

# ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Thane 400604

Tel no.: 022-25833206; Email id: [cs@onelifecapital.in](mailto:cs@onelifecapital.in); Web: [www.onelifecapital.in](http://www.onelifecapital.in)

8<sup>th</sup> September, 2021

To,

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400 001

**Scrip Code: 533632**

**National Stock Exchange of India Ltd**

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

**Symbol: ONELIFECAP**

Dear Sir/Madam,

## **Sub: Intimation of Notice of the 14<sup>th</sup> Annual General Meeting of the Company**

With reference to the captioned matter, kindly find enclosed the notice of 14<sup>th</sup> Annual General Meeting of the company alongwith the Annual report for the FY 2020-21 pursuant to the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please be further informed that in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. Thus, the 14<sup>th</sup> Annual General Meeting of the Company will be held through video conferencing (VC) or other audio visual means (OAVM) on Thursday, September 30, 2021 at 12.30 pm.

Kindly take note of the same.

Thanking you.

Yours faithfully,

**For Onelife Capital Advisors Limited**

**Sd/-**

**Aditi Mahamunkar**

**Company Secretary & Compliance Officer**

**NOTICE OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIOVISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESSES:**

**1. ADOPTION OF FINANCIAL STATEMENTS:**

**To receive, consider and adopt:**

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 and the Report of the Auditors thereon.

**2. APPOINTMENT OF A DIRECTOR:**

To appoint a Director in place of Mr. Pandoo Naig (DIN: 00158221), who retires by rotation and being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF AUDITORS:**

To appoint Auditor and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No. 113447W/W-100019), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 14<sup>th</sup> Annual General Meeting held in the year 2021 till the conclusion of the 19<sup>th</sup> Annual General Meeting to be held in the year 2026, in place of M/s. Khandelwal Jain

& Co. (Firm Registration Number 105049W) whose tenure expires at the 14<sup>th</sup> Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

#### **SPECIAL BUSINESSES:**

#### **4. RE-APPOINTMENT OF MR. PANDOO NAIG (DIN: 00158221) AS MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr. Pandoo Naig (DIN: 00158221) as Managing Director (‘MD’) of the Company for the further period of 5 years w.e.f. 2<sup>nd</sup> December, 2021 till 1<sup>st</sup> December, 2026 upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**5. RE-APPOINTMENT OF MR. PRABHAKARA NAIG (DIN: 00716975) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr. Prabhakara Naig (DIN: 00716975) who has attained the age of 70 years as Whole-time Director (‘WTD’) of the Company for the further period of 5 years w.e.f. 2<sup>nd</sup> December, 2021 till 1<sup>st</sup> December, 2026 upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and WTD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to revise the remuneration of WTD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and WTD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**6. ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd., on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”), the provisions of the Foreign Exchange Management Act, 1999, (the “FEMA”) as amended from time to time and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by SEBI, RBI, Stock Exchanges or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board”) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 2,00,00,000 (Two Crore Only) convertible warrants (“Warrants”) at a price of Rs. 17.04/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“Equity



Shares”) at a premium of Rs. 7.04 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / specified persons (“proposed allottees”) of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

<b>Sr. No.</b>	<b>Name of the investors</b>	<b>Category</b>	<b>Number of Warrants</b>	<b>Value of warrants (in Rs.)</b>
1.	Mr. Pandoo Naig	Promoter Group	50,00,000	8,52,00,000
2.	Mr. Prabhakara Naig	Promoter Group	50,00,000	8,52,00,000
3.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,11,20,000
4.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,11,20,000
5.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,70,40,000
6.	Global Focus Fund	Non-Promoter Group	15,00,000	25,560,000
7.	Aegis Investment Fund	Non-Promoter Group	15,00,000	25,560,000
	<b>Total</b>		<b>2,00,00,000</b>	<b>34,08,00,000</b>

**RESOLVED FURTHER THAT** the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 31<sup>st</sup> August, 2021 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of

the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in 3 years for Promoter Group and 1 year for non-promoter group, as prescribed under the SEBI ICDR Regulations from time to time.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and

timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), Stock Exchanges and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**Sd/-  
Prabhakara Naig  
Executive Chairman  
DIN: 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
**CIN: L74140MH2007PLC173660**

