

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT 10.30 A.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**1 - Adoption of Financial Statements:****To receive, consider and adopt:**

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 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 31st March, 2016 and the Report of the Auditors thereon.

2 - Appointment of a Director:

To appoint a Director in place of Mr. T.K.P. Naig (DIN: 00716975), who retires by rotation and being eligible, offers himself for re-appointment.

3 - Ratification of appointment of Auditors:

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

“RESOLVED THAT pursuant to the Section 139 and other applicable provisions if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time 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 M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) as Auditor of the Company to hold office until the conclusion of Annual General Meeting to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:**4 - Approval for Re-appointment of Mr. Pandoo Naig (DIN 00158221), as a Managing Director of the Company:**

To Consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED pursuant to the provisions of sections 196,197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013,schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force),pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Mr. Pandoo Naig as the

Managing Director of the Company for the further period of 5 years w.e.f. 2nd December, 2016 till 1st December, 2021, on the terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pandoo Naig.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment.”

5 - Approval for Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as a Chairman of the Company.

Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of sections 196,197, 198 and other applicable provisions, if any, of the Companies Act, 2013,schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force) and pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for the further period of 5 years w.e.f. 2nd December, 2016 till 1st December, 2021, on such terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. T.K.P. Naig.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment.”

6- Approval of Related Party Transaction:

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

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under and in terms of Regulation 23 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (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 related parties for acquiring share in the subsidiaries

and step down subsidiaries as follows:

1. To acquire/purchase 3838057 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Gas Energy & Infrastructure Limited, ("Subsidiary Company") at a rate of Rs. 5 per shares amounting to Rs. 19,190,285/-;
2. To acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up in M/s. Goodyield Farming Limited, ("Step Down Subsidiary Companies") at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-;
3. To acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up in M/s. Good Yield Fertilizers and Pesticides Private Limited ("Step Down Subsidiary Companies"), at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-

in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company.

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 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."

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig
Executive Chairman
DIN No. 00716975

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 13th August, 2016

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from, Saturday 24th September, 2016 to Friday, 30th September, 2016 (both the days inclusive).**
5. The members are requested to:

Intimate to the Company's Registrars and Share Transfer Agents, Karvy Computer Share Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032, India (for shares held in physical form) and to their Depository Participant (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
6. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
7. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
8. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
9. To note that no gift or gift coupons will be distributed at the meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
12. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.

15. The Ministry of Corporate Affairs, Government of India has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
17. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Company has designated an exclusive email ID called redressal@onelifecapital.in for redressal of shareholders’ complaints/grievances. In case you have any complaints/grievances; please write to us at redressal@onelifecapital.in or cs@onelifecapital.in Notice of the Meeting is also available on website of the company i.e. www.onelifecapital.in.
19. Members may also note that the Notice of the Ninth AGM and AnnualReport 2016will be available on the Company’s website www.onelifecapital.in. The physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at cs@onelifecapital.in
20. The shares of the Company are listed at the **BSE Limited**, Mumbai, Phiroze Jeejeeboy Towers, Dalal Street, Mumbai – 400 001 and **National Stock Exchange**, Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The Listing fees have been paid in time for the year ended 31st March, 2016.
21. The relative explanatory statement pursuant to section 102 of the companies act 2013 setting out material facts concerning the business under item No.4, 5 and 6 of the notice is annexed hereto .The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation, of the person seeking appointment-reappointment as Director under item No 2, 4 and 5 the notice are also annexed as **Annexure: A**.
22. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and ends on Thursday, 29th September, 2016 at 05.00 p.m. and in addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members

attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. In through Central Depository Services (India) Limited (CDSL).

