



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel No.: 022-25833206 Fax: 022-41842228 Email id: cs@onelifecapital.in Web: www.onelifecapital.in

14 January 2025

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400001.

Scrip Code: 533632

National Stock Exchange of India Ltd

Department of Corporate Services

Exchange Plaza,

Bandra- Kurla Complex

Mumbai- 400051

Symbol: ONELIFECAP

Subject: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), we are enclosing herewith the Notice of Postal Ballot dated January 13, 2025 seeking approval of the Members of the Company by way of Postal Ballot through Remote E-voting on the following resolutions:

Sr. No.	Description of the Resolution(s)	Type of Resolution
1.	To appoint M/S Rafik & Associates, Chartered Accountants as a Statutory Auditor to fill Casual Vacancy caused by Resignation of previous Auditor For F.Y. 2024-25	Ordinary Resolution
2.	Regularization of the appointment of Ms. Shalini Patidar as Non-Executive Non-Independent Director of the Company not liable to retire by rotation	Special Resolution
3	Regularization of the appointment of Mr. Abhay Sethia as Non-Executive Independent Director of the Company for a term of One Year	Special Resolution

The Board of Directors of the Company has appointed M/s M Siroya and Company, Company Secretaries, as the Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner

In accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("Circulars") Notice is being sent only through electronic mode today to all those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent (“RTA”) or Depositories as on **Friday, January 10, 2025** (“cut-off date”) and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system. In compliance with the



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requirements of the MCA Circulars, the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope will not be sending to the members whose email address are not registered.

The Notice of Postal Ballot ("Notice") is available on the website of the Company at www.onelifecapital.in and on the website of M/s. KFin Technologies Limited ("KFin"), Registrar & Transfer Agent of the Company (RTA) at <https://evoting.kfintech.com>, website of Stock Exchanges at www.bseindia.com and www.nseindia.com. The Company has engaged the services of Kfin, to provide remote e-voting facility.

The remote e-voting facility will be available during the following period:

Commencement of Remote e-Voting	January 15, 2025 (Wednesday) (at 9:00 AM)
Completion of Remote e-Voting	February 13, 2025 (Thursday) (at 5.00 pm)

The remote e-voting shall not be allowed beyond 5:00 P.M on Thursday, 13th February, 2025 and the remote e-voting module shall be disabled by Kfintech thereafter.

Kindly take the same on your record.

For Onelife Capital Advisors Limited

Kajal Shethia
Company Secretary & Compliance Officer
Membership Number: A72895

Encl: Below



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POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members,
Onelife Capital Advisors Limited

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company (“Onelife Capital Advisors Limited”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, January 10, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited (‘KFin’) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <http://www.onelifecapital.in/>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

VOTING STARTS ON	VOTING ENDS ON
Wednesday, January 15, 2025 at 09.00 AM	Thursday, February 13, 2025 at 05:00 PM

The remote e-voting will be disabled by Kfin immediately thereafter.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the



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resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESSES:

Item No. 1

TO APPOINT M/S RAFIK & ASSOCIATES, CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2024-25

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 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and other applicable rules, if any, including any statutory modification(s) or re-enactment(s) thereof, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s Rafik & Associates, Chartered Accountants (FRN 146573W) who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s N R Tibrewala & Co LLP., Chartered Accountants (FRN: W100608) for FY 2024-25 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2025 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.”

“**RESOLVED FURTHER THAT** any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

Item No. 2

REGULARIZATION OF THE APPOINTMENT OF MS. SHALINI PATIDAR AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and pass the following Resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV, Section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with all other applicable provisions, sections, and rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), and the Articles of Association of the Company, the appointment of Ms. Shalini Patidar (DIN: 06521823), who was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 14th November 2024 by the Board of Directors, be and is hereby regularized as a Non-Executive Non-Independent Director of the Company.”

RESOLVED FURTHER THAT the tenure of Ms. Shalini Patidar's appointment, as regularized, shall be for a period of five (5) years from the date of appointment, unless terminated earlier by either party in accordance with the provisions of the Articles of Association of the Company or any applicable laws. During this period, Ms. Shalini Patidar shall not be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including the regularization letter etc.) as may be



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required for the purpose and to file the necessary e-form with the Registrar of Companies, and to do all such acts, deeds, and things as may be considered expedient and necessary in this regard."

