

HELD AT Mumbai ON 30/9/2015 TIME 10.30 a.m.

MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 COMMENCED AT 10.30 A.M AND CONCLUDED AT 11.15 A.M.

PRESENT

1	Mr. T.K.P Naig	-	Executive Chairman & Member
2	Mr. Pandoo Naig	-	Managing Director & Member
3	Mr. Ram Gupta	-	Independent Director
4	Mr. Amol Autade	-	Independent Director

MEMBERS PRESENT

Members present in Person: 21
Members present in Proxy : Nil

IN ATTENDANCE

1.	Mr. Mulraj Shah	-	Chief Financial Officer
----	-----------------	---	-------------------------

INVITEE

1.	Mr. Mukesh Siroya	-	Practicing Company Secretary & Scrutinizer
2.	Mr. Siddharth Kala representing M/s. Khandelwal Jain & Co	-	Statutory Auditor
3.	Mr. Toshniwal	-	Internal Auditor

Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were Present. Secretarial Auditor had requested for leave of absence and was granted the same.

The Chairman of the Company commenced the meeting by welcoming the members to the 08th Annual General Meeting. He introduced the Directors present on the dais. Mr. D.C Parikh - Non Executive Director, Ms. Sonam Satish Kumar Jain- Independent Director and Mr. Mahendra Salunke - Independent Director were not able to attend the meeting due to some assignments.

Mr. T.K.P Naig, Chairman of the Company took the Chair and on request of the shareholders the Chairman's speech was taken as read.

The Chairman 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 commenced with the formal agenda of the AGM and with the consent of the members the Auditors Report was taken as read. He also informed the members that the Registers and required documents as per the Statutory requirements are kept open for inspection by the members.

The Chairman briefed the members about the voting procedure. Considering all the statutory requirements under the Companies Act, 2013 and the Listing Agreement the Company had decided to follow a process that ensured larger participation and also provided equal

HELD AT Mumbai ON 30/9/2015 TIME 10.30 am

opportunity to all the members in the voting process at the AGM. It was stated that the Company had provided the facility of e-voting to the members to enable them to cast their vote electronically.

The Chairman informed the members that those members who had not cast their vote through e-voting process could cast their vote through poll. Ballot forms were already distributed to the shareholders and the shareholders were advised to vote on the resolutions after moving with all the resolutions as per the agenda of the notice of AGM and after voting the ballot forms are to be put in the ballot box.

He then briefly apprised the Members present on the gist of resolutions proposed at the agenda Item No. 1 to 8. Members were requested to raise their queries, if any, on any of these agenda items, before these were put to vote.

On being satisfied that the Members present at the meeting have clearly understood all the resolutions as set out in Item No. 1 to 8 of the notice dated 14th August, 2015 and they have no further information to seek on any of these agenda items, the Chairman then invited Mr. Mukesh Siroya, scrutinizer appointed for the Poll, to take over the Poll proceedings and submit his Report for declaring the same on or before October 2, 2015. Mr. Siroya took control of the Ballot Box kept at the Hall. The Chairman announced that the Ballot Box could be inspected by any Shareholder present before it is locked by the Scrutinizer. After the blank Ballot Box was shown to the Shareholders the same was locked. The Shareholders then casted their votes on the Poll papers distributed, in the Ballot Box provided. After voting concluded, the Scrutinizer closed and sealed the Ballot Box containing the Poll Papers.

The Chairman then thanked the shareholders for attending the meeting and declared the proceedings of the 8th Annual General Meeting as closed at 11.15 A.M.

The Chairman announced that combined results of e-voting and polling through ballot will be declared not later than two days from the conclusion of the meeting, and will simultaneously be forwarded to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are listed and will also be placed on Company's website www.onelifecapital.in and on website of CSDL.

The Chairman received the Scrutinizer's Combined Report dated October 1, 2015 on the Poll and electronic voting of the 8th Annual General Meeting of the Company held on Wednesday, September 30, 2015. On the basis of the same, the summary of the voting results are mentioned hereunder. Accordingly, the Chairman announced the results of voting on October 1, 2015 at the registered office of the Company that all the resolutions for the Ordinary and Special businesses as set out at item nos. 1 to 8 in the Notice of the 8th Annual General Meeting of the Company have been duly passed with the Requisite Majority.

Ordinary Business:

Item No.1 - Ordinary Resolution: Mode of Voting (e-Voting & Poll):

To receive, consider and adopt

- (a) **the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon and**
- (b) **the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Auditors thereon.**

Proposed by: Mr. Farida A Miyasaheb

Seconded by: Mr. Christopher Carneiro Alphonso

HELD AT Mumbai ON 30/09/2015 TIME 10:30 a.m.

The resolution for Item No. 1 of the Notice read as follows:

RESOLVED THAT the audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date and the Directors' Report and the Auditor's Report thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT audited consolidated financial statement of the Company for the financial year ended on 31st March, 2015 together with the Report of the Auditors thereon as laid before the meeting be and are hereby received, considered and adopted.

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

Item No.2 - Ordinary Resolution: Mode of Voting (e-Voting & Poll):

To appoint a Director in place of Mr. Dhananjay Chandrakant Parikh (DIN: 02934120), who retires by rotation and being eligible, offers himself for re-appointment.

Proposed by: Ms. Shakuntladevi K Mahajan
Seconded by: Mr. Kishanlal D Mahajan

The resolution for Item No. 2 of the Notice read as follows:

RESOLVED THAT Mr. Dhananjay Chandrakant Parikh (DIN: 02934120), Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that the period of office of the Director shall be liable to determination by retirement by rotation.”

