



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel No.: 022-25833206 Fax: 022-41842228 Email id: cs@onelifecapital.in Web: www.onelifecapital.in

02nd June, 2025

To

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001.

Scrip Code: 533632

National Stock Exchange of India Ltd

Department of Corporate Services
Exchange Plaza,
Bandra- Kurla Complex
Mumbai- 400051

Symbol: ONELIFECAP

Subject: Notice for Extra Ordinary General Meeting (EOGM) of the Company

Dear Sir/Madam,

Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of the members of Onelife Capital Advisors Limited will be held on Tuesday, 24th June, 2025 at 11:30 A.M. through Video Conferencing (VC/Other Audio-Visual Means (OAVM), to transact the business as set out in the notice convening the EOGM.

Please find enclosed the notice of the EOGM, the same will also be made available at the Company's website at www.onelifecapital.in

We provide the following information as per the terms of the Listing Regulation:

Event	Date
Cut-off date for voting on resolutions set out in the Notice	19-06-2025
Date of book closing	17-06-2025 to 24-06-2025
Starting and Ending date & time of voting	21-06-2025 (9.00 AM) to 23-06-2025 (5.00 PM)
Date and time of EOGM/Mode	24-06-2025 at 11.30 AM through Video Conferencing

For Onelife Capital Advisors Limited,

Kajal
Dishank
Shethia

Digitally signed by
Kajal Dishank Shethia
Date: 2025.06.02
18:39:16 +05'30'

Kajal Shethia

Company Secretary & Compliance Officer
A72895

Encl: a/a

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **Onelife Capital Advisors Limited** (the “Company”) will be held on Tuesday, June 24, 2025 at 11:30 AM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) facility to transact the following business:

SPECIAL BUSINESS:

1. Ratification of the Related Party Transaction entered by the company with Dealmoney Real Estate Private Limited during the Financial Year 2024-25:

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services;

(ii) Sharing or usage of each other’s resources and reimbursement of expenses;

(iii) Providing and Availing fund based support including loan / Inter-corporate deposits (‘ICD’), in connection with loans availed and interest and other related expenses; with **Dealmoney Real Estate Private Limited** as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects.”

2. Ratification cum approval of the Related Party Transaction entered by the company with Dealmoney Commodities Private Limited during the Financial Year 2024-25 to buy Step Down Subsidiaries

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of Sections 186 and 188 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), and permission(s) as may be necessary from time to time, and based on the ratification, approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to approve, ratify, regularise, validate, and confirm the Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with Regulation 2(1)(zb) thereof, in the ordinary course of business and at arm’s length basis, during the financial year 2024-25.

RESOLVED FURTHER THAT the shareholders do hereby ratify the Related Party Transaction entered into by the Company for the acquisition of 100% equity shares of the following wholly owned subsidiaries from Dealmoney Commodities Private Limited (DCPL), a material subsidiary and a related party of the Company:

- Dealmoney Real Estate Private Limited, and
- Dealmoney Distribution & E-Marketing Private Limited,

for a total consideration of ₹25 Crores (Rupees Twenty-Five Crores only), as determined on the basis of an independent valuation report, and as approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 29th May 2025, keeping in view the strategic importance of DCPL, its financial condition alongwith its requirement to fulfill the Networth as per the requirement, and the long-term interests of the Company and its stakeholders.

RESOLVED FURTHER THAT a Memorandum of Understanding (MoU) was entered into between the Company and Dealmoney Commodities Private Limited (DCPL) on 30th March 2025 for the proposed acquisition of the above-mentioned step-down subsidiaries, on an urgent basis, in order to enable DCPL to meet the necessary net worth requirement. However, the said transaction shall be consummated and completed only upon receiving the requisite approval of the shareholders in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT the transaction, being a material related party transaction under Regulation 23 of SEBI Listing Regulations, is hereby ratified by the shareholders of the Company, and that none of the related parties as defined under the applicable regulations shall vote on this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion, and to take all such steps and decisions as may be necessary or expedient in connection with the above transaction(s), including the filing of relevant forms and documents with regulatory authorities, and settling any issues, questions, difficulties, or doubts that may arise, without being required to seek further consent or approval of the shareholders.”

