



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

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

6th September 2025

To,

BSE Limited

Department of Corporate Services,

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001.

Scrip Code: 533632

National Stock Exchange of India Limited

Exchange Plaza

Bandra- Kurla Complex

Bandra,

Mumbai- 400 051

Symbol: ONELIFECAP

Sub: Notice of 18th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Schedule III of the said Regulations, please find enclosed herewith a copy of the Notice of 18th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, September 30, 2025 at 03:00 P.M. IST through Video conferencing (VC/ Other Audio Visual Means (OAVM)), in accordance with the relevant circulars issued by the Ministry of corporate Affairs and the securities and Exchange Board of India.

In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the 18th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The Company has fixed Tuesday, 23rd September, 2025 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during Saturday, September 27, 2025 (9.00 A.M.) to Monday, September 29, 2025 (5.00 P.M.) and also during AGM in respect of business to be transacted at the aforesaid AGM.

You are requested to kindly take note of the same.

For Onelife Capital Advisors Limited

Rohit Gupta

Company Secretary & Compliance Officer

Membership Number: A76294

	NOTICE OF THE 18 TH ANNUAL GENERAL MEETING
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NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER 2025 AT 3:00 P.M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIOVISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt:

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

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

3. APPOINTMENT OF STATUTORY AUDITOR:

To Appoint M/s Rafik & Associates, Chartered Accountants (FRN: W100608) as Statutory Auditors of the Company.

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee of the Board, M/s Rafik & Associates, Chartered Accountants (FRN: W100608), be and are hereby appointed as the Statutory Auditor of the Company, for a term of five consecutive years to hold the office from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company to be held in 2030 at such remuneration as may be mutually decided in addition to out of pocket expenses as may be incurred by them during the course of audit.

RESOLVED FURTHER THAT any of the Director, be and is hereby authorized to do all such acts, deeds, things and matters to give effect to the above said resolution and to sign, execute and authenticate, submit and file all such forms, papers, documents, agreements and/ or things."

SPECIAL BUSINESSES:

4. TO RE-APPOINT MR. DHANANJAY PARIKH (DIN: 02934120) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. DHANANJAY PARIKH (DIN: 02934120), who was appointed as an Independent Director at the 13th Annual General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years effective from this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. TO APPOINT M/S. AJAY KUMAR & CO., PRACTICING COMPANY SECRETARIES (FIRM REGISTRATION NO. S1998MH023900), AS THE SECRETARIAL AUDITORS OF THE COMPANY

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

RESOLVED that pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded for the appointment of M/s. Ajay Kumar & Co., Practicing Company Secretaries (Firm Registration No. S1998MH023900), as the Secretarial Auditors of the Company, for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 23rd Annual General Meeting to be held in the year 2030, covering the period from the financial year ending 31st March 2026 till the financial year ending 31st March 2030, at such remuneration as may be determined by the management of the Company (including its Committees thereof), from time to time, in consultation with the Secretarial Auditors

6. APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BETWEEN SUBSIDIARIES OF THE COMPANY DURING THE FINANCIAL YEAR 2025-26

To consider and if thought fit, to pass, 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 (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the subsidiaries and associates (as defined under the Companies Act, 2013) of the Company, to enter into and / or continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) specified under Regulation 2(1)(zc) of the Listing Regulation with related parties falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, 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/ subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or any Key Managerial Personnel be and are hereby authorized to do all such acts, deeds, matters and things, to execute all such agreements, contracts, documents and writings, and to make such filings as may be necessary or expedient in order to give effect to this resolution.”

7. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013;

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), approval of the Members be and is hereby accorded for the following:

- (i) The Nomenclature of Clause III [A] "MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" of existing Memorandum of Association of the Company be replaced with "The Objects to be pursued by the Company on its Incorporation are:"
- (ii) The Nomenclature of Clause III [B] "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" of existing Memorandum of Association of the Company be replaced with "Matters which are necessary for furtherance of the Objects specified are:"
- (iii) For Replace of the words "Section 58A of the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "Section 73 to 76 of the Companies Act, 2013".
- (iv) For Replace of the words "the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "the Companies Act, 2013".
- (v) For delete clause No. III (B) all clauses be renumbered accordingly.
- (vi) The Clause IV "The liabilities of the members is limited" of existing Memorandum of Association of the Company be replaced with: "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

The existing 'Clause V' be and is hereby stands deleted and replaced by:

- V. The Authorised Share Capital of the Company is Rs. 72,22,00,000/- (Rupees Seventy Two Crore Twenty Two Lakhs only) divided into 7,22,20,000 (Seven Crore Twenty Two Lakhs only Twenty two Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company has power from time to time to increase, or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of 'Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being to permitted by the Articles of Association of the Company or the legislative provision for the time being, in force in that behalf.

"RESOLVED FURTHER THAT the existing clause III (C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety. Accordingly, Memorandum of Association will no longer carry 'OTHER OBJECTS'.

"RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

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 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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.: 022-26210036 /022-25833206

Place: Thane

Date: 5th September 2025

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

Sd/-
Prabhakara Naig
Executive Chairman
DIN: 00716975

NOTES

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2024 dated 19.09.2024, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 10/2022 dated December 28, 2022 read with its General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, GeneralCircular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021 followed by Circular No. 02/2022 dated 5th May, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular dated 03rd October, 2024, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 followed by SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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 AGM. 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 AGM will be provided by CDSL.
3. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM 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 AGM. 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 AGM 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 AGM 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 27th September, 2025 (09.00 A.M. IST) and ends on 29th September, 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 Friday, 23rd September, 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-Votingpage without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi 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 cdsi 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	<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

<p>Depository</p>	<p>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.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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)</p>	<p>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.</p>

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.

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.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant Onelife Capital Advisors Limited on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 AGM 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 AGM & 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.

ANNEXURE A:

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 30th September, 2025 Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(I)

Name of the Directors	Mr. Prabhakara Naig (DIN: 00716975)
Date of Birth	20/01/1949
Date of Appointment	02nd December, 2010
Brief Resume	<p>Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 32 years of rich experience in the field of Capital Market and Investment Banking activities.</p> <p>He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.</p>
Relationship with the Directors and Key Managerial Personnel	Father Of Mr. Pandoo Naig – A Promoter
Expertise in specific Functional Area	Capital Market and Investment Banking & Finance
Qualification	B. Com from Madras University
Board Membership of other Listed Companies as on 31 st March, 2025	Nil
Chairman /Member of the Committee of the Board of Directors of other listed companies as on 31 st March, 2025	
a) Audit Committee	Nil
b) Nomination And Remuneration Committee	Nil
c) Stakeholder's Relationship Committee	Nil
d) Risk Management Committee	Nil
Number of shares held in Company as on	6905000

31 st March, 2025	
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Note:

- The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, as an advisory Board Member and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2024-25 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 APPOINTMENT OF MR DHANANJAY CHANDRAKANT PARIKH (DIN: 02934120) AS A DIRECTOR AND HIS RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR FOR THE SECOND TERM

Mr. Dhananjay Chandrakant Parikh (DIN: **02934120**) was appointed as a Non- Executive Independent Director of the Company for a term of five years, i.e., from September 15, 2020 to September 14, 2025; (both days inclusive). Pursuant to the performance evaluation of Mr. Dhananjay Chandrakant Parikh and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the NRC, the Board appointed Mr. Dhananjay Chandrakant Parikh as an Additional Director of the Company and subject to approval of the Members, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from September 15, 2025 to September 14, 2030 (both days inclusive).

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Dhananjay Chandrakant Parikh shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

Mr Dhananjay Chandrakant Parikh has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr Dhananjay Chandrakant Parikh is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr Dhananjay Chandrakant Parikh on the Board of the Company and accordingly the Board recommends the re-appointment of Mr Dhananjay Chandrakant Parikh as an Independent Director as proposed in the Resolution set out at Item No. 4 for approval by the Members.

