortgage of

(i) commercial Property owned by Silicon Softech India Limited

Personal Guarantee of the following directors or Owners of above properties: -

- (i) Akshay Chhabra
- (ii) Akashanand Karnik
- (iii) Arjun Bhatia

Cash credit is repayable on demand and carries applicable interest with spread 1.75%

Note 8: TRADE PAYABLES

Particulars	As at 31.03.2019	As at 31.03.2018
Micro, Small & Medium Enterprises	-	-
Others : Creditors for Expenses	67,193,529	30,135,333
	67,193,529	30,135,333

Note 9 : OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2019	As at 31.03.2018
Others		
For Capital Goods	70,477,723	13,226,618
Creditors for Expenses	54,438,048	42,844,529
Statutory Dues	27,589,074	39,344,181
Provision for Tax Net of Advance Tax	-	5,182,978
Advance Received From Customers	3,700,000	8,780,481
Current Maturities	1,195,941	3,391,582
	157,400,786	112,770,369

Note 11 : INVESTMENT

Figures in Rs.

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non Current		Current	
Equity Shares, Unquoted, At cost Equity Shares Silicon Softech India Limited (No. 99,697 Previous year 99,697)	5,000,000	5,000,000	-	-
	5,000,000	5,000,000	-	-

Note 12 : LOANS & ADVANCES

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non Current		Current	
(a) Security Deposits : Unsecured, Considered Good	59,712,746	53,871,277	-	-
(b) Advances recoverable in Cash or in Kind (Unsecured, considered good) Advances to Suppliers	-	-	9,558,991	9,647,550
(c) Other Loans & Advance Unsecured, Considered Good Prepaid Expenses	-	-	1,457,045	1,461,485
Bal. with Revenue Authorities	-	-	672,446	-
Advance Tax Net of Provision	-	-	11,358,759	-
Mat Credit Entitlement	-	4,443,526	-	-
	59,712,746	58,314,803	23,047,240	11,109,034

Note 13 : TRADE RECEIVABLE

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured & considered good Outstanding for a period exceeding six months	13,484,962	10,645,403
Other	293,178,859	327,003,091
	306,663,821	337,648,494

Note 14 : CASH AND BANK BALANCES

Particulars	As at 31.03.2019	As at 31.03.2018
(i) Cash and Cash Equivalents		
(a) Cash in hand	655,546	731,454
(b) Balances with banks - in Current Accounts	5,942,908	21,601,818
(ii) Other Bank Balances (with maturity more than 3 months but less than 1 year)	-	-
	6,598,454	22,333,271

NOTES 10 FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD 31ST MARCH, 2019

(Figures in Rs.)

Sr. Name of Assets	GROSS BLOCK - AT COST					DEPRECIATION				NET BLOCK	
	Rate of Dep (%)	Cost as on 01/04/2018	Additions during the year	Sold adj during the year	Total Cost on 31/03/2019	Dep. as on 01/04/2018	Dep. for the Year	Dep on deduction Adj	Total Dep. till 31/03/19	As on 31/03/19	As on 31/03/18
TANGIBLE ASSETS											
1 Office Equipment	19.00%	29,987,666	8,666,993	-	38,654,659	10,501,638	6,318,098	-	16,819,736	21,834,923	19,486,028
2 Air Conditioners	6.33%	6,794,924	1,033,977	-	7,828,901	841,999	471,828	-	1,313,827	6,515,074	5,952,925
3 Computer systems	31.67%	262,807,166	88,032,024	-	350,839,190	66,124,910	87,529,377	-	153,654,287	197,184,903	196,682,256
4 Furniture and Fixture	9.50%	65,423,710	107,814,949	-	173,238,659	2,498,141	13,739,412	-	16,237,553	157,001,105	62,925,569
5 Motor Vehicle	11.88%	1,708,579	8,059,561	-	9,768,140	510,949	801,182	-	1,312,131	8,456,009	1,197,630
Total (A)		366,722,045	213,607,504	-	580,329,549	80,477,638	108,859,897	-	189,337,535	390,992,014	286,244,407
INTANGIBLE ASSETS											
6 Software	20.00%	120,009,175	5,398,886	-	125,408,060	29,292,845	24,584,033	-	53,876,878	71,531,183	90,716,330
Total (B)		120,009,175	5,398,886	-	125,408,060	29,292,845	24,584,033	-	53,876,878	71,531,183	90,716,330
Total (A+B)		486,731,220	219,006,389	-	705,737,609	109,770,482	133,443,930	-	243,214,412	462,523,197	376,960,737
Previous Year		264,125,214	222,606,006	-	486,731,220	34,903,998	74,866,484	-	109,770,482	376,960,737	229,221,216

As per our report of even date attached.

**For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS**

FRN : 111513W

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
Date : 18th May 2019

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197
Sunil Kumar Jha
Chief Financial Officer

Akshanand Karnik
Whole Time Director
DIN: 07060993
Pritesh Sonawane
Company Secretary

Note 15 : REVENUE FROM OPERATIONS

Figures in Rs.

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Revenue from operations	1,459,589,407	1,156,225,672
	1,459,589,407	1,156,225,672

Note 16 : OTHER INCOME

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Other Non-operating income		
Dividend	-	1,519,450
Total	-	1,519,450

Note 17 : EMPLOYEES COSTS / BENEFITS EXPENSE

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Salaries and Wages	507,572,764	440,758,387
Gratuity	1,370,652	1,252,412
Outsourcing Expenses	378,385,926	191,625,753
Staff Welfare Expenses	4,684,033	2,291,239
Directors Remuneration	11,009,736	6,746,681
Total	903,023,111	642,674,472

Note 18 : FINANCE COST

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Bank Charges	831,735	2,197,653
Interest (Net)	4,819,889	22,502,865
Total	5,651,624	24,700,518

Interest Expenses has been shown as net off with Interest income of Rs.9,30,899/- (Rs.7,18,155/-) Operational activities.