3. Approval of Material Related Party Transactions with Family Care Hospitals Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Family Care Hospitals Limited (“FCHL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and FCHL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

4. Approval of Material Related Party Transactions with Dealmoney Commodities Private Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Dealmoney Commodities Private Limited (“DCPL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and DCPL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. Approval of Material Related Party Transactions with Dealmoney Real Estate Private Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Dealmoney Real Estate Private Limited ("DREPL"), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and DREPL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Approval of Material Related Party Transactions with Oodnap Securities Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Oodnap Securities Limited ("OSL"), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and OSL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be

required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. Approval of Material Related Party Transactions with Pran Fertilisers & Pesticides Private Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Pran Fertilisers & Pesticides Private Limited (“PFPPPL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and PFPPPL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

8. Approval of Material Related Party Transactions with DP Engineering & Consulting Private Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with DP Engineering & Consulting Private Limited (“DP Eng”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and DP Eng and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

9. Approval of Material Related Party Transactions with Continental Controls Limited for the FY 2025-2026:

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Continental Controls Limited (“CCL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2025-2026 on such terms and conditions as may be agreed upon between the Company and CCL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

10. Regularization of the appointment of Mr. Nitesh Singh (DIN: 08707310) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR” / “Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Nitesh Singh (DIN: 08707310)**, who was appointed as an Additional and Independent Director of the Company by the Board of Directors **w.e.f. 29th March 2025** pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a **first term of one (1) year up to 28 March 2026.**

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. Regularization of the appointment of Dr. Ranu Jain (DIN: 11012104) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **special resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, **Dr. Ranu Jain (DIN: 11012104)**, who was appointed as an Additional and Independent Director of the Company by the Board of Directors **w.e.f. 29th March 2025** pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a **first term of one (1) year up to 28 March 2026**.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To authorize the Board Of Directors to borrow money/moneys upto an amount not exceeding Rs. 500 Crores for a tenure of 05 Years

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof for the time being in force, and all other applicable Acts, laws, rules, regulations, and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 500,00,00,000/- (Rupees Five Hundred Crore only)** [including the money already borrowed by the Company], for a tenure of **five (05) years** (i.e., from **FY 2025-2026 to FY 2029-2030**), on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and, if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining undischarged at any given time, exceeds the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT out of the aforementioned borrowing limit of Rs. 500 Crores, a recognized loan of **Rs. 15 Crores (Rupees Fifteen Crores only)** is being taken from **Globe Fincap Limited** specifically for the purpose of payment to **Dealmoney Commodities Private Limited** (a **92.02% subsidiary of Onelife Capital Advisors Limited**) as consideration amount towards the acquisition of step-down subsidiaries, namely, **Dealmoney Real Estate Private Limited** and **Dealmoney Distribution and E-marketing Private Limited**.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

13. To authorize the Board Of Directors to make Investments, extend Guarantee, provide Security, make Inter Corporate Loans upto an amount not exceeding Rs. 1000 Crores for a tenure of 05 Years

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or a committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loan(s) in one or more tranches;
- and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Indian Rupees or in any other foreign currency to the Company or other bodies corporate by any banks/financial institutions/bodies corporate and/or any other person, situated within or outside the country;
- and/or to make investment by acquisition, subscription, purchase or otherwise in the securities of any body corporate,

up to a limit of **Rs. 1,000,00,00,000/- (Rupees One Thousand Crores Only)** for a tenure of **five (05) years** (i.e., from **FY 2025-2026 to FY 2029-2030**).

