

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd Off: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037 Email id: cs@onelifecapital.in; Web.: www.onelifecapital.in

February 17, 2016

Corporate Relationship Department,
BSE Limited,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex,
Mumbai - 400 051

Dear Sir/ Madam,

Ref: BSE code: 533632; NSE Symbol: ONELIFECAP; ISIN: INE912L01015

Sub.: Proceedings of the declaration of results of the resolutions passed through postal ballot and e-voting for the postal ballot notice dated 11th December, 2015 by M/s. Onelife Capital Advisors Limited.

With reference to the captioned subject, enclosed herewith please find the proceedings of the declaration of results declared on 13th February, 2016, of the resolutions passed through postal ballot and e-voting for the postal ballot notice dated 11th December, 2015 by M/s. Onelife Capital Advisors Limited for your kind record.

Thanking you.

Yours faithfully,

For Onelife Capital Advisors Limited



Priyanka Rawat

Company Secretary & Compliance Officer



Encl.: a/a.

HELD AT Mumbai ON 13/02/2016 TIME 04.00pm.

MINUTES OF THE DECLARATION OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT AND E-VOTING BY ONELIFE CAPITAL ADVISORS LIMITED ON SATURDAY, 13TH FEBRUARY, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 307, RAUT LANE, OPP. ISKCON VILE PARLE (W) MUMBAI -400049.

Mr. T.K.P. Naig, Chairman and Whole Time Director for the Company.

Background

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendment, modification or re-enactment thereof), the Postal Ballot Notice dated 11th December, 2015 was sent to the members of the Company for passing Special Resolutions by Postal ballot. The dispatch of the aforesaid notice to the members of the Company was completed on 11th January, 2016.

The Board of Directors in their meeting held on 11th December, 2015 appointed CS Mukesh Siroya, Proprietor, M Siroya & Company, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner. The Notice of Postal Ballot along with the postal ballot forms and self addressed business reply envelopes were sent to members and other concerned persons through registered post/email. Members were advised to carefully read the instruction before casting their votes and were also advised to return the duly completed postal ballot forms in the attached self addressed envelope, so as to reach the scrutinizer not later than 05.00 p.m. on 12th February, 2016.

It was informed that, an advertisement regarding the dispatch of Postal Ballot Notice along with the Postal Ballot forms and containing all the matters as required under the Companies Act, 2013 and relevant rules was published in "The Free Press Journal" and "Navshakti" on 13th January, 2016.

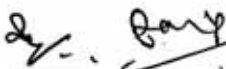
On the basis of the Scrutinizers Report, Mr. T.K.P. Naig, Chairman & Whole Time Director of the Company declared the results of the postal ballot /E-voting.

On the Basis of the report of E-voting and poll results submitted by Scrutinizer, all the resolution(s), as mentioned in the postal Ballot Notice dated 11TH December , 2015 have been passed as Special resolutions as follows:

Item No. 1

SPECIAL RESOLUTION: ALTERING THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO) FOR WHICH AMOUNT WAS RAISED

"RESOLVED THAT pursuant to Section 27, 13 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), Rule 32 of The Companies (Incorporation) Rules, 2014, Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, read with other applicable Rules made thereunder, SEBI (Issue of Capital and Disclosure) Regulations, 2009 ("ICDR"), the Listing Regulations, 2015 and any amendment/modification thereof, from time to time, and subject to such approvals, permissions, sanctions and consents as may be required from such authorities concerned, consent/approval/ratification of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter to be referred to as the "Board", which expression shall include any Committee thereof) to alter/modify/change the objects as mentioned in the Prospectus dated 10th October, 2011 which were subsequently modified to "(i) Acquisition of Corporate Office/land/buildings/immovable property(ies)/office premises or any combination thereof and at such cost and expenses as the Board may decide PROVIDED HOWEVER THAT from out of the unutilized IPO proceeds, a sum not exceeding Rs 26.278 crores shall be utilized for these purposes and (ii) General Corporate purposes Rs 8.976 crores, pursuant to the approval of the members of the Company by way of Postal Ballot, results of which was declared on 23rd January, 2014".