Name of the Director	Mr. Dhananjay Parikh
Director Identification Number	02934120

Date of Birth (Age)	31/10/1956
Nationality	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	15 th September 2020
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	Mr. Dhananjay Parikh is the founder and Chairman of D. C. Parikh & Co., Chartered Accountants. He is a Fellow Member of the Institute of Chartered Accountants of India. He is in-charge of the Finance, Audit & Project work division & has gained wide experience in the fields of Audit of large companies. He is in practice since 1985. He is widely traveled in India, and has also visited U.S.A., Italy for tax and Finance work. He has to his credit very rich experience in the field of Audit & Taxation of Public Limited Companies, Stock Exchange, Internal Audit, Investigation Audit, Broker Audit and Bank Audit
Qualification(s)	<ul style="list-style-type: none"> Chartered Accountant
Skills	<ul style="list-style-type: none"> Audit of large companies Audit & Taxation of public limited companies Stock exchange audit Internal audit Investigation audit Broker audit Bank audit
Directorships held in other companies (excluding foreign companies)	2
Listed entities from which the Director has resigned in the past three years	-
Chairmanships/Memberships of the Committees of other public listed companies	1. Family Care Hospitals Limited Risk Management Committee- Chairman Audit committee-Chairman Stakeholders Relationship Committee – Member Nomination and Remuneration Committee- Member
No. of shares held in the Company either by self or as a beneficial owner	-

ITEM 5: TO APPOINTMENT M/S. AJAY KUMAR & CO., PRACTICING COMPANY SECRETARIES (FIRM REGISTRATION NO. S1998MH023900), AS THE SECRETARIAL AUDITORS OF THE COMPANY

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s AJAY KUMAR & CO., Practicing Company Secretaries (Firm Registration Number - S1998MH023900) has served as Secretarial Auditors of the Company for the financial year 2024-25. Regulation 24A of the Listing Regulations, inter alia, provides that with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary

for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, at its Annual General Meeting ("AGM") and subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

M/s AJAY KUMAR & CO. is a reputed Practicing Company Secretary firm Mr. AJAY KUMAR, a Fellow Member of the Institute of Company Secretaries of India ("ICSI"), has a team of experienced and qualified company secretaries .

Taking into account the above requirements, along with an evaluation of proposals received by the Company and the consideration of factors such as technical skills, independence, industry experience, expertise, audit team, quality of audit practices, and past association with the Company, the Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. AJAY KUMAR & CO, Practicing Company Secretaries (Firm Registration Number - S1998MH023900) as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 23rd AGM of the Company to be held in the Year 2030, covering the period from the financial year ending on 31st March 2026 till financial year ending 31st March 2030, subject to the approval of the members of the Company.

The Company has received written consent from Mr. AJAY KUMAR confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as Secretarial Auditors in accordance with the provisions of the Act and Listing Regulations, and they hold a valid certificate issued by the Peer Review Board of ICSI and that they have not incurred any of the disqualifications as specified by the SEBI. The partners of SNACO, who are Peer Reviewed Company Secretaries, are authorized to act and sign on behalf of the firm. The appointment, if made, complies with the applicable provisions of the Act and Listing Regulations.

The Board of Directors in consultation with the Audit Committee and AJAY KUMAR, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 18st AGM. Accordingly, the Board of Directors recommends aforesaid appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice of the 18th AGM.

ITEM 6: APPROVAL OF RELATED PARTY TRANSACTIONS BETWEEN SUBSIDIARIES OF THE COMPANY

The Company, being a listed entity, is required to comply with the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Since these entities fall within the definition of "Related Parties" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), all such transactions require prior approval of the members if the value of such transactions, individually or taken together, exceeds the thresholds prescribed under Section 188 of the Act or Regulation 23 of SEBI LODR.

Further, Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 ("SEBI Circular"). The Industry Standards inter-alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval

The Audit Committee and the Board of Directors of the Company, after due deliberations, have approved the said transactions, subject to the approval of the members of the Company, as required under Regulation 23 of the LODR Regulations.