Procedure for Remote E-VOTING:

The e-voting facility is available at the link www.evotingindia.com

The e-voting facility will be available during the following voting period:

Start Date & Time End Date & Time:

Tuesday, 27th September, 2016 at 09.00 a.m. to Thursday, 29th September, 2016 till 5.00 p.m.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September, 2016 at 09.00 a.m. and ends on Thursday, 29th September, 2016 till 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. In case of Members receiving e-mail:

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. • Any person who becomes member of the company after the dispatch of the notice and holds shares of the company as on the cut off date i.e. 23rd September, 2016 and whose PAN is not registered with the

	company may obtain the sequence number detail by writing to the company at csonelife@gmail.com or contact the Compliance Officer.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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 (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **OneLife Capital Advisors Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

- (a) Please follow all steps mention above to cast vote.
- (b) In case you have any queries or issue regarding e-voting, you may refer the frequently asked questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- a. The e-voting period commences on 27th September, 2016 at 9.00 a.m. till 29th September, 2016 at 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 23rd September, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- c. The Board of Directors of the Company has appointed Mr. Mukesh Siroya, Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website: www.onelifecapital.in and on the website of CDSL: www.cdslindia.com within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

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 is H.S.C in science passed from S.S.P.M from Pune University. 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 25thSeptember, 2013 has appointed Mr. Pandoo Naig as a Managing Director of the Company for a period of 3 (three) years. His term of office as Managing Director expires on 1stDecember,, 2016. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13thAugust,, 2016, subject to necessary approval of shareholders, has approved there-appointment Mr. Pandoo Naig as Managing Director for a further period of 5 years with effect from 2ndDecember,2016 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. 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, 2016 till December 1, 2021 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. T.K.P. 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. T.K.P. Naig as an 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 25thSeptember,, 2013 has appointed Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for a period of 3 (three) years. His term of office expires on December 1, 2016. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13thAugust, 2016,subject to necessary approval of shareholders, has approved the re-appointment Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for a further period of 5 years with effect from 2ndDecember2016on 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. T.K.P. 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. T.K.P. Naig as a Executive Chairman and Whole Time Director of the Company for a period of 5 years with effect from 2ndDecember, 2016 till 1stDecember , 2021 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. T.K.P. Naig aged 67 years for the further period of five years as Whole Time Director designated as Executive Chairman will complete the age of seventy years in the upcoming years. Therefore, for such appointment required to be taken by way of Special Resolution.

Mr. T.K.P. 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 30 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 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. T.K.P. Naig as Whole Time Director designated as an Executive Chairman of the Company.

Mr. T.K.P. 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:

The provisions of Section 188 (1) of the Companies Act, 2013 ["Act"] which governs the related party transactions require a company to obtain prior approval of the Board of Directors and in certain cases the prior approval of shareholders is also required to be sought by way of an Ordinary Resolution.

First Proviso to Section 188(1) provides that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions not exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by way of an Ordinary Resolution.

Second Proviso to Section 188(1) provides that no member of the company shall vote on such ordinary resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party:

Third Proviso to Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") provides as under:

Regulation 23 (1), the listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions:

Explanation:- A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Regulation 23(4): All material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

The Proposal:

1. Presently, M/s. Onelife Gas Energy & Infrastructure Limited ("Onelife Gas") is a subsidiary of Onelife Capital Advisors Limited ("OCAL"/"Company") with 50.72% shareholding. It is proposed to acquire 3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90,285, constituting 30.64%, from related parties in addition, the Company also propose to acquire the remaining shareholding of 18.64 % from the other unrelated parties. Post this,

Onelife Gas will become a wholly owned subsidiary of the Company;

2. It is proposed to acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up in M/s. Goodyield Farming Limited (“GFL”), a 73.46% subsidiary of Onelife Gas at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-. Post this, GFL will become a wholly owned subsidiary of the Company; and
3. It is proposed to acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up in M/s. Good Yield Fertilizers and Pesticides Private Limited (“GFPPPL”), at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-. This constitutes 100% of its shareholding thus making it a wholly owned subsidiary of the Company. Presently, it is 65% owned by GFL.

The other shareholders of this Company are promoters/related to promoters of the Company and therefore the transactions are considered as related party transactions. The Audit Committee and the Board of Directors at their respective meetings held on 13th August, 2016, approved these transactions subject to the approval of the Shareholders. Therefore, it is proposed to seek approval of the members to these transactions.

The proposed transactions are in the ordinary/normal course of Business and at arm’s length basis, based on valuation arrived by the independent valuers. However, Regulation 23 of the SEBI LODR, it is necessary to obtain members approval to all material related party transactions.