CHAIRMAN'S INITIALS

HELD AT Mumbai ON 13/02/2016 TIME 04.00 pm

RESOLVED FURTHER THAT the aforesaid objects be and are hereby further altered by the following objects as a result of which the balance IPO proceeds of Rs. 2625 lakhs is allocated for the following Objects viz.

- (i) *IPO proceeds of Rs. 2430 lakhs is used for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company may decide from time to time; and*
- (ii) *IPO proceeds of Rs. 195 lakhs be used for the renovation/addition in the Premises where Company's Registered Office is presently situated "*

RESOLVED FURTHER THAT in case of non receipt of approval of the concerned regulatory(ies)/authority(ies), Board of Directors be and are hereby further authorized to transfer/assign/sell the rights/interest to other acquirer(s)/buyer (s) with such terms and condition and consideration as may be approved by the Board of Directors and the acquirer(s)/buyer (s) and no further approval (s) is required from members.

RESOLVED FURTHER THAT the dissenting shareholders viz. those shareholders who do not agree to the proposal to alter/vary the objects for which IPO proceeds were to be deployed, shall be given an exit offer by Mr. Pandoo Naig, Promoter and Managing Director of the Company at exit price as per guidelines prescribed/to be prescribed by the Securities and Exchange Board of India.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable, for giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard and to authorize to sign and execute all necessary documents(s), application(s), returns, letters and writings as may be necessary in respect thereof.

RESOLVED FURTHER THAT Mr. Pandoo Naig, Managing Director, be and is hereby authorized to file necessary documents with Registrar of Companies and such other statutory and other authorities as may be required and to do all such acts, deeds, and things which may be necessary to give effect to the aforesaid resolution."

Result

Particulars	Number of Valid			Number of Votes contained			Percentage
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	19	5	24	2275	9960217	9962492	100%
Assent	18	4	22	1385	9960009	9961394	99.99%
Dissent	1	1	2	890	208	1098	0.01%
Abstained	-	-	-	-	-	-	-
Total	19	5	24	2275	9960217	9962492	100%

Outcome: Resolution passed with requisite majority

HELD AT Mumbai ON 13/02/2016 TIME 04.00 pm

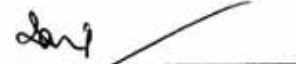
The information required under Companies (Prospectus and Allotment of Securities) Rules, 2014 including any modifications or re-enactment thereof as amended from time to time are furnished hereunder:

1.	The Total money raised	Rs. 3685 Lakhs
2.	The Total Money utilised for the objects of the Company stated in the prospectus and extent of achievement of the proposed objects	Rs. 1060 Lakhs which constitutes 28.77% of achievement of the proposed objects
3.	The unutilised amount out of the money so raised through prospectus	Rs. 2625 Lakhs
4.	The particulars/terms of the proposed alteration or change in the object	<p>i) IPO proceeds of Rs. 2430 lakhs is used for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company may decide from time to time. and</p> <p>ii) IPO proceeds of Rs. 195 lakhs be used for the renovation/addition in the Premises where Company's Registered Office is presently situated"</p>
5.	The reason and justification for the alteration or change in objects	<p>The Company raised IPO proceeds in the month of September – October, 2011 for the objects stated in the prospectus dated 10th October, 2011. Immediately thereafter SEBI started the investigations for utilization of IPO proceeds and directed the Company not to proceed further till the investigations are over. SEBI passed the final order on 30th August, 2013 and directed the Company to bring back the money so raised. The Company received back all the IPO proceeds as per the direction of the SEBI. In the changed circumstance, the Company changed the Object which was stated in the prospectus dated 10th October, 2011 by way of Postal Ballot, results of which was declared on 23rd January, 2014. Further in accordance with the objects, the Board of Directors utilized Rs. 900 Lakhs for acquiring the property by way of purchase of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited, Leaving Balance IPO amount of Rs. 2625 Lakhs.</p> <p>The Management of OCAL in their wisdom viewed financial and related business activities as an appropriate opportunity in the best interests of the Company. After due deliberation, discussion and as advised/recommended by the Audit Committee, the Board of OCAL in its Board Meeting held on 10th September, 2015 decided to acquire 100% Equity shares of Purple India Holdings Limited (PIHL) with its all rights and obligations subject to regulatory and other necessary approvals. PIHL has signed Share Purchase Agreement (SPA) to acquire majority shareholding of Destimoney Securities Private Limited ("DSPL"). Destimoney Distribution and Advisory Services Private Limited ("DDASPL"), Destimoney Commodities Private Limited ("DCPL") and Sarsan Securities P Ltd. ("SARSAN") are group Companies of DSPL and the majority shareholders of DDASPL, DCPL and SARSAN have signed SPA to sale of their 100% shareholding to PIHL.</p>

HELD AT

Mumbai

ON 13/02/2016 TIME 04.00 pm.