Note 19 : OTHER EXPENSES

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Facility Management Expenses	86,000,100	86,000,100
Communication Expenses	50,767,122	51,185,879
Travelling & Conveyance	8,396,650	4,117,257
Transportation Cost	3,573,953	4,967,846
Repairs & Maintenance	8,046,707	8,172,064
Office Upkeep & Maintenance Expenses	21,665,733	20,302,228
Service Charges	3,918,820	6,708,073
Rent	40,237,965	39,762,689
Electricity & Water Expenses	59,290,767	51,608,660
Rates & Taxes	-	1,230,025
Total	281,897,817	274,054,821

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Balance b/f	281,897,817	274,054,821
Printing & Stationery	2,595,245	1,799,540
Postage & Courier	1,050,062	1,676,184
Office Expenses	364,968	611,468
Business Development Expenses	3,019,372	14,760,589
Legal & Professional Charges	8,883,915	12,484,502
Sundry Balance w/off	-	166,553
Auditors' Remuneration (Note 20)	800,000	1,025,000
Sales and General Expenses	-	2,069,618
Recruitment & Training Cost	5,458,809	5,494,417
Corporate Social Responsibility	2,474,480	1,025,520
Directors' Sitting Fees	120,000	-
Miscellaneous Expenses	3,645,334	2,070,933
Total	310,310,000	317,239,145

Note 20 : AUDITORS REMUNERATION

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
(i) Payments to the auditors comprises of:		
As auditors : For Statutory Audit	600,000	600,000
For Tax Audit	200,000	200,000
For Other Services	-	225,000
Total	800,000	1,025,000

Note 21 : ACCOUNTING STANDARD 15 - EMPLOYEE BENEFITS

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Current service cost	408,886	268,709
Interest cost	83,035	38,636
Expected return on plan assets		
Net Actuarial (gain)/ loss to be recognized	878,731	336,620
Total expense recognized in the statement of P &L A/c	1,370,652	643,965
Actual Contribution & Benefit Payments		
Actual Benefit Payments		
Actual Contribution		
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	2,623,064	1,252,412
Fair value of plan assets at the end of the year	-	-
(Net Asset)/ Liability recognized in the Balance Sheet	2,623,064	1,252,412
Change in Defined Benefit Obligations (DBO)		
Present value of defined benefit obligation at begin of Year	1,252,412	608,447
Interest Cost	83,035	38,636
Current Service Cost	408,886	268,709
Benefits Paid		
Actuarial (Gain)/ Losses on Obligation	878,731	336,620
Present Value of Defined Benefit Obligation at the End of Year	2,623,064	1,252,412

Figures in Rs.

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Change in Fair Value of Plan Assets during the year		
Planned assets at Beginning of the year	-	-
Expected return on planned assets	-	-
Contributions	-	-
Benefit paid	-	-
Actuarial gain /(loss) on plan assets	-	-
Fair value of plan assets at the end of the year	-	-
Defined Benefit Plan – Acturial Assumptions		
Discount rate	6.63%	6.35%
Salary Escalation Rate	2.00%	2.00%
Rate of return on plan assets	N.A	N.A

Note 22 : CORPORATE SOCIAL RESPONSIBILITY

CSR amount required to be spent as per section 135 of the Companies Act 2013, read with schedule VII thereof by the Company during the accounting year is Rs. 24,74,480/- (Previous Year Rs.10,25,520/-) Expenditure related to Corporate Social Responsibility is Rs.24,74,480/- (Previous Year Rs.10,25,520/-) CSR amount was spent towards promotion of Education through implementing agency Pantomath Investor Awareness and CSR Foundation.

Note 23 : EARNINGS PER SHARE

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Net Profit after Tax	88,564,468	81,066,709
Weighted No. of Equity Shares outstanding during the year of Rs. 10 each	16,716,500	11,852,048
Basic and diluted Earning per Eq.Share (In Rs.)	5.30	6.84

Note: 24 RELATED PARTY DISCLOSURES

Name of Related parties and description of relationship	
Associates :	Assurvest Capital Advisor LLP Cap access Advisor (P) Ltd. Hypersonic BPO (P) Ltd.
Subsidiary	Silicon Softech India Ltd.
Key Management Personnel: Director :	Akshay Chhabra Akashanand Karnik
Relative of Key Management Personnel	Neyhaa Chhabra Rashmi Karnik
The following table provides the total amount of transactions that have been entered into with related parties for the relevent financial year:	

(Figures given hereunder in the bracket are of previous year)

Particulars	Associate Concerns	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	-	11,009,736	-
	-	(6,746,681)	-
Directors' Sitting Fees		120,000	-
Rent Paid		1,440,000	-
		(1,440,000)	-
Interest Paid	-		
	(15,943,099)		
Sales	3,600,000		
	(5,400,000)		
b. Unsecured loans transactions during the year			
Loans taken	-	-	-
	(46,395,002)	(72,400,000)	(8,000,000)
Loans repaid	-	-	-
	(212,006,492)	(72,400,000)	(8,000,000)
c. Outstandings as at 31.03.2019			
Sundry Debtors	2,207,806		
	(2943000)		
Sundry Creditors For Expenses		288,800	
		(4,10,552)	

Note: 25 CONTINGENT LIABILITIES

- Contingent liabilities not provided for:
 - There is no such contingent liability, as such no provision is made.
 - Capital commitment towards new projects: NIL(NIL)

Note: 26 FOREIGN CURRENCY TRANSACTIONS

Earnings in foreign exchange	-	NIL (NIL)
Expenditure in foreign exchange	-	Rs. NIL(NIL)
Value of imports calculated on CIF basis	-	Rs. 37,58,322/- (Rs.27,22,401/-)

Note: 27 OTHER DISCLOSURES

- In the opinion of the management, the current assets, loans & advances are approx. of the same value as stated, if realised in the ordinary course of business.
- Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation and reconciliation if any.
- Provisions for all known liabilities are adequate and not in excess of amount reasonably necessary.

Note: 28 PREVIOUS YEAR'S FIGURES

The previous year figures have also been reclassified to confirm to this year's classification.

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Akashanand Karnik
Whole Time Director
DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
Date : 18th May 2019

Sunil Kumar Jha
Chief Financial Officer

Pritesh Sonawane
Company Secretary

EMPOWERING
TODAY BY
REIMAGINING
TOMORROW
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REIMAGINING
TOMORROW

REPORT OF INDEPENDENT AUDITOR'S TO THE MEMBERS OF ONE POINT ONE SOLUTIONS LIMITED

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of One Point One Solutions Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), jointly controlled entities, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and informing our opinion there on, and we do not provide a separate opinion on these matters.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the stand alone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the auditor otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its subsidiary in accordance with the accounting principles generally accepted in

India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing an detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is included in Annexure "A". This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies in corporate in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of Internal Financial Control with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure "B".
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Group has informed that it has no pending litigations on Holding Company and its subsidiary as such there is NIL impact on its consolidated financial positions of the group holding and subsidiary in its consolidated financial statement.
 - (ii) The Group, holding and subsidiary company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - (iii) There has not been an occasion in case of the Holding company and its subsidiary company incorporated in India, during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For VINOD KUMAR JAIN & CO.

Chartered Accountants,

FRN 111513W

Vinod Kumar Jain

Proprietor M. No. 36373

Place: Mumbai

Date: 18th May 2019

ANNEXURE "A" OF AUDITOR'S REPORT

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED

Responsibilities for Audit of Consolidated Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Group or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such Group Included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other subsidiary included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the mall relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For VINOD KUMAR JAIN & CO.

Chartered Accountants,

FRN 111513W

Vinod Kumar Jain

Proprietor M. No. 36373

Place: Mumbai

Date: 18th May 2019

ANNEXURE "B" OF AUDITOR'S REPORT

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of One Point One Solutions Limited as of and for the year ended March 31, 2019. We have audited the internal financial controls over financial reporting of One Point One Solutions Limited (hereinafter referred to as the "Holding Company"), and its subsidiary, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls.