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

HELD AT Mumbai ON 30/09/2015 TIME 10:30 a.m**Item No.3 - Ordinary Resolution: Mode of Voting (e-Voting & Poll):**

To Ratify the appointment and fix remuneration of M/s. Khandelwal Jain & Co, Chartered Accountants (ICAI Firm Registration Number 105049W), Statutory Auditors of the Company.

Proposed by: Mr. Pomes K Mahajan
Seconded by: Mr. Kishanlal D Mahajan

The resolution for Item No. 3 of the Notice read as follows:

“RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Seventh Annual General Meeting, the Company hereby ratifies the appointment of Khandelwal Jain & Co, Chartered Accountants (ICAI Firm Registration Number 105049W) as Auditors of the Company to hold office until the conclusion of the Annual General Meeting of the Company to be held in the year 2016, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred by them during the course of the Audit.”

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

Special Business:**Item No.4 - Ordinary Resolution: Mode of Voting (e-Voting & Poll):**

Appointment of Mr. Mahendra Salunke (DIN 03425778) as an Independent Director of the Company.

Proposed by: Mr. Christopher Carneiro Alphonso
Seconded by: Mr. Shobha Suresh Shenoy

The resolution for Item No. 4 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, (including any Statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mahendra Salunke (DIN 03425778), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th October, 2014 and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date

HELD AT Mumbai ON 30/09/2015 TIME 10:30 a.m.

of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from 20th October, 2014, not liable to retire by rotation."

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

Item No.5 - Ordinary Resolution: Mode of Voting (e-Voting & Poll):

Appointment of Ms. Sonam Satish Kumar Jain (DIN 06848245) as an Independent Women Director of the Company

Proposed by: Mrs. Lekha Satish Shah
Seconded by: Mr. Satish Jayantilal Shah

The resolution for Item No. 5 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, (including any Statutory modification(s) or re-enactment thereof for the time being in force) Ms. Sonam Satish Kumar Jain (DIN 06848245), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st day of March, 2015 and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company to hold office for 5 (five) consecutive years with effect from 31st March, 2015, not liable to retire by rotation.”

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

HELD AT Mumbai ON 30/09/2015 TIME 10.30 a.m

Item No.6 - Special Resolution: Mode of Voting (e-Voting & Poll):**Approval of Related Party Transaction**

Mr. T.K.P Naig being interested in the following transactions vacated the chair. And with the consent of remaining directors Mr. Ram Narayan Gupta took the chair.

Proposed by: Mr. Satish Jayantilal Shah
Seconded by: Mr. Narendra S Trivedi

The resolution for Item No. 6 of the Notice read as follows:

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder and in terms of clause 49 of the Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof) and in line with IPO objects, approval of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Mr. Pandoo Naig, Managing Director of the Company (a related party) for acquiring the premises at a price of Rs. 900 lacs by way of acquisition of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited for its Registered Office or any other purpose as the Board of Directors may think fit in its absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution.”

After completion of the above business Mr.T.KP Naig had rejoined the meeting, Mr.T.KP Naig thanked Mr. Ram Narayan Gupta and took the chair. The quorum being present the meeting continues with the next item of the agenda.

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9960000	-	-	-	-	-	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	2594	0.145	1961	633	75.60	24.40
Total	13360000	2594	0.145	1961	633	75.60	24.40

Outcome: Resolution passed with requisite majority.

Item No.7- Special Resolution: Mode of Voting (e-Voting & Poll):**Approval of borrowing limits of the Company**

Proposed by: Mr. Pomesh K Mahajan
Seconded by: Mr. Bimal Kumar Agarwal

The resolution for Item No. 7 of the Notice read as follows:

HELD AT Mumbai ON 30/09/2015 TIME 10:30 a.m

“RESOLVED THAT pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act 2013 including any modifications or re-enactment thereof as amended from time to time and any other applicable provisions for the time being in force, and subject to such approvals, consents, sanctions as may be required, consent of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of the business of the Company with or without security and upon such terms and conditions as the Board may deem fit, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amounts so borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai.”

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

Item No.8- Special Resolution: Mode of Voting (e-Voting & Poll):**Approval for Creation of mortgage/charge on the assets of the Company**

Proposed by: Mr. Bimal Kumar Agarwal
Seconded by: Mrs. Shakuntladevi K Mahajan

The resolution for Item No. 8 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (“the Board”) to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company if any, on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as “the lending agencies”) which may be issued for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital of

HELD AT Mumbai ON 30/09/2015 TIME 10:30 a.m.

the Company and its free reserves, which have been/are proposed to be obtained from lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the lending agencies under their respective agreements/loan agreements entered into/to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the lending agencies, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai.”

Details of Voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1617382	-	-	-	-	-	-
Public-Others	1782618	2594	0.145	1961	633	75.60	24.40
Total	13360000	9962594	74.57	9961961	633	99.99	0.01

Outcome: Resolution passed with requisite majority.

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.

The consolidated results of the e-voting and poll were declared by the Company on 01st October, 2015 on the website of the Company and the Stock Exchanges, the details of results declaration are enclosed as Annexure 1 to the Minutes.

Date of Entry: 21/10/2015

Place: Mumbai

Date of Signing: 29/10/2015

Place: Mumbai


CHAIRMAN