RESOLVED FURTHER THAT out of the aforesaid overall limit of Rs. 1,000 Crores, the following investment amounting to **Rs. 22,84,45,146/- (Rupees Twenty-Two Crores Eighty-Four Lakhs Forty-Five Thousand One Hundred Forty-Six only)** is recognized as being made in the Company’s subsidiaries, through conversion of existing loans given by **Onelife Capital Advisors Limited** into equity shares, thereby constituting investments:

- **Dealmoney Distributors & Advisory Services Private Limited (DDASPL)** – Rs. 8,50,99,378/-
- **Dealmoney Real Estate Private Limited (DREPL)** – Rs. 3,20,00,000/-
- **Eyelid Infrastructure Private Limited** – Rs. 2,20,84,794/-
- **Sarsan Securities Private Limited** – Rs. 8,92,60,974/-

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the

Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

14. To authorize the Board Of Directors to sale shares in Subsidiary Company (Dealmoney Commodities Private Limited)

To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulations 23 and 24(5) and 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to:

the approval of the Securities and Exchange Board of India (SEBI),
the regulatory authorities governing Dealmoney Commodities Private Limited (DCPL),
and the Board and shareholders of Continental Controls Limited (CCL),

consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (which term shall include any Committee thereof or any person(s) authorized by the Board), to sell, transfer, or otherwise dispose of the entire 92.02% equity stake held by Onelife Capital Advisors Limited (“OCAL” or “the Company”) in its subsidiary Dealmoney Commodities Private Limited (“DCPL”) to Continental Controls Limited (“CCL”), an associate company of OCAL, for a consideration based on a fair valuation to be determined by an independent valuer, and such consideration to be discharged by way of cash, share swap, or a combination thereof, on such terms and conditions as may be mutually agreed between the parties and incorporated in the definitive agreements.

RESOLVED FURTHER THAT the Board of Directors (including any committee or person(s) authorized by the Board) be and is hereby authorized to do all such acts, matters, and things as may be necessary, desirable, or expedient to give effect to the foregoing resolution, including finalizing and executing agreements, documents and other writings, seeking regulatory approvals, making filings, and resolving any doubts or clarifications arising in connection with the transaction.”

Registered Office:

Regd. Off: Plot No. A356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West) - 400604, Maharashtra
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in
Tel no.: 022-25833206

For and on behalf of the Board
Onelife Capital Advisors Limited
Sd/-

Mrs. Kajal Shethia
Company Secretary & Compliance Officer
ACS: 72895

Place: Thane

Date: 29th May 2025

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at cs@onelifecapital.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- 1) **Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- 2) **Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on **Saturday, 21.06.2025 (09.00 A.M. IST) and ends on Monday, 23.06.2025 (05.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Thursday, 19.06.2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for**

Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting .</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Onelife Capital Advisors Limited on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@onelifecapital.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.- 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

1. Ratification of the Related Party Transaction entered by the company with Dealmoney Real Estate Private Limited during the Financial Year 2024-25:

As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The details of Transactions entered during the Financial Year 2024-2025 that require approval / ratification are given below:

Sr. No.	Description	Particulars
1	Name of the Related Party	Dealmoney Real Estate Private Limited
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Shalini Patidar & Dhananjay Parikh
4	Type, material terms and particulars of the transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	FY 2024-2025
6	Value of Transaction (in Lakhs)	Rs. 780 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Inter Corporate Loans of Rs 780 Lakhs given on 21-09-2024 at 12% interest p.a
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured	Not Applicable

	(nature of security) or unsecured	
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds were utilized for buying a property
9	Justification as to why the Related Party Transactions are in the interest of the Company	The funds were needed urgently to complete the transaction of buying the property
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	These transaction entered during the financial year 2024-25 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	223.62%

2. Ratification cum approval of the Related Party Transaction entered by the company with Dealmoney Commodities Private Limited during the Financial Year 2024-25 to buy Step Down Subsidiaries

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved and recommended for the approval of the shareholders, certain Related Party Transactions with Dealmoney Commodities Private Limited (“DCPL”), a material subsidiary and a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). During the financial year 2024-25, the Company has entered into Related Party Transactions with DCPL, which are as follows:

- Acquisition of 100% equity shares of the following wholly owned subsidiaries from DCPL:
 - Dealmoney Real Estate Private Limited
 - Dealmoney Distribution & E-Marketing Private Limited

The acquisition of the aforesaid two subsidiaries was carried out for a total consideration of ₹25 Crores (Rupees Twenty-Five Crores only), based on an independent valuation report. This strategic transaction was undertaken to simplify the corporate structure and to consolidate the business operations for enhanced efficiency and long-term value creation for the Company and its stakeholders.