The respective Board of directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company and its subsidiary company which is companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its subsidiary internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting

principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us the Holding Company and its subsidiary, which are companies incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VINOD KUMAR JAIN & CO.
Chartered Accountants,
FRN 111513W

Vinod Kumar Jain
Proprietor M. No. 36373
Place: Mumbai
Date: 18th May 2019

Consolidated Balance Sheet as at 31st March, 2019

Particulars	Note No.		As at 31st March, 2019 Rs.	As at 31st March, 2018 Rs.
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share capital	2	167,165,000		167,165,000
(b) Reserves and surplus	3	607,393.320		511,682,434
			774,558,320	678,847,434
Non-current liabilities				
(a) Long Term Borrowings	4	5,307,948		718,040
(b) Deferred Tax Liabilities (Net)	5	10,986,157		25,900,773
(c) Long-term Provisions	6	2,623,064		1,252,412
			18,917,169	27,871,225
Current liabilities				
(a) Short Term Borrowings	7	91,909,278		-
(b) Trade Payable	8	83,895,339		46,837,143
(c) Other Current Liabilities	9	174,876,801		119,682,499
(d) Short Term Provisions	6	5,465,000		2,702,641
			356,146,418	169,222,283
Total Rs.			1,149,621,907	875,940,942
ASSETS				
Non-current assets				
(a) Fixed assets	10			
(i) Tangible assets		413,427,907		330,866,508
(ii) Intangible assets		79,329,178		90,716,330
(b) Capital work-In-Progress		202,443,983		-
(c) Investment	11	1,432,990		1,432,990
(d) Long- term loans and advances	12	59,723,856		60,291,434
			759,357,914	483,307,262
Current assets				
(b) Trade receivables	13	346,512,345		337,648,494
(c) Cash and Bank Balance	14	19,476,863		40,529,786
(d) Short-term loans and advances	12	27,274,784		14,455,400
			393,263,993	392,633,680
Total Rs.			1,149,621,907	875,940,942
Significant Accounting Policies and Notes on Financial statements	1 To 28			

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Akashanand Karnik
Whole Time Director
DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
Date : 18th May 2019

Sunil Kumar Jha
Chief Financial Officer

Pritesh Sonawane
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	Note No.	For the year Ended 31st March, 2019	For the year Ended 31st March, 2018
Continuing Operations		Rs.	Rs.
Income			
Revenue from Operations (Gross)	15	1,527,088,159	1,209,846,990
Other Income	16	37,123	1,530,821
Total revenue (I)		1,527,125,282	1,211,377,811
Expenses			
Employees costs/benefits expenses	17	916,064,948	648,685,106
Finance Costs	18	6,029,842	26,437,483
Depreciation & Amortisation Expenses	10	158,408,642	98,883,415
Other expenses	19	325,412,638	319,858,469
Loss on Sale of Mutual Fund units		-	510,361
Total expenses (II)		1,405,916,070	1,094,374,833
Profit before tax III (I-II)		121,209,212	117,002,977
Tax expense: (IV)			
(1) Current tax : Provisions for income tax		29,388,000	23,545,763
(2) MAT credit entitlement		6,409,047	9,231,623
(3) Deferred tax Liabilities (Assets)		(14,914,617)	(10,696,990)
(4) Short Provision for tax adjustment in respect of earlier years (Net)		643,433	520,239
		21,525,863	22,600,635
Profit from continuing operations (III - IV)		99,683,349	94,402,342
Profit for the year		99,683,349	94,402,342
Earnings per equity share of face value of Rs.10 each Basic and Diluted	23	5.96	7.97
Significant Accounting Policies and Notes on Financial statements	1 to 28		

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
 Chairman & Managing Director
 DIN: 00958197

Akashanand Karnik
 Whole Time Director
 DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
 Date : 18th May 2019

Sunil Kumar Jha
 Chief Financial Officer

Pritesh Sonawane
 Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2019

Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
A. Cash flow from operating activities				
Net Profit after tax		99,683,349		94,402,342
Adjustments for:				
Depreciation	158,408,642		98,883,415	
Loss (Profit) on sale of Assets / Investments	-		510,361	
Tax Expenses	21,525,863		22,600,635	
Interest (Income net of expense)	5,189,847		24,047,685	
Provision for Gratuity	1,370,652		1,252,412	
Dividend	-		(1,519,450)	
		186,495,004		145,775,448
Operating profit / (loss) before working capital changes		286,178,354		240,177,790
Changes in working capital:				
Adjustments for Decrease / (increase) in operating assets:				
Decrease (Increase) in Trade Receivable	(8,863,852)		(129,935,050)	
Decrease (Increase) Short Term Loans & Advances	(12,819,384)		(11,820,022)	
Decrease (Increase) Long Term Loans & Advances	567,578		(7,177,656)	
Adjustments for increase / (decrease) in operating liabilities:				
Increase (Decrease) in Trade payables	37,058,196		339,34,741	
Increase (Decrease) in other current liabilities	55,194,303		555,03,107	
Increase (Decrease) in Short Term Borrowings	91,909,278		(62,505,528)	
Increase (Decrease) in Short Term Provisions	2,762,359	165,808,478	(1,945,984)	(123,946,392)
		451,986,831		116,231,398
Cash flow from extraordinary items		-		-
Cash generated from operations		451,986,831		116,231,398
Net income tax (paid) / refunds		37,112,394		23,316,752
Net cash flow from / (used in) operating activities (A)		414,874,437		92,914,646
B. Cash flow from investing activities				
Purchase of Fixed Assets (Tangible & Intangible)	(229,582,899)		(222,732,781)	
CWIP and Capital Advances	(202,443,983)		-	
Proceeds from sale of fixed assets	-		-	
Purchase of Non current investments	-		-	
Proceeds of Non Current investments (Net)	-		-	
Interest Received	930,899		708,155	
Loss (Profit) on sale of Assets / Investments	-		-510,361	
Dividend	-	(431,095,973)	1,519,450	(221,005,537)
Net cash flow from / (used in) investing activities (B)		(431,095,973)		(221,005,537)

Consolidated Cash Flow Statement for the year ended 31st March, 2019

Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		157,165,000	
Premium on Equity shares	-		343,115,467	
Proceeds from long-term borrowings	4,589,907		-	
Repayment of long-term borrowings	-		(229,455,521)	
Proceeds from short-term borrowings	-		-	
REpayment from long-term Provisions	-		-	
Repayment of short-term borrowings	-		-	
Issue of Bonus Shares	-		(90,000,000)	
Dividend Paid	(3,300,550)		(24,765,840)	
Interest paid	(6,120,746)		-	
		(4,831,389)		159,059,106
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		(4,831,389)		159,059,106
Net increase / (decrease) in Cash and cash Cash and cash equivalents at the beginning of the year		-21,052,925		27,968,215
Cash in hand	811,411		399,125	
Bank Balance	39,718,376	40,529,786	12,162,446	12,561,571
Cash and cash equivalents at the end of the year		19,476,862		40,529,787
Reconciliation of Cash and cash equivalents with the Balance Sheet				
Cash and cash equivalents at the end of the year*		19,476,862		40,529,787
* Comprises:				
(a) Cash on hand		683,563		811,411
(b) Balances with banks				
(i) Schedule banks current accounts		18,793,299		39,718,376
		19,476,862		40,529,787
Significant Accounting Policies and Notes on financial Statements			1 to 29	

As per our report of even date attached.