**E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)**

**Website: [www.onelifecapital.in](http://www.onelifecapital.in)**

**Tel no.: 022-25833206**

**Place: Thane**

**Date: 1<sup>st</sup> September, 2021**



### NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. Institutional/Corporate Shareholders are required to send a scanned copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at [siroyam@gmail.com](mailto:siroyam@gmail.com) and to CDSL by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked to [cs@onlifecapital.in](mailto:cs@onlifecapital.in).
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent on [cs@onlifecapital.in](mailto:cs@onlifecapital.in).
8. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same would be dispatched. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.onlifecapital.in](http://www.onlifecapital.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday September 27, 2021 (09.00 A.M. IST) and ends on Wednesday, September 29, 2021 (05.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, September 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.

- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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](http://www.evotingindia.com) and voted on an earlier e-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 Shareholders 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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 Onelife Capital Advisors Limited 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning



their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@onelifecapital.in](mailto:cs@onelifecapital.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 4:**

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Pandoo Naig as the Managing Director of the Company to manage the day to day affairs of the Company. Mr. Pandoo Naig is a co-founder of our Company and has more than a decade of experience in capital markets. He has been associated with our Company since its inception and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.

The Shareholders at its Annual General Meeting held on 30<sup>th</sup> September, 2016 had appointed Mr. Pandoo Naig as a Managing Director of the Company for a period of 5 (five) years. His term of office as Managing Director expires on 1<sup>st</sup> December, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2021 ,subject to necessary approval of shareholders, has approved appointment of Mr. Pandoo Naig as Managing Director for a further period of 5 years with effect from 2<sup>nd</sup> December,2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The terms and conditions for such re-appointment is given as follows:

1. Mr. Pandoo Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. Pandoo Naig as Managing Director of the Company for a period of 5 years with effect from December 2, 2021 till December 1, 2026 on the following terms and conditions:
  - Salary, Allowances & perquisites: Not exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

The proposed resolution is required to be passed as an Ordinary Resolution as required under the Companies Act, 2013 and as such, the Directors recommend your approval.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting.

Mr. Pandoo Naig being the proposed appointee and Mr. Prabhakara Naig being his Father are interested or concerned; no other Directors are concerned or interested in this resolution.

**Item 5:**

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Prabhakara Naig as a Whole Time Director designated as an Executive Chairman of the Company to overall supervise the affairs of the Company.

The Shareholders at its Annual General Meeting held on 30<sup>th</sup> September, 2016 has appointed Mr. Prabhakara Naig as a Whole Time Director designated as an Executive Chairman of the Company for a period of 5 (five) years. His term of office expires on December 1, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2021, subject to necessary approval of shareholders, has approved the re-appointment Mr. Prabhakara Naig as a Whole Time Director designated as an Executive Chairman of the Company for a further period of 5 years with effect from 2<sup>nd</sup> December, 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The Re-appointment is subject to approval of the Shareholders at Annual General Meeting of the Company. The terms and conditions for such re-appointment is given as follows:

1. Mr. Prabhakara Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. Prabhakara Naig as a Executive Chairman and Whole Time Director of the Company for a period of 5 years with effect from 2<sup>nd</sup> December, 2021 till 1<sup>st</sup> December, 2026 on the following terms and conditions:
  - Salary, Allowances & perquisites: Not exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.

4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

Pursuant to the Section 196 of the Companies Act, 2013 and rule made thereunder read with the Schedule V of the Act, the appointment of a person who has attained the age of seventy years may be made by passing a Special Resolution with the justification for appointing such person is given in the explanatory statement; Hence for appointing Mr. Prabhakara Naig aged 72 years for the further period of five years as Whole Time Director designated as Executive Chairman, Special Resolution required to be taken.

Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has over 32 of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, 15 Onelife Capital Advisors Limited 9th Annual Report 2015-16 Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting. After considering the rich and extensive experience in management of the overall affairs of corporate bodies, the Directors recommend your approval for the appointment of the Mr. Prabhakara Naig as Whole Time Director designated as an Executive Chairman of the Company.

