

# ONELIFE CAPITAL ADVISORS LIMITED

307, Raut Lane, Opp. ISKCON, Vile Parle (w) - 400049  
CIN NO: L74140MH2007PLC173660 e mail id: [cos.filings@gmail.com](mailto:cos.filings@gmail.com)

Certified True Copy of the Special Resolution passed on 5<sup>th</sup> March, 2015 by the Shareholders of M/s. Onelife Capital Advisors Limited, by way of Postal Ballot including e-voting and the results whereof were declared by Managing Director on 5<sup>th</sup> March, 2015 at 1.00 p.m. at the Registered Office of the Company

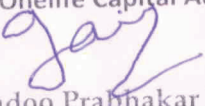
## Approval for Related Party Transaction

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and M/s. Eyelid Infrastructure Private Limited (a related party) for taking the premises on leave and license agreement and any renewal thereof by the Company for its Registered Office or any other purpose as the Company may think fit in its absolute discretion on such terms and condition as deemed fit by the Board of Directors of the Company and M/s. Eyelid Infrastructure Private Limited and as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT no further approval shall be required for renewal of the leave and license agreement on the same terms and conditions from time to time.

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."

Certified True Copy  
For Onelife Capital Advisors Limited

  
Pandoo Prabhakar Naig  
Managing Director  
DIN: 00158221



Flat No 62, Building 7, SSS Nagar,  
Flank Road, Mumbai -400037.

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**Certified True Copy of the Explanatory Statement, in respect of the Special Resolution, forming part of the Notice of Postal Ballot dated January 15, 2015**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

## **Item 1: Approval for related party transaction**

The Registered office of the Company was situated at 96-98, Mint Road, Mumbai -400 001. The premises of the registered office of the Company was on Leave & License basis between the Company and Mint Street Estates Pvt Ltd. Since, there was a change in the ownership and management of Mint Street Estates Pvt Ltd, the leave & License agreement was terminated. The management urgently needed a new place where suitable changes could be made to accommodate the existing furniture & fixtures owned by the Company. Also since the Company was occupying an independent premise, the Company preferred to have a similar building with/ without any changes. Such arrangement was easily and readily available with M/s. Eyelid Infrastructure Private Limited, a Company in which Mr. Pandoo Naig is a shareholder and Director. The premises of M/s. Eyelid Infrastructure Private Limited is well furnished and situated in Vile Parle (W), and in ready to use condition which will save the shifting time of the Company. M/s. Eyelid Infrastructure Private Limited has further agreed to allow our Company for suitable changes in the premises as per our requirements for which necessary expenditure will be borne by the our Company.

As Mr. Pandoo Naig, Managing Director is also Director and shareholder of M/s. Eyelid Infrastructure Private Limited therefore he is a related party within the meaning of section 2(76) of the Companies Act 2013. According to Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 the Company requires approval of the shareholders by way of special resolution for entering into related party transaction. Even though the transaction with M/s. Eyelid Infrastructure Private Limited is on arms length basis and prevailing market price and in normal course of business the Board thought it prudent to obtain approval of the shareholders for the transaction as a measure of abundant precaution

The Company accordingly proposes this resolution for the consideration and approval of the Members. **Mr. Pandoo Naig, Managing Director of the Company is a Director and Mr. Prabhakar Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) are therefore interested in the above transaction thus are prohibited to vote as per the provisions of Section 188 of the Act, through Postal Ballot for passing the Special Resolution as set out in the above Notice.**





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The information required under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1.	Name of the Related Party	M/s. Eyelid Infrastructure Private Limited																																						
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. PandooNaig - Managing Director Mr. PrabhakarNaig - Executive Chairman & Whole Time Director																																						
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	<table border="1"><tr><td>1.</td><td>Address of the premises</td><td colspan="2">307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai -400049</td></tr><tr><td>2.</td><td>Area</td><td colspan="2">117.40 SQ. Mtrs.</td></tr><tr><td>3.</td><td>Duration of the Agreement</td><td colspan="2">Upto 31<sup>st</sup> March, 2018</td></tr><tr><td>4.</td><td>Date of Agreement</td><td colspan="2">15<sup>th</sup> January, 2015</td></tr><tr><td>5.</td><td>Effective date</td><td colspan="2">5<sup>th</sup> March, 2015</td></tr><tr><td>6.</td><td>Refundable security Deposit paid</td><td colspan="2">Rs. 4.00 Cr</td></tr><tr><td>7.</td><td>Initial Monthly Rent</td><td colspan="2">Rs. 9500 Per Month</td></tr><tr><td>8.</td><td>Increase in monthly rent</td><td colspan="2">Nil</td></tr><tr><td>9.</td><td>Usage of the premises</td><td colspan="2">Regd. Office of the Company or any other purpose as the company may think fit in its absolute discretion.</td></tr></table>			1.	Address of the premises	307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai -400049		2.	Area	117.40 SQ. Mtrs.		3.	Duration of the Agreement	Upto 31 <sup>st</sup> March, 2018		4.	Date of Agreement	15 <sup>th</sup> January, 2015		5.	Effective date	5 <sup>th</sup> March, 2015		6.	Refundable security Deposit paid	Rs. 4.00 Cr		7.	Initial Monthly Rent	Rs. 9500 Per Month		8.	Increase in monthly rent	Nil		9.	Usage of the premises	Regd. Office of the Company or any other purpose as the company may think fit in its absolute discretion.	
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4.	Payments	Advance deposit of Rs.4 crores		
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	-		

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For Onelife Capital Advisors Limited



Pandoo Prabhakar Naig

Managing Director

DIN: 00158221

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