A Memorandum of Understanding (MoU) was entered into between the Company and DCPL on 30th March 2025 for the proposed acquisition of the above-mentioned step-down subsidiaries. The MoU was executed on an urgent basis to enable DCPL to meet its net worth requirement. However, the completion

of the transaction is subject to and will be carried out only upon receipt of the necessary approval from the shareholders of the Company, in accordance with applicable laws and regulations.

The Audit Committee and the Board of Directors of the Company, at their meetings held on 29th May 2025, reviewed, approved, and ratified the above transaction, keeping in view the strategic importance of this decision, the financial condition of DCPL along with its requirement to fulfill the Networth as per the requirement, and the long-term interests of the Company and its stakeholders. The transactions are in the ordinary course of business and at arm's length basis.

However, since the aggregate value of transactions with DCPL during the financial year 2024-25 exceeds the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations (i.e., 10% of the annual consolidated turnover of the Company as per the last audited financial statements), the approval of shareholders is required.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding or direct/indirect interest in the entities involved, if any, are concerned or interested in the resolution. In terms of the SEBI Listing Regulations, all related parties shall abstain from voting on this resolution.

The Board recommends the resolution for the approval of the shareholders by way of an ordinary resolution.

The details of Transactions entered during the Financial Year 2024-2025 that require approval / ratification are given below:

Sr. No.	Description	Particulars
1	Name of the Related Party	Dealmoney Commodities Private Limited
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company,
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable
4	Type, material terms and particulars of the transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses or buying/selling/disposing of assets/ whole or substantially the whole of undertaking.
5	Tenure of the proposed transaction	FY 2024-2025
6	Value of Transaction (in Lakhs)	Rs. 2500 Lakhs
7	Nature, duration/tenure, material terms,	The Company to purchase step down

	monetary value and particulars of contract/arrangement	Subsidiary and the payment to be made in one go or in tranches.
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes buy step down subsidiaries in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	The Company is in the process of obtaining loan from Globe Fincap Limited of Rs. 15 Crore the tenure of which is 03 months or more subject to shareholders approval.
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Same as 8 (ii)
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The ultimate beneficiary is Onelife Capital Advisors Limited. The funds will be used to buy Step Down Subsidiaries of Dealmoney Commodities Private Limited.
9	Justification as to why the Related Party Transactions are in the interest of the Company	The RPT is in the interest of the company as it is keeping in view the strategic importance of this decision, the financial condition of DCPL alongwith its requirement to fulfill the Net Worth as per the requirement, and the long-term interests of the Company and its stakeholders
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	The valuation report received from the registered valuer Mr. Neerav Gala, registered valuer is relied upon by the Audit Committee and Board for this transaction.
11	Any other information that may be relevant	These transaction entered during the financial year 2024-25 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	716.74%

3. **Approval of Material Related Party Transactions with Family Care Hospitals Limited for the FY 2025-2026:**

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Family Care Hospitals Limited** ("FCHL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**
- **Availing/providing services**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with FCHL may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of FCHL**, the **business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Family care Hospitals Ltd
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group Company
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	1,000.00 Lakhs
7	Nature, duration/tenure, material terms, monetary	A) Unsecured loan amounting to INR 400

	value and particulars of contract/arrangement	<p>lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.</p> <p>B) Unsecured loan amounting to INR 400 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches)</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches)</p> <p>(Management reserves the right to interchangeably use the limits based upon emerging needs of the business.)</p>
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable

11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	88.63%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in FCHL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

4. Approval of Material Related Party Transactions with Dealmoney Commodities Private Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Dealmoney Commodities Private Limited** ("DCPL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**
- **Availing/providing services**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with DCPL may qualify as material in nature during FY 2025-26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of DCPL**, the **business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions

are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Dealmoney Commodities Pvt. Ltd.
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group Company
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	5,000.00 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>A) Unsecured loan amounting to INR 2250 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured loan amounting to INR 2250 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches)</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches)</p> <p>(Management reserves the right to inter changeably use the limits based upon emerging needs of the business.)</p>
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection	The Company proposes to avail and give Loans

	with the proposed transaction.	in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	443.14%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in DCPL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