Accordingly, the Board of Directors recommends seeking approval of the members of the Company by way of an ordinary resolution, for entering into related party transactions through Dealmoney Commodities Private Limited with other subsidiaries of the Company, up to an aggregate annual limit of ₹ 170 Crores (Rupees One Hundred and Seventy Crores only) for each financial year, on such terms and conditions as may be mutually agreed between the concerned parties.

Accordingly, the approval of the Members of the Company is sought for entering into material related party transactions between the Deal Money Commodities Private Limited (Subsidiary) of the Company and Related party during the financial year 2025-26, up to the limits as detailed below:

Transactions of Deal Money Commodities Private Limited (Subsidiary of Onelife Capital Advisors Limited) of the Company with following subsidiary of Onelife Capital Advisors Limited

Sr. No.	Particulars of the information	Information by the Management				
A. Details of the related party and transactions with the related party						
A (1). Basic details of the related party						
1)	Name of the related party	Sarsan	Dealmoney	Continent	Dealmon	Dealmoney

		Securities Private Limited (Wholly Owned Subsidiary)	Distribution And Advisory Services Private Limited (Wholly Owned Subsidiary)	al Control Limited (Associate)	ey Real Estate Private Limited (Subsidiary w.e.f 31.03.2025)	Distribution & E-marketing Private Limited (Subsidiary w.e.f 31.03.2025)
2)	Country of incorporation of the related party	India	India	India	India	India
3)	Nature of business of the related party	Non Banking Finance Company and other permitted financial activities	Financial Advisory, brokerage and Consultancy Services	engaged in the business of manufacturing of Thermal Overload Protector	Real estate activities	Distribution, sales and marketing activities, Travel agency and tour operators
A(2). Relationship and ownership of the related party						
4)	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Group Company	Group Company	Group Company	Group Company	Group Company
5)	Shareholding or contribution % or profit & loss sharing % of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has Control	100%	100%	24.56%	100%	100%
6)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the	NIL	NIL	NIL	NIL	NIL

	subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.					
A(3). Financial performance of the related party (` in Lakhs)						
7)	Standalone turnover of the related party for each of the last three financial years: FY 2024-25 FY 2023-24 FY 2022-23					
		341.99	NIL	NIL	NIL	598.06
		281.11	NIL	NIL	NIL	1676.15
		120.45	NIL	597.22	8.11	469.08
8)	Standalone net worth of the related party for each of the last three financial years: FY 2024-25 FY 2023-24 FY 2022-23					
		856.01	(256.44)	212.95	(309.02)	(1993.39)
		683.65	(227.49)	206.06	(107.15)	(1199.26)
		623.69	(182.14)	236.91	(66.56)	(1053.42)
9)	Standalone net profits of the related party for each of the last three financial years: FY 2024-25 FY 2023-24 FY 2022-23					
		172.37	(28.96)	6.89	(201.88)	(794.12)
		60.26	(44.91)	(30.85)	(40.59)	(145.84)
		6.09	(43.95)	(173.25)	1.97	(2101.10)
A(4). Details of previous transactions with the related party						
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25	FY 2024-25	FY 2024-25	FY 2024-25	FY 2024-25
		295.01	44.05	NIL	820.00	962.45
		FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24
		284.27	1.02	NIL	NIL	NIL
		FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23
		5.88	NIL	NIL	NIL	NIL
11	Total amount of all the	1.56	10.19	NIL	16.53	48.26

	transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).					
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	YES	YES	YES	YES	YES
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	NO	NO	NO	NO	NO
A(5). Amount of the proposed transactions (All types of transactions taken together)						
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	upto 4000 Lakh	Upto 1000 Lakh	Upto 4000 Lakh	Upto 4000 Lakh	Upto 4000 Lakh
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	YES	YES	YES	YES	YES
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA	NA	NA	NA	NA
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to	1485.12 %	371.28 %	1485.12 %	1485.12 %	1485.12