Item No. 3

REGULARIZATION OF THE APPOINTMENT OF MR. ABHAY SETHIA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and pass the following Resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Abhay Sethia (DIN: 09721583), who was appointed as an Additional and Independent Director of the Company by the Board of Directors w.e.f. 13th January 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of one (1) year up to 12th January 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Yours Faithfully,
For Onelife Capital Advisors Limited**

**Sd/-
Mrs. Kajal Shethia
Company Secretary & Compliance Officer
ACS: 72895**



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NOTES:

- (1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.
 - (2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
 - (3) The Board of Directors of the Company at its meeting held on 13th January, 2025 has appointed M/s M. Siroya and Company, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.
 - (4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://www.onelifecapital.in/> and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Resolutions shall be deemed to have been passed on 13th February, 2025 (being the last date of e-voting period of postal ballot) subject to obtaining requisite votes thereto.
 - (5) All the material documents referred to in the explanatory statement will be available at website of the Company at <http://www.onelifecapital.in/> and for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email cs@onelifecapital.in
 - (6) Mr. Pandoo Naig, Executive Director & Company Secretary of the Company is the officer authorized to ensure smooth conduct of the e-Voting.
 - (7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 10th January, 2025 ("Cut-off Date")**.
The Notice is also uploaded on the website of the Company at <http://www.onelifecapital.in/> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (<https://www.bseindia.com/>). In this Notice, the term member(s) or shareholder(s) are used interchangeably.
- For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under "General Guidelines for Shareholders".
- (8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.
 - (9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at cs@onelifecapital.in or write to RTA's email address at einward.ris@kfintech.com and evoting@kfintech.com
 - (10) A person, whose name is recorded in the Register of Members of Company or in the register of beneficial owners maintained by the depositories (viz. CDSL / NSDL) as on the **cut-off date i.e. 10th January, 2025** shall



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only be entitled to avail the facility of remote e-voting for the proposed Resolutions. The vote in this Postal Ballot cannot be cast/exercised through proxy.

(11) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on 15th January,2025.

End of remote e-voting: At 5.00 p.m. (IST) on 13th February,2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by the e-voting service providers. Once the vote on the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

(12) Members desirous of inspecting the documents referred to in this Notice or Explanatory Statement may send their request to cs@onelifecapital.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

(13) Pursuant to the requirement of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard-2, the brief profile / particulars of the Directors of the Company seeking their appointment is annexed hereto.

(14) The remote e-voting process, in relation to the Three resolutions proposed in the Postal Ballot Notice of the Company has been segregated into 2 parts which is mentioned as hereunder:

- (A) E-Voting in case of Physical Shareholders & Non-Individual Shareholders (Physical / De-mat)
- (B) E-Voting in case of Individual Shareholders having shares in electronic / De-mat mode

(15) Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following procedures given below to obtain the postal ballot notice issued by the Company.

(i) For Electronic folios:

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the Company name i.e. Onelife Capital Advisors Limited
- Shareholder to enter DP ID-Client ID / Folio No. and PAN No.
- Shareholder to enter the email Id and Mobile No.
- System check the authenticity of the DP ID-Client ID and PAN and sends the different OTPs to Mobile No. and Email Ids to Validate.
- Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 minutes only).
- System confirms the email id for the limited purpose of serviced postal ballot notice.
- System will send the notice s procedure for e-voting to the email given by the shareholder.

(ii) For Physical folios:

- Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- Select the company name i.e. Onelife Capital Advisors Limited
- Shareholder to enter physical Folio No. and PAN No.
- If PAN is not available in the records, shareholder to enter one of the Share Certificate No.
- Shareholder to enter the email id and Mobile No.



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- System checks the authenticity of the Folio No. and PAN//Share Certificate No. and sends the different OTPs to Mobile No. and Email ID to Validate.
- Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 minutes. only).
- If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- System confirms the registration of email id,
- System will send the notice s procedure for e-voting to the email' given by the Shareholder.