5. Approval of Material Related Party Transactions with Dealmoney Real Estate Private Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Dealmoney Real Estate Private Limited** ("DREPL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with **DREPL** may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of DREPL**, the **business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Dealmoney Real Estate Pvt Ltd
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Shalini Patidar & Dhananjay Parikh
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval

6	Value of Transaction (in Lakhs)	1,000.00 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>A) Unsecured loan amounting to INR 500 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>(Management reserves the right to interchangeably use the limits based upon emerging needs of the business.)</p>
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that

		the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	88.63%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in DREPL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

6. Approval of Material Related Party Transactions with Oodnap Securities Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Oodnap Securities Limited** ("OSL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with OSL may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of OSL, the business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Oodnap Securities Ltd
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Prabhakara Naig
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	200.00 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>A) Unsecured loan amounting to INR 100 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>(Management reserves the right to interchangeably use the limits based upon emerging needs of the business.)</p>
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds	Not Applicable

	pursuant to the RPT	
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	17.73%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in OSL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

7. Approval of Material Related Party Transactions with Pran Fertilisers & Pesticides Private Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Pran Fertilisers & Pesticides Private Limited** ("PFPPL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**

- **Sharing or usage of each other's resources and reimbursement of expenses.**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with PFPPL may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of PFPPL**, the **business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Pran Fertilisers & Pesticides Private Limited
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Prabhakara Naig & Pandoo Naig
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	200.00 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	A) Unsecured Profit bearing loan amounting to INR 100 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit bearing loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.

		(Management reserves the right to interchangeably use the limits based upon emerging needs of the business.)
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	17.73%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in PFPPL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

8. Approval of Material Related Party Transactions with DP Engineering & Consulting Private Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **DP Engineering & Consulting Private Limited** ("DP Eng"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with DP Eng may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of DP Eng**, the **business synergies** and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	DP Engineering & Consulting Private Limited
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group company
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Not Applicable
4	Type, material terms and particulars of the	Availing / Providing fund based support

	proposed transaction	including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	200.00 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	A) Unsecured Non-interest bearing & Profit Share Bearing loan amounting to INR 100 lakhs availed for a period of one year (in one of more tranches) and repayable on project completion/ sales and on demand. B) Unsecured Non-interest bearing & Profit Share Bearing loan amounting to INR 100 lakhs given for a period of one year (in one of more tranches) and repayable on project completion/ sales and on demand. (Management reserves the right to interchangeably use the limits based upon emerging needs of the business.)
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail and give Loans in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Refer Point 7
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external	Not Applicable

	report, if any, relied upon by the listed entity in relation to the proposed transaction	
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	17.73%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in DP Eng, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

9. Approval of Material Related Party Transactions with Continental Controls Limited for the FY 2025-2026:

The Company, in the ordinary course of its business and on an arm's length basis, has entered into various transactions with **Continental Controls Limited** ("CCL"), a **Promoter Group Company** and hence a **Related Party** under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The said transactions include but are not limited to:

- **Availing/providing fund-based support** including inter-corporate deposits (ICD), loans, etc., in connection with loans availed/provided;
- **Interest and other related income/expenses;**
- **Sharing or usage of each other's resources and reimbursement of expenses.**

As per Regulation 23(4) of SEBI LODR, all material related party transactions shall require the approval of the shareholders of the Company. 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 exceed **₹1,000 crore or 10% of the annual consolidated turnover of the Company**, whichever is lower. The proposed transactions with CCL may qualify as material in nature during FY 2025–26 and therefore require prior approval of the shareholders.

The **Audit Committee and the Board of Directors** of the Company have reviewed and approved these transactions at their respective meetings, keeping in view the **strategic importance of CCL**, the **business**

synergies and the **long-term interests of the Company and its stakeholders**. The transactions are carried out in the **ordinary course of business** and on an **arm's length basis**, with pricing comparable to similar transactions with unrelated parties.