	the transaction)					
18)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	1169.63%	NA	NA	NA	668.83%
B. Details for specific transactions						
B(1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)						
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Any	Any	Any	Any	Any
2	Details of the proposed transaction	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26
4	Indicative date / timeline for undertaking the transaction	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26	FY 2025-26
5	Whether omnibus approval is being sought?	YES	YES	YES	YES	YES
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also	upto 4000 Lakh The maximum	Upto 1000 Lakh The maximum	Upto 4000 Lakh The maximum	Upto 4000 Lakh The maximum	Upto 4000 Lakh The maximum

	provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	value of single transaction during shall not exceed 1 Crore.	value of single transaction during shall not exceed ` 1 Crore.	value of single transaction during shall not exceed ` 1 Crore	value of single transaction during shall not exceed ` 1 Crore	value of single transaction during shall not exceed ` 1 Crore
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	The proposed related party transaction/(s) are not prejudicial to the interest of public shareholders/stakeholders and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party on arm's length basis for business operation and expansion purpose				
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The pricing and terms of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices. This arrangement promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business. Moreover, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.</p> <p>As part of the group's integrated operations, the companies within the group will engage in intercompany transactions to optimize efficiency and leverage shared resources. These transactions will be structured in line with globally accepted transfer pricing principles to ensure fairness, transparency, and regulatory compliance.</p> <ul style="list-style-type: none"> • Scope of Intercompany Transactions • Shared services (finance, HR, IT support, payroll processing). • Centralized procurement and distribution of raw materials. • Sale/purchase of semi-finished or finished goods. • Licensing of intellectual property, trademarks, and technology. • Intragroup financing support where required. 				

		<ul style="list-style-type: none"> • Pricing Philosophy • All transactions will be carried out on an arm's length basis, as if they were conducted between independent enterprises. • Appropriate allocation keys (e.g., headcount, turnover, usage) will be applied for cost-sharing arrangements Or as per agreed terms between the entities as the case may be. • Margins will be determined using benchmark studies to align with industry practices Or as per agreed terms between the entities as the case may be • Strategic Benefits for the Group • Streamlined operations through specialization of functions across entities. • Cost optimization by avoiding duplication of efforts. • Transparent pricing to minimize tax risks and ensure smooth statutory compliance across jurisdictions. • Clear basis for planning, budgeting, and performance monitoring within the group. • Documentation & Review Detailed documentation will be prepared to support the arm's length nature of all transactions. • Periodic reviews will be conducted to ensure consistency with market standards and evolving regulations.
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13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	<p>The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.</p> <p>Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision making process. As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance. Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders</p>
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered	
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	

B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary

18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Internal Fund	Internal Fund	Internal Fund	Internal Fund	Internal Fund
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	NO	NO	NO	NO	NO

	a. Nature of indebtedness	NA	NA	NA	NA	NA
	b. Total cost of borrowing	NA	NA	NA	NA	NA
	c. Tenure	NA	NA	NA	NA	NA
	d. Other details	NA	NA	NA	NA	NA
20	Material covenants of the proposed transaction	NA	NA	NA	NA	NA
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: <ul style="list-style-type: none"> • To any party (other than related party): • To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	NA	NA	NA	NA	NA
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA	NA	NA	NA	NA
25	Maturity / due date	NA	NA	NA	NA	NA
26	Repayment schedule &	NA	NA	NA	NA	NA

	terms					
27	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
28	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	NA	NA	NA	NA	NA

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

Item No. 7: Adoption of Memorandum of Association as per provisions of the Companies Act, 2013:

On advent of Companies Act, 2013 and provisions of Section 4 & 13 and other applicable provision of the Companies Act, 2013, if any, the Company is required to amend MOA of the Company as per the Provisions. The proposed amendment in MOA of the Company requires the approvals of the members of the Company by way of a Special Resolution.

None of the Directors and KMP are interested in the aforesaid resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

Item No. 8: Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and some regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Considering this position, it is decided to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.