Mr. Prabhakara Naig being the proposed appointee and Mr. Pandoo Naig being his Son are interested or concerned, no other Directors are concerned or interested in this resolution.

#### **Item 6:**

To augment the funding requirements of the Company for working and capital expenditure requirements and for other general corporate purposes, the Board of Directors of the Company in its



meeting held on 1<sup>st</sup> September, 2021 accorded its approval for raising funds through issuance of up to 2,00,00,000 (Two Crore) Convertible Warrants (“Warrants”) to the proposed allottees as set out below, being promoters of the Company / specified persons (“proposed allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Wednesday, 1<sup>st</sup> September, 2021 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate and upto 2,00,00,000 (Two Crore) Convertible Warrants (“Warrants”) each convertible into or exchangeable for One (1) Equity Share of face value of Rs. 10/- each (“the Equity Shares”) at a price (including the warrant subscription price and the warrant exercise price) of Rs. 17.04 /- each (face value of Rs. 10/- and premium of Rs. 7.04/- each) for each Warrant aggregating to Rs. 34,08,00,000/- (Rupees Thirty Four Crore Eight lakhs only) to the following allottees forming part of the Company's promoters / specified persons:

<b>Sr. No.</b>	<b>Name of the investors</b>	<b>Category</b>	<b>Number of Warrants</b>	<b>Value of warrants (in Rs.)</b>
1.	Mr. Pandoo Naig	Promoter Group	50,00,000	8,52,00,000
2.	Mr. Prabhakara Naig	Promoter Group	50,00,000	8,52,00,000
3.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,11,20,000
4.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,11,20,000
5.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,70,40,000
6.	Global Focus Fund	Non-Promoter Group	15,00,000	25,560,000
7.	Aegis Investment Fund	Non-Promoter Group	15,00,000	25,560,000
	<b>Total</b>		<b>2,00,00,000</b>	<b>34,08,00,000</b>

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank Pari-passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are as follows:

Sr. No.	Particulars	Disclosures
1.	<b>Objects of the Issue:</b>	The funds so infused shall be utilized towards working capital purposes, capital expenditure/ business expansion for existing projects and infusing funds in the Subsidiary Companies and general corporate purposes. Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the purpose of working capital requirements and for general corporate purpose. In view of the same, it is proposed to raise funds by way of issuing Convertible Warrants of the company under preferential allotment route and such other purpose as the Board may decide.
2.	<b>Type and number of securities to be issued</b>	Total number of Convertible Warrants to be issued - Upto 2,00,00,000 (Two Crores)
3.	<b>The price or price band at/within which the allotment is proposed</b>	In accordance with Part IV – Regulation 165 of SEBI (ICDR) Regulations, 2018 <ul style="list-style-type: none"> <li>• Total 2,00,00,000 convertible warrants are issued</li> <li>• On conversion of warrants to Equity shares, the issue price shall be at Rs. 17.04/- (Face value – Rs.10/- and Premium at</li> </ul>

		<p>Rs. 7.04/-)</p> <ul style="list-style-type: none"> <li>Warrants shall be exercised within a period of 18 (eighteen) months from the date of allotment, in one or more tranches.</li> <li>The proposed issue of Equity shares upon exercise of warrants would be within the limits of the existing authorised capital of the Company.</li> </ul>
4.	<b>Basis on which the price has been arrived at</b>	<p>The price has been calculated in accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018.Regulation 165 — (Pricing of Equity shares — infrequently traded shares) of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018</p> <ul style="list-style-type: none"> <li>The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).</li> <li>the equity shares listed on the NSE are infrequently traded</li> </ul> <p>The minimum price per convertible warrant has been computed as Rs. 17.04 /-</p> <ul style="list-style-type: none"> <li>It is proposed to issue Warrants which are convertible into equivalent number of equity shares of 10/- each (face value) and at an issue price of Rs.17.04/- each.</li> </ul>
5.	<b>Relevant Date</b>	<p>The “Relevant Date” in accordance with SEBI ICDR Regulations would be 31<sup>st</sup> August, 2021 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.</p>
6.	<b>The class or classes of persons to whom the allotment is proposed to be made</b>	<p>Promoter Group and Non- Promoter Group</p>
7.	<b>Proposal / Intent of the promoters, directors or key management personnel of the</b>	<p>Following proposed allottees being members of the Promoter and Promoter Group are intending to subscribe to the offer as stated below –</p>