Key disclosures as required under SEBI LODR are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	Continental Controls Ltd
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Group Company, Director and Key Managerial Person is having significant influence
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Abhay Sethia
4	Type, material terms and particulars of the proposed transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses
5	Tenure of the proposed transaction	360 Days from date of approval
6	Value of Transaction (in Lakhs)	26000 Lakhs
7	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	A) Unsecured loan amounting to INR 250 lakhs availed (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand. B) Unsecured loan amounting to INR 250 lakhs given (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand. C) To sell/buy whole or substantially the whole of undertaking of company amounting to 25500 Lakhs(Management reserves the right to inter changeably use the limits based upon emerging needs of the business.)
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company:	
(i)	Details of the source of funds in connection with the proposed transaction.	The Company proposes to complete the transaction in multiple tranches
(ii)	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable
(iii)	Applicable terms, including covenants, tenure,	Refer Point 7

	interest rate, repayment schedule, whether secured (nature of security) or unsecured	
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the Related Party Transactions are in the interest of the Company	The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the mutual agreement. The transaction in view of this is at arm's length and in the normal course of business
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	This transaction entered during the financial year 2025-26 was at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.
12	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	2215.70%

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding, if any, in the Company or in CCL, are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for the approval of the shareholders.

10. Regularization of the appointment of Mr. Nitesh Singh (DIN: 08707310) as Non-Executive Independent Director of the Company

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the

Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee on March 29, 2025, the Board of Directors at its meeting held on March 29, 2025, approved the appointment of **Mr. Nitesh Singh (DIN: 08707310)** as a Non-Executive, Independent Director of the Company for the period of One year for the **first term effective from March 29, 2025 to March 28, 2026.**

The Company has received, the consent in writing from **Mr. Nitesh Singh (DIN: 08707310)** to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on March 29, 2025 has considered, approved and recommended, to the Board, the appointment of Mr. Nitesh Singh as an Independent Director for a first term of one year with effect from March 29, 2025. The Board of Directors at its meeting held on March 29, 2025 has approved the proposal for appointment of Mr. Nitesh Singh as an Independent Director for the first term of one year.

Nitesh Singh is a seasoned Chartered Accountant with over 11 years of experience providing financial leadership and strategic insights across diverse industries, including IT, manufacturing, broking services, insurance, healthcare, and automation. His multidisciplinary expertise enables him to drive financial performance, implement effective risk management strategies, and align financial operations with business goals. His in-depth understanding of industry-specific challenges and opportunities has consistently contributed to the success of the organizations he has partnered with.

Mr. Nitesh Singh and his relatives may be considered as concerned or interested in this item of business and/or resolution. None of the other directors and key managerial personnel of the Company and their relatives except Mr. Nitesh, to whom the resolution relates, are concerned or interested in financially or otherwise, in this item of business or resolution as set out in Item No. 10.

Your Board of Directors recommends the Resolution at Item No. 10 for approval by the Members, by way of Special Resolution.

11. Regularization of the appointment of Dr. Ranu Jain (DIN: 11012104) as Non-Executive Independent Director of the Company

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors)

Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee on March 29, 2025, the Board of Directors at its meeting held on March 29, 2025, approved the appointment of **Dr. Ranu Jain (DIN: 11012104)** as a Non-Executive, Independent Director of the Company for the period of One year for the **first term effective from March 29, 2025 to March 28, 2026.**

The Company has received, the consent in writing from **Dr. Ranu Jain (DIN: 11012104)** to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee at its meeting held on March 29, 2025 has considered, approved and recommended, to the Board, the appointment of Dr. Ranu Jain (DIN: 11012104) as an Independent Director for a first term of one year with effect from March 29, 2025. The Board of Directors at its meeting held on March 29, 2025 has approved the proposal for appointment of Dr. Ranu Jain as an Independent Director for the first term of one year.