INSTRUCTION FOR REMOTE E-VOTING

(A) In case of Physical Shareholders & Non-Individual Shareholders (Physical / De-mat):

- a. Initial password is provided in the body of the e-mail.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the log in credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e- voting, you can use your existing User ID and password for casting your votes.
- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-6) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT. Select Onelife Capital Advisors Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date for e-voting will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios/De-mat accounts shall choose the voting process separately for each folio/De-mat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.
- k. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Ltd. on 1800 306 4001 (toll free).
- l. Any person who becomes a Member of the Company after sending the Notice of the Postal Ballot but on or before **the cut-off date viz. 10th January, 2025** may obtain the USER ID and Password for e-voting in the following manner or may write an email on inward.ris@kfintech.com for obtaining support in this regard.
- m.
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event number+ Folio No.



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(in case of physical shareholders) or DP ID Client ID (in case of De-matted shareholders) to 6212663366.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXX1234567860

- b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call KFin toll free number 1-800-3064-001 for all e-voting related matters.
- d. Member may send an e-mail request to inward.ris@kfintech.com for support related to e-voting matter.

(B) In case of Individual Shareholders having shares in electronic / De-mat mode:

Such shareholder(s) may also refer the e-voting process mandated for them vide SEBI circular dated December 06, 2020 and should follow the process for remote e-voting as stated hereunder:

Login method for e-voting:

As per the SEBI circular dated December 06, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in De-mat mode are allowed to vote through their De-mat account maintained with Depositories. Shareholders are advised to update their mobile number and email Id in their De-mat accounts in order to access e-Voting facility. The remote e-voting process of the Depositories viz. NSDL and CDSL are different which are stated below to facilitate the members.

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. 	<p>1. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. Click on e-voting service provider name to cast your vote.
<p>2. User not registered for IDeAS e-Services**</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectRegistration 	<p>2. User not registered for Easi/Easiest**</p> <ol style="list-style-type: none"> I. Option to register is available at : https://web.cdslindia.com/myeasi/Registration/EasiRegistration



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<p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no. 1 above)</p>	<p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no. 1 above)</p>
<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit De-mat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>V. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide De-mat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the De-mat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- voting is in progress.</p> <p>V. Click on Company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Individual Shareholders (holding securities in De-mat/electronic mode) can also login through their Depository Participants (DPs) as per following process.

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e- voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider (ESP) website for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website..

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

OTHER INSTRUCTIONS

- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Anil Dalvi (Unit: Onelife Capital Advisors Limited) of KFin Technologies Limited, Selenium Tower, Plot 31 & 32, Gachibowli Financial District, Nanakramguda. Hyderabad - 500032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no +91 040 67161631 or call KFin’s toll free No. 1-800-3064-001 for any further clarification(s) in the



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel No.: 022-25833206 Fax: 022-41842228 Email id: cs@onelifecapital.in Web: www.onelifecapital.in

subject matter/e-voting or any other allied assistance.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- If e-mail address or mobile number of the Member is registered against Folio No/DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a new password.
- Member may send an e-mail request to einward.ris@kfintech.com for any support in relation to e-voting.
- KFin shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

Item No. 1 – Appointment of M/s Rafik & Associates, Chartered Accountants, as Statutory Auditors to fill the casual vacancy caused by the resignation of M/s N R Tibrewala & Co LLP.

The Members of the Company at its 16th Annual General Meeting held on September 29, 2023 had appointed M/s N R Tibrewala & Co LLP, Chartered Accountants (FRN: W100608) as the Statutory Auditors of the Company to hold office from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the Company. However, M/s N R Tibrewala & Co LLP, Chartered Accountants vide their letter dated November 14, 2024 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Your Board approached to M/s Rafik & Associates, Chartered Accountants (FRN 146573W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting, on the recommendation of Audit Committee has recommended the appointment M/s Rafik & Associates, Chartered Accountants (FRN 146573W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s N R Tibrewala & Co LLP, Chartered Accountants and to hold office as the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company to be held in the year 2025 subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s Rafik & Associates have confirmed their eligibility and consent to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Companies Act, 2013, and have further confirmed that they are not disqualified from being appointed as auditors under the applicable laws and regulations.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