		IPO proceeds of Rs. 2430 Lakhs is utilized for acquisitions of Equity shares as mentioned above and/or repayment of debt and/or working capital and/or any combinations thereof of PIHL, DDASPL, DCPL, SARSAN and DSPL.
		The Board of OCAL took various factors into consideration with respect to justification of the above investments as a whole after considering the existing market share of business, Professional management, technology, customer base, branches, franchisees etc. to establish in the present form & condition and future potentials involved in the businesses of the above entities. Thus by making a single acquisition of PIHL, OCAL will be in the position to have a presence in the above four key business segments in the financial sector. The leg-up time to enter and get stabilized in these businesses is expected to be an advantage to OCAL through the said investment.
6.	The amount proposed to be utilized for the new object	Rs. 2625 Lakhs.
7.	The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company	After the above utilization of the IPO proceeds, the overall consolidated earnings and cash flow of the Company is expected to improve in the long term either directly or through its subsidiaries. This is a strategic long term investment and may or may not necessarily give good return on investment immediately.
8.	The other relevant information which is necessary for the member to take an informed decision on the proposed resolution	As mentioned in the notice and explanatory statement which is available on Company's website i.e. www.onelifecapital.in .
9.	The place from where any interested person may obtain a copy of the notice of the resolution to be passed	Registered office of the Company and Company's website i.e. www.onelifecapital.in
10.	The original purpose or object of the Issue	The objects for which the amount was raised, as stated in the Prospectus dated 10 th October, 2011 were: (i) Purchase of Corporate Office at Mumbai – Rs 700.00 Lakhs (ii) Development of Portfolio Management Services - Rs. 1157.80 Lakhs (iii) Brand building – Rs. 770.00 Lakhs (iv) General Corporate purposes – Rs. 897.60 Lakhs and (v) Issue expenses – Rs. 159.60 Lakhs The above object was further altered/modified/changed and approved by the members of the Company by way of Postal Ballot, results of which were declared on 23 rd January, 2014 as follows: (i) Acquisition of Corporate Office/land/buildings/immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide PROVIDED HOWEVER THAT from out of the unutilized IPO proceeds, a sum not exceeding Rs 2628 lakhs shall be utilized for these purposes and (ii) General Corporate purposes Rs 898 lakhs.
11.	The proposed time limit within which the proposed varied objects would be achieved	Upon obtaining requisite approvals as may be required. 

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12.	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	As mentioned in the notice and explanatory statement which is available on Company's website i.e. www.onelifecapital.in .
13.	The risk factors pertaining to the new objects	Regulatory approvals, Market Conditions, Performance of economy at the country and global levels, Regulatory controls etc. that may come in future, Human resources, Unforeseen circumstances inspite of Best efforts, Ability to mobilize increase to working capital and such other resources in due course, Returns on investment being of a long term nature and pertaining to the future.
14.	Name of the Director who voted against the proposed variation/alteration	None of the Directors present at the meeting held on 10 th September, 2015 had voted against the proposed variation/alteration.

Item No. 2

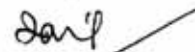
SPECIAL RESOLUTION: APPROVAL FOR MAKING INVESTMENTS, PROVIDING LOANS, GUARANTEES AND SECURITIES BEYOND THE PRESCRIBED LIMITS:

"RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."



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Result:

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Abstained	-	-	-	-	-	-	-
Total	19	5	24	2275	9960217	9962492	100%

Outcome: Resolution passed with requisite majority.

Date of Entry: 13.02.2016

Place: Mumbai

Date of Signing: 13.02.2016

Place: Mumbai


Chairman