**For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W**

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
Chairman & Managing Director
DIN: 00958197

Akashanand Karnik
Whole Time Director
DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
Date : 18th May 2019

Sunil Kumar Jha
Chief Financial Officer

Pritesh Sonawane
Company Secretary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS OF ONE POINT ONE SOLUTIONS LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019:

Corporate Information

The Consolidated Financial Statements comprise financial statements of "One Point One Solutions Limited" ("the Holding Company") and its subsidiary (Silicon Softech India Limited), collectively referred to as "the Group", for the year ended 31st March, 2019.

The principal activities of the Group and its subsidiaries is mainly engaged in the business BPO, Technology, IT consultancy and leasing business which started its operations in the year 2013, specialises in the Business of customer Life Cycle Management, Business Process Management and Technology Servicing catering to the needs of more than 35 marque customers. The Group has about 400 employees spread across 4 delivery centres in India and have hired the latest state of the art technology for delivery and thus satisfying the clients need. The mission of the Group is to become pioneers in the niche area of its business and thereby giving constant value addition to its client business thus ensuring complete client satisfaction. The Company's shares are listed in NSE main stock exchange with effect from 9th May, 2019.

1. SIGNIFICANT ACCOUNTING POLICIES:

1.1. Principles of Consolidation:

The consolidated financial statements relate to One Point One Solutions Private Limited, the Holding company, its majority owned subsidiary (collectively referred to as the Group). The consolidation of accounts of the company with its subsidiary has been prepared in accordance with Accounting Standard (AS) 21 "Consolidated Financial statements". The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transaction and unrealised profits or losses are fully estimated.

In the consolidated financial statements, Goodwill represent the excess of the cost to the Company of its investment in the subsidiaries over its share of equity, at the respective dates on which the investments are made.

The financial statements of the subsidiary used in the consolidation are drawn upto the same reporting date as of the Company i.e. March, 31, 2018.

1.2.

a) Basis of Preparation:

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The consolidated financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The consolidated financial statements are presented in Indian rupees rounded off to the nearest rupees.

The accounting policies adopted in the preparations of the consolidated financial statements are consistent with those of previous year unless otherwise stated.

b) Use of Estimates:

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. The management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could defer from these estimates.

c) Fixed Assets

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation. The cost comprises purchase price including financing cost and directly attributable cost of bringing the asset to its working condition for the intended use.

Intangible fixed assets acquired separately are measured on initial recognition at cost. They are stated at cost of acquisition less amortization depreciation.

Gains or Losses arising from derecognition of a Tangible or intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

d) Depreciation and Amortization

Tangible Assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year has been provided on prorata basis with reference to date of addition / discarding.

Intangible Assets

Intangible Assets are amortisation on Straight Line Method over a period of 5 years, on the basis of useful life being considered at 5 years.

e) Borrowing Costs

There are no borrowing costs towards acquisition of capital assets of the company. All other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Impairment of Assets

At each Balance Sheet date the Company assesses whether there is any indication that the Fixed Assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the company estimate the recoverable amount of the cash generating unit to which the asset belong.

As per the assessment conducted by the company as at March 31st 2018 there were no indications that the fixed assets have suffered an impairment loss.

g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term investment.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

h) Valuation of Inventories

Since there is no inventory, the same is not reflected in the financial statements.

i) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

Income From Services

Income from services is recognized as they are rendered, bases on agreement / arrangement with the concerned parties. The company collects Goods Service Tax (GST) and service tax on behalf of the

Government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from the revenue.

Interest

Interest income is recognized on a time proportionate basis taking in to account the amount outstanding and the applicable interest rate.

Dividend

Dividend income is recognized when the company's right to receive Dividend is established by the reporting date.

k) Foreign Currency Transactions

Foreign currency transactions are recorded in reporting currency by applying the rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated at the year-end rates. Non monetary items are reported at the exchange rate on the date of transaction. Realized gains/(losses) on foreign currency transactions are recognized in the consolidated Profit & Loss Account.

l) Retirement and other Employee Benefits

- 1) Short-term employee benefits are recognised as an expense at the undiscounted amount in the consolidated profit and loss account of the year in which the related service is rendered.
- 2) Post employment and other long term employee benefits are recognised as an expense in the consolidated Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post-employment and other long term benefits are charged to the consolidated Profit and Loss account.
- 3) The Company is required to pay Gratuity under The Payment of Gratuity Act, 1972. Accordingly provision for liability of gratuity is made at the end of the year as per As 15.
- 4) The company makes regular monthly contribution to the provident fund and Employees State Insurance, which are in the nature of defined contribution scheme.

m) Income Taxes

Income tax expenses comprise current tax and deferred tax charged or credit.

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of consolidated Profit and Loss as current tax. The Company recognizes MAT credit available as an Asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period that is the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognize the MAT credit as an asset in accordance with the Guidance Note on accounting for credit available in respect of Minimum Alternative Tax under the Income Tax Act, 1961 the said asset is created by way of Credit to the consolidated Statement of Profit and Loss shown as "MAT Credit Entitlement". In the year in which the company uses "MAT Credit Entitlement" against the normal tax liability, it reverses the same in consolidated Statement of Profit and Loss and reduces the amount shown as the said asset to the extent of utilisation.

The company reviews the MAT Credit Entitlement asset as each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

o) Business Segments

More than 90% of Company operations are only in one segment i.e. Business Process outsourcing services. This in the context of Accounting Standard 17 of Segment Reporting as specified in the Companies (Accounting Standards) Rules 2006 are considered to constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

p) Earnings Per Share

Basic Earnings per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is adjusted for issue of bonus share in compliance with Accounting Standard (AS 20) - Earnings per Share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.
(a) Authorised				
Equity shares of ₹ 10/- par value	30,000,000	30,000,000	20,000,000	200,000,000
	20,000,000	200,000,000	20,000,000	200,000,000
(b) Issued				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	16,716,500	167,165,000
	16,716,500	167,165,000	16,716,500	167,165,000
(c) Subscribed and fully paid up				
Equity shares of ₹ 10/- each	16,716,500	167,165,000	16,716,500	167,165,000
	16,716,500	167,165,000	16,716,500	167,165,000
Total	16,716,500	167,165,000	16,716,500	167,165,000

The Company has one class of Equity shares having a par value of ₹.10/- per share.