Item No. 2 – Regularization of Appointment of Ms. Shalini Patidar as Non-Executive Non-Independent Director

Ms. Shalini Patidar (DIN: 06521823), on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Non-Executive Non-Independent Director with effect from 14th November 2024 by the Board of Directors, in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 (“The Act”). As per Section 161 of the Act, Ms. Shalini Patidar holds office up to the date of the ensuing Annual General Meeting (AGM).

Ms. Shalini Patidar has consented to the proposed regularization and has declared herself qualified for the position. She possesses the requisite knowledge, experience, and skills for the position of Director, and her regularization is in

compliance with the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (SEBI LODR Regulations).

Ms. Shalini Patidar has diverse experience and expertise into multiple line of business such as Real Estate, Medical Services, Financial Services, Hospitals, Online Health Care Services, etc. She has deep understanding of the all mentioned businesses and its operations where she has spent 15+ years. Ms. Shalini have started her career as entrepreneur by establishing a Real Estate firm "Siddhi-Priya Properties" in 2010 which has marked a significant presence and emerged as renowned name in Real Estate Industry in the Area South Mumbai. Further, in 2017 she has entered into a corporate world and worked with few well established companies on various roles and handled/administrated many departments into Real Estate, Financial Services, Medical Services, Online Healthcare services, Hospitals etc. Ms. Shalini has achieved many milestones in her corporate journey by transforming multiple business modules and running its end to end operations. Ms. Shalini having diverse experience and expertise into various businesses have always kept her approach customer centric and the same has resulted into successful ventures

The Board, having considered the proposal and based on the recommendation of the Nomination and Remuneration Committee, has accorded its consent, subject to the approval of the members at the ensuing AGM, to regularize the appointment of Ms. Shalini Patidar as a Non-Executive Non-Independent Director, with a tenure of five (5) years from the date of appointment, unless terminated earlier by either party in accordance with the provisions of the Articles of Association of the Company or any applicable laws. During this period, Ms. Patidar shall not be liable to retire by rotation as per the provisions of the Companies Act, 2013.

Ms. Shalini Patidar will not be entitled to any remuneration except sitting fees for attending Board and Committee meetings, in accordance with the policy for Non-Executive Directors.

Except for Ms. Shalini Patidar (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board recommends the passing of the special resolution as set out in the notice.

Item No. 3 - Regularization of the appointment of Mr. Abhay Sethia as Non-Executive Independent Director of the Company

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee on January 13, 2025, the Board of Directors at its meeting held on January 13, 2025, approved the appointment of Mr. Abhay Kumar Sethia (DIN: 09721583) as a Non-Executive, Independent Director of the Company for the period of One year for the first term effective from January 13, 2025 to January 12, 2026.

The Company has received, the consent in writing from Mr. Abhay Sethia (DIN: 09721583) to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on January 13, 2025 has considered, approved and recommended, to the Board, the appointment of Mr. Abhay Kumar Sethia as an Independent Director for a first term of one year with effect from January 13, 2025. The Board of Directors at its meeting held on January 13, 2025 has approved the proposal for appointment of Mr. Abhay Kumar Sethia as an Independent Director for the first term of one year.

Mr. Abhay Kumar Sethia is a seasoned Finance & Accounting professional with over 14 years of comprehensive experience. Specializing in Taxation, Internal Control, Corporate Compliance, and Auditing, he has remarkable ability to manage and optimize complex financial systems. With deep expertise in Direct & Indirect Tax Laws and ERP Implementation, Mr. Sethia has excelled in leading initiatives involving GST, TDS, and Income Tax Matters. A proactive planner, Mr. Sethia is known for his outstanding client relationship management, stakeholder engagement, and change management skills. His strong analytical and problem-solving abilities, combined with his excellent time management and leadership skills, have driven results in diverse professional environments.