The Company accordingly proposes this resolution for the consideration and approval of the members. Mr. Pandoo Naig, Managing Director of the Company and Mr. T.K.P Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) and their close relatives are members in GFL and GFPPPL and Mr. TKP Naig and his relatives are members in Onelife Gas and therefore both of them are interested in the above transaction thus are prohibited to vote as per the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI LODR for passing ordinary resolution as set out in the above notice.

Save and except Mr. Pandoo Naig and T.K.P Naig and their relatives, to the extent of their shareholding interest in the Company and respective shareholding in the companies to be acquired, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Audited Financial Statement of the Subsidiary M/s. Onelife Gas Energy & Infrastructure Limited (Onelife Gas”), Step Down Subsidiary M/s. Goodyield Farming Limited and (“GFL”) and Good Yield Fertilizers and Pesticides Private Limited (“GFPPPL”) for last three years and the valuation report from Independent valuer is available at the Registered Office of the Company for inspection by any member of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM).

The information required under Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or re-enactment thereof as amended from time to time is furnished hereunder:

Sl. No.	Disclosures Required	Onelife Gas Energy & Infrastructure Limited (Onelife Gas”)	Goodyield Farming Limited (“GFL”)	Good Yield Fertilizers and Pesticides Private Limited (“GFPPPL”)
1.	Name of the Related Party	(1) Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3)Mrs. Anandhi Naig; (4) Mrs. Sowmya Gautam Deshpande;	(1) Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3) Mrs. Radhabai Naig; (4) Mrs. Anandhi Naig; (5) Mrs. Sowmya	(1)Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director and (3) Goodyield Farming Limited(“GFL”)

		(5) Mr. Gautam Deshpande and (6) Good Yield Fertilizers and Pesticides Private Limited (“GFPPPL”)	Gautam Deshpande; (6) Mr. Gautam Deshpande and (7) Onelife Gas Energy & Infrastructure Limited (Onelife Gas”)	
2	Name of the director or key managerial personnel who is related if any and nature of relationship	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 6.91% shares and his relatives hold 22.72% in Onelife Gas. Mr. Naig is a member of GFPPPL which holds 1.01% shares in Onelife Gas. Mr. Pandoo Naig – Managing Director of the Company is a member of GFPPPL which holds 1.01% shares in Onelife Gas. Further his relatives as described herein above holds 22.72% shares in Onelife Gas. (Son of Mr. T .K.P. Naig)	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 14.46% shares and his relatives hold 12.07% in GFL. Mr. Pandoo Naig – Managing Director of the Company holds 12.07% shares and his relatives hold 14.46% shares in GFL. (Son of Mr. T .K.P. Naig)	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 30% shares and his relative holds 5% in GFPPPL. Further, Mr. T.K.P. Naig is a member of GFL which holds 65% shares in GFPPPL. Mr. Pandoo Naig – Managing Director of the Company holds 5% shares and his relative holds 30% shares in GFPPPL. Further, Mr. Pandoo Naig is a member of GFL which holds 65% shares in GFPPPL. (Son of Mr. T .K.P. Naig)
3	Nature, material terms, monetary value and particulars of the contract or arrangement	Presently, M/s. Onelife Gas Energy & Infrastructure Limited (“Onelife Gas”) is a subsidiary of Onelife Capital Advisors Limited (“OCAL”/”Company”) with 50.72% shareholding. It is proposed to acquire further 3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90,285, from (1) Mr. T.K.P. Naig (6.91%); (2) Mrs. Anandhi Naig (2.56%); (3) Mrs. Sowmya Gautam Deshpande (16.77%); (4) Mr. Gautam Deshpande (3.39%) and (5) GFPPPL (1.01%) constituting 30.64% of the total share capital of Onelife Gas. Along with this the remaining 18.64 % of shareholding from	It is proposed to acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Goodyield Farming Limited, presently a 73.46% subsidiary of Onelife Gas, at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-. Post this, GFL will become a wholly owned subsidiary of the Company. These shares are proposed to be acquired from (1) Mr. Pandoo Naig (12.07%); (2) Mr. T.K.P. Naig (14.46%); (3) Mrs. Radhabai Naig (1 Share); (4) Ms. Anandhi Naig (2 Share); (5) Mrs. Sowmya Gautam Deshpande (1 Share);	It is proposed to acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Good Yield Fertilizers and Pesticides Private Limited, presently a 65% subsidiary of GFL, at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-. Post this, GFPPPL will become a wholly owned subsidiary of the Company. These shares are proposed to be acquired from (1) Mr. Pandoo Naig (5%); (2) Mr. T.K.P. Naig (30%); and (3) Goodyield Farming Limited (“GFL”)(65%) constituting 100% of