	<b>Company to subscribe to the offer</b>	Sr. No.	Name of the Proposed allottees	Category	Designation	Number of Warrants
		1.	Pandoo Naig	Promoter Group	Managing Director & CFO	50,00,000
		2.	Prabhakara Naig	Promoter Group	Whole-time Director	50,00,000
		<p>Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.</p>				
8.	<b>Proposed time limit within which the allotment shall be complete:</b>	<p>As required under the SEBI ICDR Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.</p> <p>The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.</p>				
9.	<b>The Shareholding Pattern of the issuer before and after the preferential issue:</b>	<b>Name of the investors</b>	<b>Pre-preferential allotment</b>	<b>Issue of warrants</b>	<b>Post- preferential allotment*</b>	

		No.	%		No.	%
	Mr. Pandoo Naig	30,55,000	22.87	50,00,000	80,55,000	24.15
	Mr. Prabhakara Naig	69,05,000	51.68	50,00,000	1,19,05,000	35.69
	Shree Balajee Enterprises	NIL	NIL	30,00,000	30,00,000	8.99
	Sareen Enterprises	NIL	NIL	30,00,000	30,00,000	8.99
	Atherstone Capital Markets Limited	NIL	NIL	10,00,000	10,00,000	3.00
	Global Focus Fund	NIL	NIL	15,00,000	15,00,000	4.50
	Aegis Investment Fund	NIL	NIL	15,00,000	15,00,000	4.50
	<p><i>*Assuming post issuance of equity shares upon conversion of all the warrants into equity shares.</i></p> <p>Notes:</p> <ul style="list-style-type: none"> <li>• Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31<sup>st</sup> March, 2021.</li> <li>• Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the preissue shareholding pattern was prepared.</li> </ul>					
<b>10.</b>	<b>The change in control, if any, in the Company that would occur consequent to the preferential offer</b>	There will be no change in the Board of Directors and no change in the control over the Company consequent to the issue of Securities as aforesaid				



<p><b>11.</b></p>	<p><b>The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price</b></p>	<p>There was no Preferential Issue made during the year</p>
<p><b>12.</b></p>	<p><b>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</b></p>	<p>Not applicable</p>
<p><b>13.</b></p>	<p><b>Principal terms of assets charged as securities</b></p>	<p>Not applicable</p>
<p><b>14.</b></p>	<p><b>Lock in</b></p>	<ul style="list-style-type: none"> <li>• The Equity Shares/Warrants to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.</li> <li>• The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.</li> </ul>
<p><b>15.</b></p>	<p><b>Undertakings</b></p>	<ul style="list-style-type: none"> <li>• None of the Company, its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.</li> <li>• The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations.</li> </ul>

		<ul style="list-style-type: none"> <li>• No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.</li> <li>• The Company has not made any preferential issue of Securities during the current financial year.</li> <li>• None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.</li> </ul>
16.	<b>Auditor's Certificate</b>	The certificate from M/s. Khandelwal Jain and Co., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Corporate office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up-to the date of Annual General Meeting and shall also be available during the Annual General Meeting. The members desirous to inspect the auditor certificate may send an email at <a href="mailto:redressal@onelifecapital.in">redressal@onelifecapital.in</a> for inspection of said certificate electronically during the AGM, at-least 5 days before the date of AGM, in advance.
17.	<b>Other disclosures</b>	No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
18.	<b>Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:</b>	Except for Mr. Pandoo Naig, Mr. Prabhakara Naig and Mr. Gurnath Mudlapur, None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

