

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

28th September, 2017

To

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai- 400 001

Ref: BSE code: 533632

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

NSE Symbol: ONELIFECAP

Subject: Proceeding of the 10th Annual General Meeting as per Regulation 30(2) of SEBI (LODR) Regulation 2015 held on Wednesday, 27th September, 2017 at 10.00 a.m. At IMC Building, IMC Marg, Churchgate, Mumbai - 400020

Dear Sir/ Madam,

With reference to the captioned subject, enclosed herewith please find the Proceedings of the 10th Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 10.00 a.m. for your records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For Onelife Capital Advisors Limited



CS Priyanka Rawat
Company Secretary & Compliance Officer



Encl.: a/a.

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PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF ONELIFE CAPITAL ADVISORS LIMITED HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017 AT 10.00 A.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020

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PRESENT:

Mr. T.K.P Naig	- Executive Chairman & Whole Time Director
Mr. Pandoo Naig	- Managing Director
Mr. Ram Narayan Gupta	- Independent Director
Ms. Sonam Jain	- Independent Director
Mr. Amol Autade	- Independent Director

IN ATTENDANCE:

Ms. Priyanka Rawat	- Company Secretary
Mr. Shidharth Kala Khandelwal Jain & Co.	- Representative of Statutory Auditor
Mr. G.S. Toshniwal G.S. Toshniwal & Associates	- Internal Auditors
Mr. Mukesh Siroya Practicing Company Secretary	- Scrutinizer

CHAIRMAN OF THE MEETING:

Mr. T.K.P Naig, the Chairman of the Board was requested to occupy the chair. He then extended a warm welcome to the members present in the meeting.

QUORUM:

CS Priyanka Rawat, Company Secretary ("CS") informed that as on the cutoff date i.e. 20th September, 2017 there were 5210 shareholders of the Company, therefore the requirement for the quorum shall be thirty (30) members personally present at the meeting.

She has considered the quorum and informed the Chairman that since there are Thirty Five (35) shareholders i.e. the requisite quorum for the Meeting was present, the proceedings of the Meeting commenced.



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Leave of absence was granted to Mr. Mahendra Salunke-Independent Director of the Company by the Chairman with the consent of the members present at the Meeting.

The Chairman delivered the Chairman Speech and informed the members about the business operations of the Company. He further instructed the Company Secretary to proceed for the Annual General Meeting ("AGM").

Company Secretary informed the members that as required under the Companies Act, 2013 ("Act") and Listing Regulation 2015, the Company had provided e-voting facility to its shareholders which had commenced from 24th September, 2017 (09.00 a.m.) till 26th September, 2017 (05.00 p.m.).

The facility of voting through poll was also been made available to the members who attend the AGM and who had not already cast their votes by E-voting.

The Chairman had informed that the Company had appointed Mr. Mukesh Siroya, M Siroya & Co. Practicing Company Secretaries as the Scrutinizer to scrutinize the entire voting process.

Then following items of business as set out in the Notice convening the AGM were put for members approval were read by the Company Secretary at the meeting.

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

Resolution Type: Ordinary Resolution

To receive, consider and adopt:

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 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, 2017 and the Report of the Auditors thereon.



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2. Appointment of a Director:

Resolution Type: Ordinary Resolution

To appoint a Director in place of Mr. Pandoo Naig (DIN: 00158221), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of appointment of Auditors:

Resolution Type: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) be and are hereby re-appointment as Auditor of the Company, to hold office from the conclusion of this 10th Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in 2021 (subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting) and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement out of pocket expenses incurred, in connection with the audit of accounts of the Company.”

SPECIAL RESOLUTION:

4. Approval of Related Party Transaction:

Resolution Type: Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 188 read with Section 179 and 186 of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 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), approval of the Members be accorded to the proposed transaction between the Company and related parties for acquiring shares in the following Companies:



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1. To acquire/purchase 1,94,300 Equity shares of Rs.10/- each fully paid up in M/s. Leadline Software and Trading Private Limited, at a rate of Rs. 10 per shares amounting to Rs. 19,43,000/-
2. To acquire/purchase 42,857 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Ecopower & Engineering Limited at a rate of Rs. 10 per shares amounting to Rs. 4,28,570/-

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 of Directors of the Company be and are 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, subject to the approval of the Members of the Company in the ensuing annual general meeting of the Company."

5. Approval for change in Registered Office of the Company:

Resolution Type: Special Resolution

"**RESOLVED THAT** pursuant to the provisions of section 12 and any other applicable provisions of the Companies Act, 2013 and read with applicable rules of Companies (Incorporation) Rules, 2014, the Registered Office of the Company be and is hereby shifted from its present location at "307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai -400049" To "Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604", which is outside the local limits of city but within the jurisdiction of same Registrar of Companies ("ROC") with effect from 1st October, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

The Chairman directed that the voting shall be done at the meeting through poll by the members who had attended the AGM and who had not already cast their votes by E-voting.



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Company Secretary requested to all the members to drop the poll paper in to the Ballot box. Thereafter the scrutinizer collected all the poll papers. The consolidated e-voting results along with the votes through poll shall be submitted to the Chairman by the Scrutinizer and the Chairman will declare and submit the result to the Stock Exchanges within 48 hours of the conclusion of the AGM and will also be placed on the website of the Company and Karvy.

Further as there were no other business items, thereafter Company Secretary with the permission of the Chair concluded the AGM with the vote of thanks to the Chair.



CS Priyanka Rawat
Company Secretary & Compliance Officer

Date: 28th September, 2017

Place: Mumbai