Each Shareholders is eligible for one vote per share held.

In the event of liquidation Equity shareholders will be eligible to receive the assets of the Company after distribution of all preferential amounts, in proportion to number of Equity shares held by the shareholders.

Note 2.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 31st March, 2019				
- Number of shares	16,716,500	-	-	16,716,500
- Amount in Rs.	167,165,000	-	-	167,165,000
Year ended 31st March, 2018				
- Number of shares	1,000,000	6,716,500	9,000,000	16,716,500
- Amount in Rs.	10,000,000	67,165,000	90,000,000	167,165,000

Note 2.3 Details of shares held by each shareholder holding more than 5% shares:

Class of Shares / Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares:-				
Tech World wide Support (P) Ltd.	5,000,000	29.91%	5,000,000	29.91%
Mr. Akshay Chhabra	5,115,300	30.60%	4,965,300	29.70%
HSBC Small Cap Equity Fund	580,000	3.47%	942,000	5.64%
Yes Bank Limited	918,000	5.49%	940,000	5.62%
Pantomath Stock Brokers Pvt.Ltd.	1,556,000	9.31%	296,000	1.77%

Note: 2.4. For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared:

- There are no shares issued pursuant to contract(s) without payment being received in cash.
- There are no shares allotted as fully paid up by way of bonus shares.
- There are no shares bought back.

Note: 3 RESERVES AND SURPLUS

Figures in Rs.

Particulars	As at 31.03.2019	As at 31.03.2018
(a) Securities Premium Reserve		
Opening Balance	388,115,467	45,000,000
Add: Received during the year	-	382,655,500
	388,115,467	427,655,500
Less: Share Issue Expenses	-	39,540,033
Closing Balance (A)	388,115,467	388,115,467
(b) Surplus in Statement of Profit and Loss		
Opening Balance	123,566,968	119,159,471
Add: Profit for the year	99,683,349	94,402,343
Add : Depreciation Retained	-	5,154
	223,250,317	213,566,968
Less: Bonus Shares Issue	-	90,000,000
Final Dividend	3,300,550	-
Dividend Distribution Tax	671,914	-
Closing Balance (B)	219,277,853	123,566,968
Total Reserves & Surplus (A+B)	607,393,320	511,682,435

Note: 4 LONG TERM BORROWINGS

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non- Current		Current Maturities	
a. Secured				
Term Loan From HDFC Bank	-	-	-	283,111
Term Loan From Yes Bank	3,906,145	-	971,331	-
Term Loan From Yes Bank (Agasint Hypothecation of Car)	683,884	-	224,610	-
b. Unsecured				
From Companies	717,919	718,040	-	3,108,471
The amount disclosed under the head "Other current Liabilities" (Note 9)			(1,195,941)	(3,391,582)
	5,307,948	718,040	-	-

Note 5: DEFERRED TAX LIABILITIES (Net)

Particulars	As at 31.03.2019	As at 31.03.2018
Major components of deferred tax arising on account of timing differences are:		
Liabilities		
Depreciation	25,264,211	38,708,087
	25,264,211	38,708,087
Less: Assets	14,278,054	12,807,314
Deferred Tax liabilities	10,986,157	25,900,773

Note 6 : PROVISION

Figures in Rs.

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Long Term		Short Term	
Provisions - Other Gratuity	2,623,064	1,252,412	5,465,000	2,702,641
	2,623,064	1,252,412	5,465,000	2,702,641

Note 7: SHORT - TERM BORROWINGS

Particulars	As at 31.03.2019	As at 31.03.2018
Secured		
Cash Credit From banks		
From Yes Bank Working Capital Demand Loan	25,000,000	-
From Yes Bank	66,909,278	-
Unsecured	-	-
	91,909,278	-

Cash Credit, Sales Bill Discounting & Bank Gaurantee from Yes Bank is secured by the following :

Primary Security : Exclusively charge over the current assets of firm and movable fixes assets (both present & furure) and for bank Gaurantee 15% margin in form of Fixed Deposits.

Collateral Security : Equitable Mortgage of

(i) commercial Property owned by Silicon Softech India Limited

Personal Guarantee of the following directors or Owners of above properties: -

- (i) Akshay Chhabra
- (ii) Akashanand Karnik
- (iii) Arjun Bhatia

Cash credit is repayable on demand and carries applicable interest with spread 1.75%

Note 8: TRADE PAYABLES

Particulars	As at 31.03.2019	As at 31.03.2018
Micro, Small & Medium Enterprises	-	-
Others : Creditors for Expenses	83,895,339	46,837,143
	83,895,339	46,837,143

Note 9 : OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2019	As at 31.03.2018
Others		
For Capital Goods	79,730,463	13,226,618
Creditors for Expenses	62,270,069	42,956,155
Statutory Dues	27,980,328	39,489,629
Provision for Tax Net of Advance Tax	-	5,182,978
Advance Received From Customers	3,700,000	15,435,537
Current Maturities	1,195,941	3,391,582
	174,876,801	119,682,499

Note 11 : GOODWILL

Figures in Rs.

Particulars	As at 31.03.2019	As at 31.03.2018
Goodwill on Consolidation	1,432,990	1,432,990
	1,432,990	1,432,990

Note 12 : LOANS & ADVANCES

Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
	Non Current		Current	
(a) Security Deposits :				
Unsecured, Considered Good	59,723,856	53,882,387	-	-
(b) Advances recoverable in Cash or in Kind (Unsecured, considered good)				
Advances to Suppliers	-	-	10,142,631	10,743,842
(c) Other Loans & Advance				
Unsecured, Considered Good				
Prepaid Expenses	-	-	1,457,045	1,461,485
Bal. with Revenue Authorities	-	-	431,634	2,250,074
Advance Tax Net of Provision			11,358,759	-
Mat Credit Entitlement	-	6,409,047	-	-
	59,723,856	60,291,434	27,274,784	14,455,400

Note 13 : TRADE RECEIVABLE

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured & considered good		
Outstanding for a period exceeding six months	13,484,962	10,645,403
Other	33,027,383	327,003,091
	346,512,345	337,648,494

Note 14 : CASH AND BANK BALANCES

Particulars	As at 31.03.2019	As at 31.03.2018
(i) Cash and Cash Equivalents		
(a) Cash in hand	683,563	811,411
(b) Balances with banks - in Current Accounts	18,793,299	39,592,926
(ii) Other Bank Balances (with maturity more than 3 months but less than 1 year)	-	-
	19,476,861	40,529,786

NOTES 10 FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD 31ST MARCH, 2019

(Figures in Rs.)