Dr Ranu Jain, with experience of more than 15 years in capital markets, training and academics, is a gold medalist in Masters and holds PhD in capital markets. She is associated with the well-known Sydenham Institute of Management Studies, Mumbai as a Faculty of Finance, since 2015. Dr Jain has been working with SEBI, BSE and IICA in the field of Financial Literacy since 2016 and has educated various sections of society, both rural and urban. She has been active in research and has various national and international publications to her credit. She has chaired different international conferences based on Finance research. Dr Jain has been active in training young minds in finance, personality and communication.

Dr Ranu Jain and her relatives may be considered as concerned or interested in this item of business and/or resolution. None of the other directors and key managerial personnel of the Company and their relatives except Dr. Ranu, to whom the resolution relates, are concerned or interested in financially or otherwise, in this item of business or resolution as set out in Item No. 11.

Your Board of Directors recommends the Resolution at Item No. 11 for approval by the Members, by way of Special Resolution.

12. To authorize the Board Of Directors to borrow money/moneys upto an amount not exceeding

Rs. 500 Crores for a tenure of 05 Years

The provisions of Section 180(1)(c) of the Companies Act, 2013 mandate that the Board of Directors of a company shall not borrow money, where the amount to be borrowed together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital, free reserves, and securities premium, except with the prior approval of the shareholders by way of a special resolution.

In view of the Company's current business plans and future growth strategies, including expansion, diversification, and working capital requirements, it is considered necessary to authorize the Board to borrow funds up to an overall limit of ₹500 Crores (Rupees Five Hundred Crores only), including any money already borrowed, over a period of five financial years (from FY 2025-26 to FY 2029-30).

The borrowing may be in the form of term loans, inter-corporate loans, debentures, bonds, working capital loans, external commercial borrowings, or in any other form, whether secured or unsecured. Where secured, the loans may be backed by a charge, hypothecation, mortgage, or pledge of any of the Company's present or future assets, whether tangible or intangible, movable or immovable, including stock-in-trade, in favor of lenders, financial institutions, or others.

This proposal does not include temporary loans obtained in the ordinary course of business from the Company's bankers.

It is further clarified that out of the proposed borrowing limit of ₹500 Crores, a recognized loan of ₹15 Crores (Rupees Fifteen Crores only) is being proposed to be availed from Globe Fincap Limited. The purpose of this loan is to make a payment to Dealmoney Commodities Private Limited, which is a 92.02% subsidiary of Onelife Capital Advisors Limited, towards the consideration for acquiring two step-down subsidiaries, namely Dealmoney Real Estate Private Limited and Dealmoney Distribution and E-marketing Private Limited.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

13. To authorize the Board Of Directors to make Investments, extend Guarantee, provide Security, make Inter Corporate Loans upto an amount not exceeding Rs. 500 Crores for a tenure of 05 Years

In terms of **Section 186(3)** of the Companies Act, 2013, a company is required to obtain the approval of its shareholders by way of a **special resolution** if the Company proposes to:

- Give **any loan** to any person or other body corporate;
- Give **any guarantee** or provide **any security** in connection with a loan to any other body corporate or person; and/or
- Acquire **by way of subscription, purchase or otherwise, the securities of any other body corporate,**

where the aggregate of such loans, guarantees, securities, and investments, along with the existing ones, exceeds sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more.

In view of the Company's present and future business expansion plans, including its strategic interest in investing in subsidiaries, joint ventures, or other bodies corporate (whether in India or abroad), as well as to extend financial assistance by way of loans, guarantees, or securities for business or treasury operations, the Board proposes to seek approval from the shareholders for an overall limit of **₹500 Crores (Rupees Five Hundred Crores only)**, during the period of **five financial years from FY 2025-2026 to FY 2029-2030**.

The proposed transactions may be carried out in one or more tranches and shall be subject to applicable statutory approvals and in compliance with the provisions of the Companies Act, 2013, and other applicable laws and regulations.