**19. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them**

Sr. No	Name & Category of proposed allottee	Identity of Ultimate Beneficial Owners	No. & % of equity shares held prior to the preferential allotment		No. of warrants to be issued and allotted	No. & % of equity share post issue (After exercise of Warrants)#	
			No. of shares	%		No. of shares	%
	<b>Promoter</b>						
1.	Pandoo Naig	N.A.	3055000	22.87	5000000	8055000	24.15
2.	TKP Naig	N.A.	6905000	51.68	5000000	11905000	34.69
	<b>Non-Promoter</b>		9960000	74.55	10000000	199600000	59.83
3.	Shree Balajee Enterprises	i) Mrs. Nanda Bangar ii) Mr. Dilip Mundada	Nil	Nil	30,00,000	30,00,000	8.99
4.	Sareen Enterprises	Mrs. Pushpa Singh	Nil	Nil	30,00,000	30,00,000	8.99
5.	Atherstone Capital Markets Limited	i) Mr. Gurunath Mudlapur ii) Mrs. Naval Sharma	Nil	Nil	10,00,000	10,00,000	3.00
6.	Global Focus Fund	*please refer note 1	Nil	Nil	15,00,000	15,00,000	4.50
7.	Aegis Investment Fund	**please refer note 2	Nil	Nil	15,00,000	15,00,000	4.50

**# assuming full conversion of the warrants**

**\*Note 1:** Global Focus Fund is an investment fund licensed by the Financial services Commission, Mauritius as an Expert Fund under Section 97 of the Securities Act 2005, Mauritius and the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008, Mauritius and is considered as a Foreign Portfolio Investor (FPI). Global Focus Fund is managed by a Mauritius based CIS Manager, "Global Focus Investment Manager" who is the 100% holder of Global Focus Fund. The governance and decision making with respect to the fund is controlled by the board of the management.

**\*\*Note 2:** Aegis Investment Fund is a Public Company incorporated in Mauritius. The governance and decision making with respect to the fund is controlled by the board of the management.

The Board of Directors recommends the resolution as set out in item no. 6 of this notice for the issue of Warrants on a preferential basis, to the person belongs to the Promoter Group and Non-Promoter Category by way of 'Special Resolution.

The aforesaid Preferential Issue is within the Authorised Share Capital limit of the Company.

The Board of Directors believes that the proposed Preferential Issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.6 of the accompanying Notice for approval by the Members of the Company.

Except for Mr. Pandoo Naig, Mr. Prabhakara Naig and Mr. Gurunath Mudlapur, None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

**For and on behalf of the Board**  
**ONELIFE CAPITAL ADVISORS LIMITED**  
**Sd/-**  
**Prabhakara Naig**  
**Chairman and Whole-time Director**  
**DIN: 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
**CIN: L74140MH2007PLC173660**

**E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)**

**Website: [www.onelifecapital.in](http://www.onelifecapital.in)**

**Tel no.: 022-25833206**

**Place: Thane**

**Date: 1<sup>st</sup> September, 2021**

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**ANNEXURE A:**

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2021 Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Name of the Directors</b>	<b>Mr. Pandoo Naig</b>	<b>Mr. Prabhakara Naig</b>
Date of Birth	15/04/1981	20/01/1949
Date of Appointment	02 <sup>nd</sup> December, 2010	02 <sup>nd</sup> December, 2010
Brief Resume	<p>Mr. Pandoo Naig has over 17 years experience in Capital Market and Investment Banking. He has been associated with many Companies and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.</p>	<p>Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 32 years of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy</p>



		Country Head and later Country Head and Vice President of Union Bank of California, N.A.
Relationship with the Directors and Key Managerial Personnel	Son of Mr. Prabhakara Naig	Father of Mr. Pandoo Naig
Expertise in specific Functional Area	Capital Market	Capital Market and Investment Banking
Qualification	H.S.C. in Science from Shri. Shivaji Preparatory Military School, Pune	B. Com from Madras University
Board Membership of other Listed Companies as on 31 <sup>st</sup> March, 2021	1	Nil
Chairman /Member of the Committee of the Board of Directors as on 31 <sup>st</sup> March, 2021	Nil	Nil
<i>a) Audit Committee</i>	1	Nil
<i>b) Nomination And Remuneration Committee</i>	Nil	1
<i>c) Stakeholder's Relationship Committee</i>	1	Nil
<i>d) Other Committee</i>	1	Nil
Number of shares held in Company as on 31 <sup>st</sup> March, 2021	3055000	6905000

**Note:**

- The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, as an advisory Board Member and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2020-21 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.