Sr. Name of Asses	Rate of Dep (%)	GROSS BLOCK - AT COST					DEPRECIATION				NET BLOCK	
		Cost as on 01/04/2018	Additions during the year	Sold adj during the year	Total Cost on 31/03/2019	Dep. as on 01/04/2018	Dep. for the Year	Dep on deduction Adj	Total Dep. till 31/03/19	As on 31/03/19	As on 31/03/18	
TANGIBLE ASSETS												
Office Building		7,836,599	0.00	-	7,836,599	2,934,136	123,818	-	3,057,954	4,778,645	4902,463	
1 Office Equipment	19.00%	29,987,666	8,666,993	-	38,654,659	10,501,638	6,318,098	-	16,819,736	21,834,923	19,486,028	
2 Air Conditioners	6.33%	6,794,924	1,033,977	-	7,828,901	841,999	471,828	-	1,313,827	6,515,074	5,952,925	
3 Computer systems	31.67%	337,933,941	90,632,024	-	428,565,965	102,462,081	112,091,304	-	214,553,385	214,012,580	235,481,860	
4 Furniture and Fixture	9.50%	67,148,889	107,814,949	-	174,963,838	4,223,320	13,739,412	-	17,962,732	157,001,105	62,925,569	
5 Motor Vehicle	11.88%	2,766,079	8,059,561	-	10,825,640	638,416	901,644	-	1,540,060	9,285,580	2,127,663	
Total (A)		452,468,098	216,207,504	-	668,675,602	121,601,591	133,646,104	-	255,248,695	413,427,907	330,866,508	
INTANGIBLE ASSETS												
6 Software	20.00%	120,009,175	13,375,386	-	133,384,560	29,292,845	24,762,538	-	54,055,383	79,329,178	90,716,330	
Total (B)		120,009,175	13,375,386	-	133,384,560	29,292,845	24,762,538	-	54,055,383	79,329,178	90,716,330	
Total (A+B)		572,477,273	229,582,889	-	802,060,162	150,894,435	158,408,642	-	309,303,077	492,757,085	421,582,838	
Previous Year		264,125,214	222,606,006	-	486,731,220	34,903,998	74,866,484	-	109,770,482	376,960,737	229,221,216	

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,

CHARTERED ACCOUNTANTS

FRN : 111513W

Vinod Kumar Jain

Proprietor M. No.: 36373

Place : Mumbai

Date : 18th May 2019

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra

Chairman & Managing Director

DIN: 00958197

Sunil Kumar Jha

Chief Financial Officer

Akshanand Karnik

Whole Time Director

DIN: 07060993

Pritesh Sonawane

Company Secretary

Note 15 : REVENUE FROM OPERATIONS

Figures in Rs.

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Revenue from operations	1,459,589,407	1,156,225,672
Income from Leasing	37,498,752	52,752,818
Income from Software Services	30,000,000	868,500
Total	1,527,088,159	1,209,846,990

Note 16 : OTHER INCOME

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Other Non-operating income	-	1,519,450
Dividend	-	11371
Other Income	37,123	-
Total	37,123	1,530,821

Note 17 : EMPLOYEES COSTS / BENEFITS EXPENSE

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Salaries and Wages	515,781,841	441,949,749
Gratuity	1,370,652	1,252,412
Outsourcing Expenses	378,385,926	191,625,753
Staff Welfare Expenses	4,716,793	2,310,511
Directors Remuneration	15,809,736	11,546,681
Total	916,064,948	648,685,106

Note 18 : FINANCE COST

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Bank Charges	839,995	2,389,798
Interest (Net)	5,189,847	24,047,685
Total	6,029,842	26,437,483

Interest Expenses has been shown as net off with Interest income of Rs.9,30,899/- (Rs.7,18,155/-) Operational activities.

Note 19 : OTHER EXPENSES

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Facility Management Expenses	86,000,100	86,000,100
Communication Expenses	50,767,122	51,185,879
Travelling & Conveyance	8,435,794	4,209,211
Transportation Cost	3,573,953	4,967,846
Repairs & Maintenance	8,065,589	8,299,507
Office Upkeep & Maintenance Expenses	21,814,448	20,531,989
Service Charges	3,918,820	6,708,073
Software Maintenance Expenses	13,863,000	-
Rent	40,237,965	39,762,689
Electricity & Water Expenses	59,492,303	51,664,960
Rates & Taxes	70,430	1,230,025
Total	296,239,524	274,560,278

Note 19 : OTHER EXPENSES - CONTINUED

Figures in Rs.

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Balance b/f	296,239,524	274,560,278
Printing & Stationery	2,595,245	1,799,540
Postage & Courier	1,050,062	1,676,184
Office Expenses	4,75,128	923,934
Business Development Expenses	3,019,372	14,760,589
Legal & Professional Charges	9,496,382	14,260,902
Sundry Balance w/off	-	166,553
Auditors' Remuneration (Note 20)	830,000	1,050,000
Sales and General Expenses	-	2,069,618
Recruitment & Training Cost	5,458,809	5,494,417
Corporate Social Responsibility	2,474,480	1,025,520
Directors' Sitting Fees	120,000	-
Miscellaneous Expenses	3,653,638	2,070,933
Total	325,412,638	319,858,468

Note 20 : AUDITORS REMUNERATION

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
(i) Payments to the auditors comprises of:		
As auditors : For Statutory Audit	830,000	850,000
For Other Services	-	200,000
Total	830,000	1,050,000

Note 21 : ACCOUNTING STANDARD 15 - EMPLOYEE BENEFITS

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Current service cost	408,886	268,709
Interest cost	83,035	38,636
Expected return on plan assets		
Net Actuarial (gain) / loss to be recognized	878,731	336,620
Total expense recognized in the statement of P & L A/c	1,370,652	643,965
Actual Contribution & Benefit Payments		
Actual Benefit Payments		
Actual Contribution		
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	2,623,064	1,252,412
Fair value of plan assets at the end of the year	-	-
(Net Asset)/ Liability recognized in the Balance Sheet	2,623,064	1,252,412
Change in Defined Benefit Obligations (DBO)		
Present value of defined benefit obligation at begin of Year	1,252,412	608,447
Interest Cost	83,035	38,636
Current Service Cost	408,886	268,709
Benefits Paid		
Actuarial (Gain)/ Losses on Obligation	878,731	336,620
Present Value of Defined Benefit Obligation at the End of Year	2,623,064	1,252,412

Figures in Rs.

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Change in Fair Value of Plan Assets during the year		
Planned assets at Beginning of the year	-	-
Expected return on planned assets	-	-
Contributions	-	-
Benefit paid	-	-
Actuarial gain /(loss) on plan assets		
Fair value of plan assets at the end of the year	-	-
Defined Benefit Plan – Acturial Assumptions		
Discount rate	6.63%	6.35%
Salary Escalation Rate	2.00%	2.00%
Rate of return on plan assets	N.A	N.A

Note 22 : CORPORATE SOCIAL RESPONSIBILITY

CSR amount required to be spent as per section 135 of the Companies Act 2013, read with schedule VII thereof by the Company during the accounting year is Rs. 24,74,480/- (Previous Year Rs.10,25,520/-) Expenditure related to Corporate Social Responsibility is Rs. 24,74,480/- (Previous Year NIL) CSR amount was spent towards promotion of Education through implementing agency Pantomath Investor Awareness and CSR Foundation.