		unrelated parties is also acquired by the Company.	(6) Mr. Gautam Deshpande (1 Share) and Onelife Gas (73.46%) constituting 100% of the total share capital of GFL.	the total share capital of GFPPL.
4	*Payments	3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90, 285.	188400 equity shares of Rs. 10 each @ Rs. 10 per share amounting to Rs. 18,84,000.	10000 equity shares of Rs. 10 each @ Rs. 10 per share amounting to Rs. 1,00,000.
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	After this acquisition, the total shareholding of the Company in Onelife Gas will reach 100%, thus it will become a wholly owned subsidiary of the Company.	<p>i. After this acquisition, the total shareholding of the Company in GFL will be 100% thus it will become a wholly owned subsidiary of the Company.</p> <p>ii. Goodyield Farming Ltd is having income tax demand for AY 2013-14 of Rs. 934 Lakh and appeal is pending before CIT (A)-2 Mumbai.</p>	After this acquisition, the total shareholding of the Company in GFPPL will be 100% thus it will become a wholly owned subsidiary of the Company.

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

**T.K.P. Naig
Executive Chairman
DIN No. 00716975**

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

**Date: 13/08/2016
Place: Mumbai**

Annexure A:

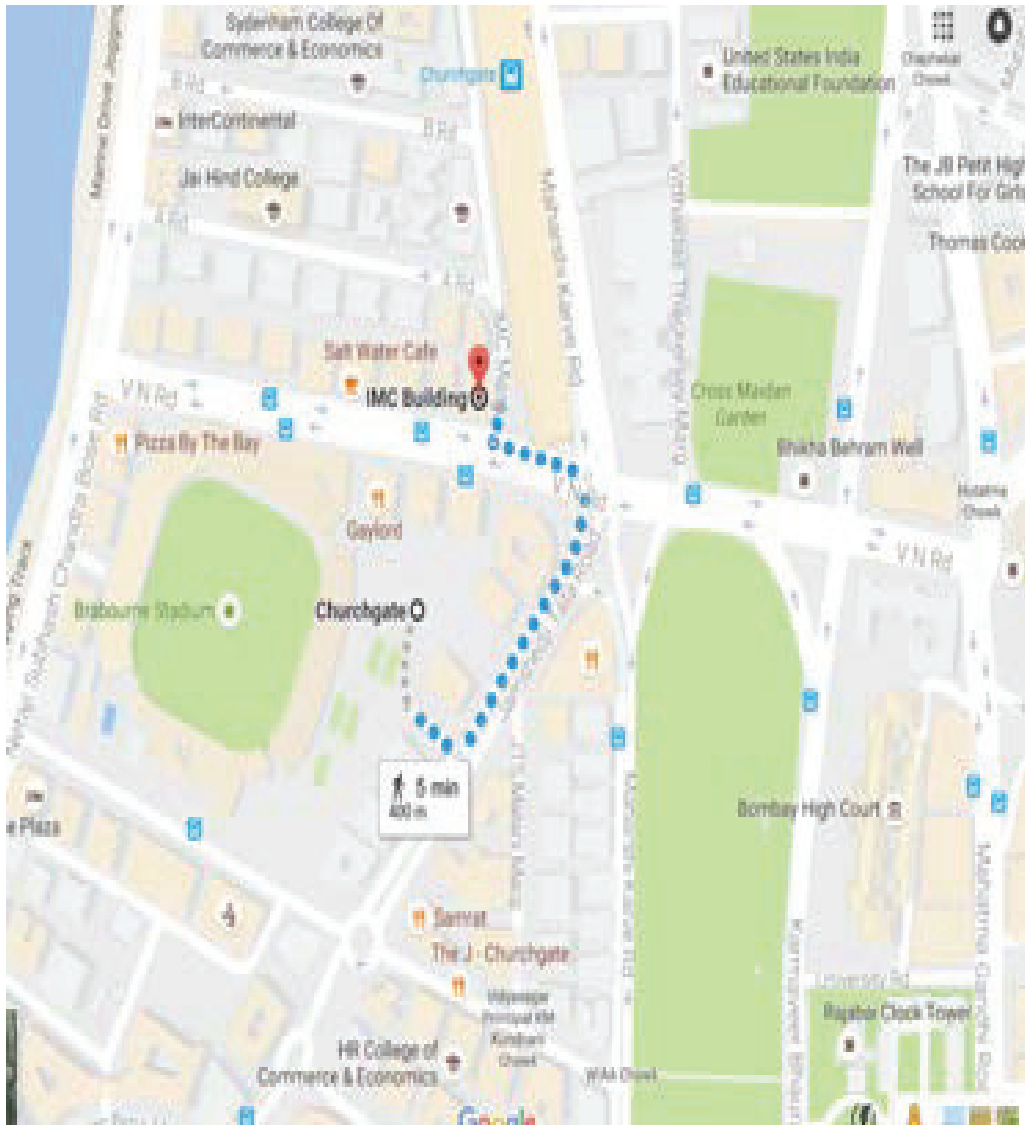
Details of the Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on 30th September, 2016 (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Directors	Mr. Pandoo Naig	Mr. T.K.P. Naig
Date of Birth	15/04/1981	20/01/1949
Age	35 years	67 years
Date of Appointment	02 nd December, 2010	02 nd December, 2010
Relationship with the Directors and Key Managerial Personnel	Son of Mr. T.K.P. 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 st March, 2016	Nil	Nil
Chairman /Member of the Committee of the Board of Directors as on 31 st March, 2016		
a) Audit Committee	1	Nil
b) Nomination And Remuneration Committee	Nil	Nil
c) Stakeholder's Relationship Committee	Nil	Nil
d) Other Committee	1	Nil
Number of shares held in Company as on 31 st March, 2016	3055000	6905000