The Board believes that the above proposed financial powers are in the best interest of the Company and would provide the required flexibility to the Board to act efficiently and swiftly as business needs evolve. Accordingly, the Board of Directors recommends the **Special Resolution** set out in the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

14. To authorize the Board Of Directors to sale shares in Subsidiary Company (Dealmoney Commodities Private Limited)

Onelife Capital Advisors Limited ("the Company" or "OCAL") holds a 92.02% equity stake in its subsidiary, Dealmoney Commodities Private Limited ("DCPL"), which is engaged in commodities trading and related services. The Board of Directors of the Company, in its meeting held on [Insert Date], has approved a proposal to sell the entire stake in DCPL to **Continental Controls Limited (CCL)**, an associate company of OCAL.

The proposed sale is intended to streamline OCAL's business operations and unlock value for the Company and its stakeholders. The transaction is proposed to be undertaken based on a fair market valuation to be determined by an independent valuer. The consideration for the transfer of shares may be in the form of **cash, share swap, or a combination thereof**, subject to mutual agreement and execution of definitive documents between OCAL and CCL.

Since Continental Controls Limited is an **associate company**, the transaction falls within the definition of a **Related Party Transaction** under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015. Additionally, since the sale of the subsidiary would result in the **loss of control** over DCPL, a **special resolution** is required under Regulation 24(5) and 24(6) of SEBI LODR. Further, as per Section 180(1)(a) of the Companies Act, 2013, prior approval of the shareholders by a special resolution is required for the sale or disposal of the whole or substantially the whole of an undertaking, which may be applicable in this case depending on the size and impact of the transaction.

The proposed transaction is subject to the following approvals:

- Approval of shareholders of OCAL;
- Approval from SEBI pursuant to the ongoing proceedings/order;
- Approval from applicable regulatory authorities of DCPL;
- Board and shareholder approval from Continental Controls Limited.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their directorship or shareholding in the associate company (CCL), if any, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution for approval of the shareholders as a **Special Resolution**.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)}

Name of the Director	Mr. Nitesh Singh	Dr. Ranu Jain
Date of Birth (Age)	03/08/1988 (36 Years)	06/06/1987 (37 Years)
Nationality	Indian	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	29 th March 2025	29 th March 2025
Relationships with other Directors inter-se & KMPs	-	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	<p>Nitesh Singh is a seasoned Chartered Accountant with over 11 years of experience providing financial leadership and strategic insights across diverse industries, including IT, manufacturing, broking services, insurance, healthcare, and automation. His multidisciplinary expertise enables him to drive financial performance, implement effective risk management strategies, and align financial operations with business goals. His in-depth understanding of industry-specific challenges and opportunities has consistently contributed to the success of the organizations he has partnered with.</p>	<p>Dr Ranu Jain, with experience of more than 15 years in capital markets, training and academics, is a gold medalist in Masters and holds PhD in capital markets. She is associated with the well-known Sydenham Institute of Management Studies, Mumbai as a Faculty of Finance, since 2015.</p> <p>Dr Jain has been working with SEBI, BSE and IICA in the field of Financial Literacy since 2016 and has educated various sections of society, both rural and urban. She has been active in research and has various national and international publications to her credit. She has chaired different international conferences based on Finance research.</p> <p>Dr Jain has been active in training young minds in finance, personality and communication.</p>
Qualification(s)	Member of Institute of Chartered Accountant of India.	<ul style="list-style-type: none"> • Ph.D on “Analysis of effect of Financial Market Conditions on Sensex” • Certificate Program in Capital Market • Masters in Commerce

Skills	<ul style="list-style-type: none"> • Finance & Accounting Expertise • Taxation (Direct & Indirect) • Internal Control Management • Corporate Compliance • Income Tax Matters • Analytical and Problem-Solving Abilities • Time Management 	<ul style="list-style-type: none"> • Capital Markets Expertise • Time Management • Finance & Accounting
Other Listed companies in which the Director is a Director as on 29 th May 2025	Family Care Hospitals Limited	-
Listed entities from which the Director has resigned in the past three years	-	-
Chairmanships/Memberships of the Committees of other public limited companies as on 29 th May 2025	-	-
No. of meetings of the Board attended during the year	1	1
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice	-	-

Yours Faithfully,
For Onelife Capital Advisors Limited

Sd/-
Mrs. Kajal Shethia
Company Secretary & Compliance Officer
ACS: 72895