Note 23 : EARNINGS PER SHARE

Particulars	For the Year End 31.03.2019	For the Year End 31.03.2018
Net Profit after Tax	99,683,349	91,402,342
Weighted No. of Equity Shares outstanding during the year of Rs. 10 each	16,716,500	11,852,048
Basic and diluted Earning per Eq. Share (In Rs.)	5.96	7.97

Note: 24 RELATED PARTY DISCLOSURES

Name of Related parties and description of relationship	
Associates :	Assurvest Capital Advisor LLP Cap access Advisor (P) Ltd. Hypersonic BPO (P) Ltd.
Subsidiary	Silicon Softech India Ltd.
Key Management Personnel: Director :	Akshay Chhabra Akashanand Karnik
Relative of Key Management Personnel	Neyhaa Chhabra Rashmi Karnik
The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:	

(Figures given hereunder in the bracket are of previous year)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars	Associate Concerns	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	-	15,809,739	-
	-	(11,546,681)	-
Rent Paid		1,440,000	-
		(1,440,000)	-
Directors' Sitting Fees		120,000	-
Interest Paid	-	-	-
	(15,943,099)		
Professional Fees/Purchase	-	-	1,625,000
	-	-	(567,900)
Service Charges	-	-	-
	-	-	-
Sales	3,600,000		
	(5,400,000)		
b. Unsecured loans transactions during the year			
Loans taken	-	-	-
	(46,395,002)	(72,400,000)	(8,000,000)
Loans repaid	-	-	-
	(212,006,492)	(72,400,000)	(8,000,000)
c. Outstandings as at 31.03.2019			
Sundry Debtors	2,207,806		
	(2,943,000)		
Sundry Creditors For Expenses		616,499	
		(410,552)	

Note: 25 CONTINGENT LIABILITIES

1. Contingent liabilities not provided for:
 - a. There is no such contingent liability, as such no provision is made.
 - b. Capital commitment towards new projects: NIL(NIL)

Note: 26 FOREIGN CURRENCY TRANSACTIONS

Earnings in foreign exchange	-	NIL (NIL)
Expenditure in foreign exchange	-	Rs. NIL (NIL)
Value of imports calculated on CIF basis	-	Rs. 37,58,322/- (Rs.27,22,401/-)

Note: 27 OTHER DISCLOSURES

1. In the opinion of the management, the current assets, loans & advances are approx. of the same value as stated, if realised in the ordinary course of business.
2. Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation and reconciliation if any.
3. Provisions for all known liabilities are adequate and not in excess of amount reasonably necessary.

Note: 28 PREVIOUS YEAR'S FIGURES

The previous year figures have also been reclassified to confirm to this year's classification.

As per our report of even date attached.

For VINOD KUMAR JAIN & CO.,
CHARTERED ACCOUNTANTS
FRN : 111513W

For ONE POINT ONE SOLUTIONS LIMITED

Akshay Chhabra
 Chairman & Managing Director
 DIN: 00958197

Akashanand Karnik
 Whole Time Director
 DIN: 07060993

Vinod Kumar Jain
Proprietor M. No.: 36373

Place : Mumbai
 Date : 18th May 2019

Sunil Kumar Jha
 Chief Financial Officer

Pritesh Sonawane
 Company Secretary

NURTURING
TALENT
THAT WILL
CHANGE THE
WORLD



One Point One Solutions Limited

(Formerly One Point One Solutions Private Limited)

CIN: L74900MH2008PLC182869

Registered Office: International Infotech Park, T-762, Tower-7, 6th Floor,
Vashi, Navi Mumbai -400703, Maharashtra, India

E-mail: investors@1point1.in; Website: www.1point1.in

Tel. No.: 022-6687 3800; Fax No.: 022-6687 3899;

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of One Point One Solutions Limited will be held on Friday, 20th September, 2019, at 11:30 a.m., at Abbott Hotel, Chandragupt Hall, Second Floor, Sector - 2, Vashi, Navi Mumbai-400703, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditor's thereon.

2. Declaration of Dividend:

To approve, the declaration of a dividend @1% (Rs.0.1) per share on the Equity Share Capital of the company.

3. Appointment of Director:

To approve, the appointment of Mrs. Neyhaa Chhabra (DIN: 02804687) as a Director who retires by rotation and being eligible, offers herself for reappointment:

SPECIAL BUSINESS:

4. Appointment of Mr. Arjun Bhatia (DIN: 07023708) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Arjun Bhatia (DIN: 07023708) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from 23rd April 2019 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2018-2019 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold the office for a term of 5 years i.e. upto 22nd April 2024.

5. Appointment of Mr. Bharat Dighe (DIN: 0023056) as an Independent Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bharat Dighe (DIN: 0023056), Independent Director of the Company, whose period of office is liable to expire on 31st August, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years starting from September 1, 2019 to August 31, 2024 and the term shall not be subject to retirement by rotation.”

6. Appointment of Mr. Chandrasekher Yerramalli (DIN: 07929673) as an Independent Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chandrasekher Yerramalli (DIN: 07929673), Independent Director of the Company, whose period of office is liable to expire on 31st August, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years starting from September 1, 2019 to August 31, 2024 and the term shall not be subject to retirement by rotation.”

**By order of Board of Director
For One Point One Solutions Limited**

**Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 12th August 2019**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 14th September to Friday, 20th September 2019 (both days inclusive) for determining the shareholders who are entitled to receive dividend on equity shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as of Friday, 13th September, 2019 as per details furnished by the Depositories for this purpose.
5. All correspondence relating to transfer of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their following address:

LINK INTIME INDIA PRIVATE LIMITED

Address: C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, 400083, Maharashtra

Tel: +91 22 49186200; Fax: +91 22 22 49186195

Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

6. Members who hold shares in physical form:

- a. Are requested to inform R&T Agents of the Company, their email address, Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
- b. Can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
- c. Are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
- d. Are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.
- e. Under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.