Note:

- Detailed profile of the above Directors is given as part of the Annual Report. 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 2015-2016 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.

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF M/s. ONELIFE CAPITAL ADVISORS LIMITED



ATTENDANCE SLIP

ONELIFE CAPITAL ADVISORS LIMITED

Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name and Address of the member:

Name(s) of Joint Member(s), if any:

Registered Folio No.:

No. of Shares held:

Client ID No.:

DP ID No.:

(Please write your name in BLOCK Letters)

I/We hereby record my/our presence at the 9th Annual General Meeting of the Company schedule to be held at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Friday, 30th September, 2016 at 10.30 a.m.

Signature of First holder/Proxy/ Authorised Representative
(To be signed at the time of handing over this slip)

NOTES:

- 1. Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting.**
- 2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.**

=====

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

EVEN	USER ID	PASSWORD

#Since, you have not registered/updated your PAN with the Company/Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

***Please use your actual PAN, if you have already registered/updated your PAN with the Company/Depository Participant. For detailed e-voting instructions, please refer Notice of the Annual General Meeting.**

ONELIFE CAPITAL ADVISORS LIMITED
Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049
Form No. MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L74140MH2007PLC173660
Name of the Company: ONELIFE CAPITAL ADVISORS LIMITED
 Registered office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
--

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:..... or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 10.30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

To receive, consider and adopt the:

1. Adoption of Financial Statements:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.

2. Re-appointment of Mr. T.K.P. Naig (DIN: 00716975) as a Director of the Company;

3. Ratification of the appointment of M/s. Khandelwal Jain & Co, Statutory Auditors and to fix their remuneration;

4. Re-appointment of Mr. Pandoo Naig (DIN 00158221), as Managing Director of the Company;

5. Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as Chairman of the Company;

6. Approval of Related Party Transaction;

Signed this..... day of..... 2016

 Signature of shareholder

 Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.