Mr. Abhay Kumar Sethia and his relatives may be considered as concerned or interested in this item of business and/or resolution. None of the other directors and key managerial personnel of the Company and their relatives except Abhay, to whom the resolution relates, are concerned or interested in financially or otherwise, in this item of business or resolution as set out in Item No. 3.

Your Board of Directors recommends the Resolution at Item No. 3 for approval by the Members, by way of Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Ms. Shalini Patidar	Mr. Abhay Kumar Sethia
Date of Birth (Age)	22/09/1984 (40 Years)	13/02/1987 (37 Years)
Nationality	Indian	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	14 th November 2024	13 th January 2025
Relationships with other Directors inter-se & KMPs	-	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	<p>Ms. Shalini Patidar has diverse experience and expertise into multiple line of business such as Real Estate, Medical Services, Financial Services, Hospitals, Online Health Care Services, etc. She has deep understanding of the all mentioned businesses and its operations where she has spent 15+ years. Ms. Shalini have started her career as entrepreneur by establishing a Real Estate firm "Siddhi-Priya Properties" in 2010 which has marked a significant presence and emerged as renowned name in Real Estate Industry in the Area South Mumbai. Further, in 2017 she has entered into a corporate world and worked with few well established companies on various roles and handled/ administrated many departments into Real Estate, Financial Services, Medical Services, Online Healthcare services, Hospitals etc. Ms. Shalini has achieved many milestones in her corporate journey by transforming multiple business modules and running its end to end operations. Ms. Shalini having diverse experience and expertise into various businesses have always kept her approach customer centric and the same has resulted into successful ventures</p>	<p>Mr. Abhay Kumar Sethia is a seasoned Finance & Accounting professional with over 14 years of comprehensive experience. Specializing in Taxation, Internal Control, Corporate Compliance, and Auditing, he has remarkable ability to manage and optimize complex financial systems. With deep expertise in Direct & Indirect Tax Laws and ERP Implementation, Mr. Sethia has excelled in leading initiatives involving GST, TDS, and Income Tax Matters. A proactive planner, Mr. Sethia is known for his outstanding client relationship management, stakeholder engagement, and change management skills. His strong analytical and problem-solving abilities, combined with his excellent time management and leadership skills, have driven results in diverse professional environments</p>
Qualification(s)	<ul style="list-style-type: none"> Under- Graduate 	<ul style="list-style-type: none"> C.A. Intermediate (P.C.C.), ICAI -2012 B. Com, MGS University Bikaner, Rajasthan - 2009. Certificate course on Faceless Scrutiny E Assessment Scheme, by CCI Online coaching' Certificate course on GST advance knowledge by ccl

		<p>online coaching.</p> <ul style="list-style-type: none"> • Certificate course on Tax Deduction and Collection at Source, by CCI online coaching. • Course on Advanced Excel by CCI Online coaching. • Certificate course on 4 weeks Residential Professional Skills Development Program at COE-ICAI.
Skills	<ul style="list-style-type: none"> • Entrepreneurship • Corporate Leadership • Cross-Industry Experience • Business Transformation • Strategic Thinking • Problem Solving & Decision Making 	<ul style="list-style-type: none"> • Finance & Accounting Expertise • Taxation (Direct & Indirect) • Internal Control Management • Corporate Compliance • Income Tax Matters • Analytical and Problem-Solving Abilities • Time Management
Other Listed companies in which the Director is a Director as on January 13, 2025	-	<ul style="list-style-type: none"> • Suumaya Corporation Limited • White Organic Retail Limited
Listed entities from which the Director has resigned in the past three years	-	-
Chairmanships/Memberships of the Committees of other public limited companies as on January 13, 2025	-	<ul style="list-style-type: none"> • White Organic Retail Limited <i>Chairman</i> – Nomination and Remuneration Committee <i>Member</i> – Audit Committee • Suumaya Corporation Limited <i>Member</i> – Audit Committee
No. of meetings of the Board attended during the year	2	-
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-	-

**Yours Faithfully,
For Onelife Capital Advisors Limited**

**Sd/-
Mrs. Kajal Shethia
Company Secretary & Compliance Officer
ACS: 72895**