7. Members holding shares in dematerialised form:

- a. may contact their Depository Participant(s) for recording nomination in respect of their shares;
 - b. are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
 - c. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants;
 - d. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
 9. Route Map showing directions to reach to the venue of the 11th Annual General Meeting is given at the end of this Notice.
 10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon up to the date of 11th Annual General Meeting.
 11. The 11th Annual Report of the Company circulated to the Members, will be made available on the Company's website <http://1point1.in> and also on the website of respective stock exchanges at www.bseindia.com and www.nseindia.com
 12. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of CDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:
 - i) The voting period begins on Tuesday, 17th September, 2019 at 10.00 a.m. and ends on Thursday, 19th September, 2019 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 13th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
 - ii) Shareholders who have voted through e-voting would not be entitled to vote at the meeting venue.
 - iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - iv) Click on "Shareholders/Members" tab.
 - v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi) Next enter the Image Verification as displayed and Click on Login.
 - vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field or the demat account/folio number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> - If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant on which you choose to vote
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If Demat account holder has forgotten his password, then avail the option "forgot password" and reset the password.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders/ Institutional members and custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates;
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on;
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote; and
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Information on e-voting:

1. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Saturday, 13th September, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The Company has appointed Ms. Kumudini Bhalerao, Practicing Company Secretary (COP 6690) or failing her Mr. Makarand M. Joshi, Practicing Company Secretary (COP 3662) as Scrutinizer to scrutinize the voting and remote e-voting process and the voting at the Meeting in a fair and transparent manner.
5. The consolidated results of remote e-voting and voting at the meeting along with the Scrutinizers Report shall be placed on the Company's website <http://1point1.in> and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange(s) where the shares of the Company are listed.

By order of Board of Director
For One Point One Solutions Limited

Pritesh Sonawane
Company Secretary and Compliance Officer
Place: Navi Mumbai
Date: 12th August 2019

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.4: Appointment of Mr. Arjun Bhatia (DIN: 07023708) as an Independent Director

Mr. Arjun Bhatia (DIN: 07023708), was appointed by the Board as an Additional Director (Independent Non executive) with effect from 23rd April 2019, in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Arjun Bhatia, as an Additional Director, holds office upto the date of this Annual General Meeting.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Arjun Bhatia is an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, the Company has received a notice from a member proposing candidature of Mr. Arjun Bhatia, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Arjun Bhatia has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No.4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members

Item No. 5 & 6:

Appointment of Mr. Bharat Dighe (DIN: 0023056) and Mr. Chandrasekher Yerramalli (DIN: 07929673) as an Independent Director:

Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli were appointed as an Independent Directors of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the members at the Annual General Meeting held on 30th September 2017. As per the said resolution, the term of appointment of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli expires on August 31, 2019.

Accordingly, the Board of Directors of the Company in its meeting held on 12th August, 2019 passed a resolution approving re-appointment of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli as an Independent Directors for a second term from September 1, 2019 to August 31, 2024, based on skills, experience, knowledge and outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli confirming that they meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Bharat Dighe and

Mr. Chandrasekher Yerramalli consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her reappointment as an Independent Director of the Company and is independent of the Management.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective 09.02.2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Arjun Bhatia is an Independent Director of the Company, there is no requirement of submission of requisite deposit. Accordingly, the Company has received a notice from a member proposing candidature of Mr. Bharat Dighe and Mr. Chandrasekher Yerramalli, for the office of Director in terms of Section 160 of the Companies Act, 2013. They does not hold any shares of One Point One Solutions Limited.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 & 6 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 5 & 6 for approval by the Members

Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Neyhaa Chhabra	Arjun Bhatia	Bharat Dighe	Chandrasekher Yerramalli
DIN	02804687	07023708	00203056	07929673
Date of Birth	24/06/1977	27/04/1989	15/08/1969	22/12/1973
Date of Appointment	04/09/2017	26/04/2019	01/09/2017	01/09/2017
Qualification	Graduate	Graduate	Chartered Accountant	1. B.E. (CIVIL) 2. Master of Technology from IIT, Mumbai 3. PhD - Aerospace Engineering from University of Michigan
Name of other companies in which she holds Directorship*	Silicon Softech India Limited	NIL	NIL	NIL
Name of other companies in which he holds Chairmanship / Membership of Committees of Boards	NIL	NIL	NIL	NIL
No. of shares held in the company	150	1500	NIL	NIL

Note:

* excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013.

§ includes Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

LOCATION: Abbott Hotel, Chandragupt Hall, Second Floor, Sector-2, Vashi, Navi Mumbai-400703, Maharashtra, India

LANDMARK: Near NKGSB Cooperative Bank Limited



PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client Id* :	DP ID* :

I/We being the member(s) holding shares of One Point One Solutions Limited, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 11th Annual General Meeting of the Company, to be held on Friday, 20th September 2019, at 11:30 a.m. at Abbott Hotel, Chandragupt Hall, Second Floor, Sector - 2, Vashi, Navi Mumbai-400703, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	For	Against
Ordinary Business			
1.	Adoption of the consolidated and standalone Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Declaration of Dividend on equity shares for financial year 2018-19.		
3.	Appointment of Mrs. Neyhaa Chhabra as Director, who retires by rotation and being eligible, offers herself for reappointment.		
Special Business			
4.	Appointment of Mr. Arjun Bhatia as Independent Director		
5.	Appointment of Mr. Bharat Dighe as Independent Director		
6.	Appointment of Mr. Chandrasekher Yerramalli as Independent Director		

As witness my/our hand(s) this ___ day of _____, 2019

Signature of Shareholder: _____

Signature of proxy holder(s): _____

Note:

1. The proxy form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time fixed for holding the Annual General Meeting.
2. A proxy need not be a member of the Company.
3. * Applicable for shareholders holding shares in dematerialized form.

Affix
Revenue
Stamp
of Re. 1/-

One Point One Solutions Limited

(Formerly One Point One Solutions Private Limited)

CIN: L74900MH2008PLC182869

Registered Office: International Infotech Park, T-762, Tower-7, 6th Floor,
Vashi, Navi Mumbai -400703, Maharashtra, India

E-mail: investors@1point1.in; Website: www.1point1.in

Tel. No.: 022-6687 3800; Fax No.: 022-6687 3899;

ATTENDANCE SLIP

A shareholder/proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and hand over at the entrance duly signed.

I/We hereby record my/our presence at the 11th Annual General Meeting of the Company on Friday, 20th September, 2019, at 11.30 A.M. at Abbott Hotel, Chandragupt Hall, Second Floor, Sector - 2, Vashi, Navi Mumbai-400703, Maharashtra, India.

Name and address of the Shareholder:

Registered Folio No/ Client ID & DP ID No. :

No. of Shares

IF SHAREHOLDER, PLEASE SIGN HERE	IF PROXY, PLEASE SIGN HERE

Electronic Voting Particulars		
Electronic Voting Sequence Number (EVSN)	User Id	Password

Note: Please refer to the instructions printed under the Notes to the Notice of the Annual General Meeting. The voting period starts from 10.00 a.m. on Tuesday 17th September, 2019 and ends at 5.00 p.m. on Thursday, 19th September, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.



ONE POINT ONE SOLUTIONS LIMITED

(Formerly known as One Point One Solutions Private Limited)

(CIN: L74900MH2008PLC182869)

International Infotech Park, T-762,

Tower-7, 6th Floor, Vashi,

Navi Mumbai -400703

Maharashtra, India