

HELD AT Mumbai ON 25/9/13 TIME 10.30 a.m

THE MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED HELD AT 2ND FLOOR, APEEJAY BUSINESS CENTRE, APEEJAY HOUSE, 3 DINSHAW VACHHA ROAD, CHURCHGATE, MUMBAI - 400020 ON WEDNESDAY, 25TH SEPTEMBER, 2013 AT 10.30 A.M

PRESENT

1	Mr. T.K.P Naig	-	Executive Chairman & Member
2	Mr. Pandoo Naig	-	Managing Director & Member
3	Mr. A.P Shukla	-	Independent Director
4	Mr. A.K.Tangri	-	Independent Director,

and 8 other members were present personally.

Members present in proxy: Nil

Invitee

1.	Mr. Mukesh Siroya	-	Practicing Company Secretary
2.	Mr. Siddharth Kala	-	M/s Khandelwal Jain & Co

IN ATTENDANCE

1.	Ms. Cynthia Pacheco	-	Company Secretary
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The Company Secretary of the Company introduced the Directors on the dais to the shareholders.

Mr. T.K.P Naig, Chairman of the Company took the Chair and delivered his speech to the shareholders.

The Chairman then ascertained the quorum as per the attendance register of the AGM maintained by the Registrar & Transfer agent and accordingly called the Meeting in order.

The Chairman then informed the members that the Registers as per the Statutory requirements are kept open for inspection by the members.

The Company Secretary then read out the Independent Auditors Report to the members of the Company.

With the consent of the Company's shareholders present, the notice convening the meeting was taken as read. The Company Secretary then took up for consideration the following items of the Agenda of the meeting:

Ordinary Business:**ITEM NO. 1**

To receive, consider and adopt the Audited Balance Sheet as on 31st March 2013 and the Statement of Profit & Loss for the year ended thereon together with the

HELD AT Mumbai ON 25/9/13 TIME 10:30 am**report of the Directors and the Auditor's Report thereon for the year ended on 31st March 2013**

The Company Secretary invited the attention of the members to Item No. 1 of the resolution. The members were informed that the audited accounts, Directors Report and the Auditors report being part of the Annual Report, which has been circulated to them and with the permission of the Chair the audited accounts, Directors report was taken as read.

Proposed by: Mr. Narendra Trivedi
Seconded by: Mr. Beruz Pouredehi

"RESOLVED THAT the audited Balance Sheet as on 31st March, 2013 and the Statement of Profit and Loss for the year ended on 31st March, 2013 together with report of the Directors and the Auditor's Report thereon for the year ended on 31st March 2013 as laid before the meeting be received, considered and adopted"

On a show of hands, the Chairman declared the ordinary resolution passed unanimously.

ITEM NO. 2

To appoint a Director in Place of Mr. D.C Parikh, who retires by rotation and being eligible offers himself for re-appointment.

Attention of the members was invited to Item No. 2 of the notice convening the meeting.

Proposed by: Mr. Dharmin Kansara
Seconded by: Ms. Reena Shukla

"RESOLVED THAT Mr. D.C. Parikh, Director of the Company, retiring by rotation be and is hereby re-appointed as a Director of the Company."

On a show of hands, the Chairman declared the ordinary resolution passed unanimously.

ITEM NO. 3

To appoint a Director in Place of Mr. A.K Tangri, who retires by rotation and being eligible offers himself for re-appointment.

Attention of the members was invited to Item No. 3 of the notice convening the meeting.

Proposed by: Mr. Beruz Pouredehi
Seconded by: Mr. Dharmin Kansara

"RESOLVED THAT Mr. A.K Tangri, Director of the Company, retiring by rotation be and is hereby re-appointed as a Director of the Company."

On a show of hands, the Chairman declared the ordinary resolution passed unanimously.

ITEM NO. 4

Re-appointment of Statutory Auditors for the financial year 2013-2014

Attention of the members was invited to Item No. 4 of the notice convening the meeting.

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HELD AT Mumbai ON 25/9/13 TIME 10.30 a.m.

On a show of hands, the Chairman declared the special resolution passed unanimously.

ITEM NO. 6

Re-appointment of Mr Pandoo Naig, as Managing Director of the Company

Attention of the members was invited to Item No. 6 of the notice convening the meeting being a Special Resolution and the explanatory statement attached thereto.

Proposed by: Mr. Beruz Pouredehi

Seconded by: Ms. Reena Shukla

“RESOLVED that pursuant to the resolution of the Remuneration Committee of the Board and provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/Consents/ sanctions/permissions as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Pandoo Naig as the Managing Director of the Company w.e.f. 2nd December, 2013 for a further period of three years on a monthly remuneration of INR 25,000 only (Indian Rupees Twenty Five Thousand Only) as per the details given in the explanatory statement.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

RESOLVED FURTHER that where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”

On a show of hands, the Chairman declared the special resolution passed unanimously.

VOTE OF THANKS:

There being no other business the meeting ended with a Vote of Thanks to the Chair. The Chairman declared the proceedings of the Annual General Meeting closed.

DATE : September 25, 2013

PLACE: Mumbai


CHAIRMAN

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HELD AT MumbaiON 25/9/13 TIME 10:30 a.m.

Proposed by: Mr. Narendra Trivedi
Seconded by: Mr. Beruz Pouredehi

“RESOLVED THAT M/s. Khandelwal Jain & Co., (Registration Number 105049W with Institute of Chartered Accountants of India) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties.”

On a show of hands, the Chairman declared the ordinary resolution passed unanimously.

Special Business:

ITEM NO. 5

Re-appointment of Mr. T.K.P Naig, as Executive Chairman of the Company

Attention of the members was invited to Item No. 5 of the notice convening the meeting being a Special Resolution and the explanatory statement attached thereto.

Proposed by: Ms. Reena Shukla
Seconded by: Mrs. Suman Shukla

“RESOLVED that pursuant to the recommendation of the Remuneration Committee and subject to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/Consents/ sanctions/permissions as may be necessary, the approval of the members be and is hereby accorded to the re-appointment of Mr. T.K.P Naig as the Executive Chairman of the Company w.e.f. 2nd December, 2013 for a further period of three years on a monthly remuneration of INR 25,000 only (Indian Rupees Twenty Five Thousand Only) as per the details given in the explanatory statement.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

RESOLVED FURTHER that where in any Financial Year during the currency of the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company may pay to the Chairman the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient.”