



**ONELIFE CAPITAL ADVISORS LIMITED**

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604

Tel no.: 022 - 4184 2345; Email id: cs@onelifecapital.in; Web: www.onelifecapital.in

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Shareholder(s),

**ONELIFE CAPITAL ADVISORS LIMITED**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out in this Postal Ballot Notice, by way of postal ballot through remote e-voting only ( Voting through Electronic means).

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (Formerly KFin Technologies Private Limited) ("KFintech") for the purpose of providing remote e-voting facility to its Members. The e-voting period commences on **Friday, October 21, 2022 at 09.00 A.M. IST** and ends on **Sunday, 20th November, 2022 at 05.00 P.M. IST**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **05.00 P.M. IST on Sunday, 20th November, 2022**. Remote e-voting will be blocked by KFintech immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed **Mr. Mukesh Siroya, Proprietor, M Siroya and Company**, Practicing Company Secretary, A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5:00 p.m. IST, Sunday, November 20, 2022**.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before **Tuesday, November 22, 2022**. The Results along with the Scrutinizer's report, will be displayed on Notice Board at the Registered as well as Corporate Office of the Company, will be communicated to the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, the website of KFinTech at <https://evoting.kfintech.com> and also be available on the Company's website at <http://www.onelifecapital.in/>.



**SPECIAL BUSINESS:**

**1. TO APPROVE RELATED PARTY TRANSACTION.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of for the following transaction(s) related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses, availing or rendering of services, leasing of property etc. proposed to be entered into by the company with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 cr for the Financial Year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee or Director of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**2. TO RATIFY AND APPROVE RELATED PARTY TRANSACTION**

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 185, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/ approve all the material related party transactions (including any modifications, alterations or amendments thereto) entered into / to be entered into by the Company during, F.Y. 2021-22 and 2022-23 and onwards in the ordinary course of business and on arm’s length basis with related Party/ies and / or with a person in whom any of the director of the Company is interested within the meaning of the Act and SEBI Listing Regulations, as per below framework:

Name of Related Party	Nature of Relationship	Material Terms of the Contract / Arrangement	Ratification of Monetary value of the contract / arrangement entered into/to be entered into in the F.Y. 2021-22	Monetary Value of the contract / arrangement for F.Y. 2022-23 and onwards	The indicative base price or current contracted price and the formula for variation in the price, if any	Any other information relevant or important for the members to take a decision on the proposed resolution
Oodnap Securities (India) Limited	Common Director (Mr. Prabhakara Naig)	In line with prevailing market comparable rates on arm's length basis as may be mutually agreed.	Rs. 30 crore	Rs. 30 crore	On Arms' length basis. Prices are basis on arm's length having reference of market price however remains static for the contracted quantity and delivery period.	None
Dealmoney Securities Pvt Ltd (Now merged into Dealmoney Commodities Pvt Ltd)	Group Company		Rs. 50 crore	Rs. 50 crore		
Dealmoney Commodities Pvt Ltd (Dealmoney Securities Pvt Ltd got merged into Dealmoney Commodities Pvt Ltd)	Group Company		Rs. 50 crore	Rs. 50 crore		
Scandent Imaging Limited	Group Company		Rs. 10 crore	Rs. 10 crore		
DP Engineering and Consulting Pvt Ltd	Group Company		Rs. 30 crore	Rs. 30 crore		
Sowgau Estates Pvt Ltd	Group Company		Rs. 10 crore	Rs. 10 crore		
Vaaman Pesticides Pvt Ltd	Group Company		Rs. 10 crore	Rs. 10 crore		
Dealmoney Distribution and E-marketing Pvt Ltd	Group Company		Rs. 10 crore	Rs. 10 crore		
Pran Fertilisers	Common		Rs. 10 crore	Rs. 10 crore		



& Pesticides Pvt Ltd	Director (Mr. Prabhakara Naig)					
Dealmoney Distribution And Advisory Services Pvt Ltd	Group Company		Rs. 30 crore	Rs. 30 crore		
Eyelid Infrastructure Pvt Ltd	Common Director (Mr. Prabhakara Naig)		Rs. 10 crore	Rs. 10 crore		
Dealmoney Insurance Broking Pvt Ltd	Group Company		Rs. 10 crore	Rs. 10 crore		
Mr. Pandoo Naig	Promoter		Rs. 10 crore	Rs. 10 crore		
Mr. TKP Naig	Promoter		Rs. 10 crore	Rs. 10 crore		
Ms. Aditi Mahamunkar	KMP		Rs. 10 Lakhs	Rs. 10 Lakhs		

**By Order of the Board for  
ONELIFE CAPITAL ADVISORS LIMITED**

**Sd/-**

**Prabhakara Naig  
Chairman and Whole-time Director  
DIN: 00716975**

**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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022 - 4184 2201

**Place:** Thane

**Date:** Wednesday, October 19, 2022



## Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 14<sup>th</sup> October, 2022 ("Cut-Off Date") and whose e-mail address is registered with the Depository Participants (DP)/ Company's Registrar and Share Transfer Agent. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting only.
3. This Postal Ballot Notice will also be available on the Company's website at <http://www.onelifecapital.in/>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of KFinTech at <https://evoting.kfintech.com>.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
5. The voting rights of the members shall be in proportion to their shareholding in the Company as on the Cut-Off Date for e-voting i.e. 14<sup>th</sup> October, 2022.
6. Once the vote on any Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
7. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Friday, 21 <sup>st</sup> October, 2022
End of remote e-voting	Upto 5:00 p.m. (IST) on Sunday, 20 <sup>th</sup> November, 2022.

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Kfintech for voting thereafter.

8. The Board of Directors has appointed **Mr. Mukesh Siroya, Proprietor, M Siroya and Company**, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of voting by Postal Ballot (through remote e-voting process) will be announced on or before Tuesday, 22<sup>nd</sup> November, 2022 and will be displayed on the Company's website <http://www.onelifecapital.in> and will also be communicated to the Stock Exchanges that is BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 20<sup>th</sup> November, 2022.
10. Members desirous of inspecting the documents referred to in this Postal Ballot Notice may send their requests to [cs@onelifecapital.in](mailto:cs@onelifecapital.in) until the last date of e-voting from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

**PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:**

**I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT**

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by listed companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts or website of Depositories or Depository Participants in order to increase efficiency of the voting process.

Individual demat account holders would be able to cast their votes without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding shares in demat mode, as devised by the Depositories or Depository Participants, is given below:

<b>NSDL</b>	<b>CDSL</b>
<p>1. User already registered for IDeAS facility of NSDL:</p> <p>i. Type in the browser/click on the e-Services link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.</p> <p>iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'.</p> <p>iv. Click on 'Active E-Voting Cycles' option under e-Voting.</p> <p>v. Click against Company name ('ONELIFE CAPITAL ADVISORS LIMITED') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of service provider i.e. KFintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>	<p>1. User already registered for Easi/Easiest facility of CDSL:</p> <p>i. Type in the browser/click on the link: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System My Easi/Login to MyEasi option under Quick Login or click on <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></p> <p>iii. Enter your User ID and Password for accessing Easior Easiest.</p> <p>iv. You will see the e-voting menu. The menu will have links of ESP, i.e. KFintech e-voting portal.</p> <p>v. Click against Company name ('ONELIFE CAPITAL ADVISORS LIMITED') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of service provider i.e. KFintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>

<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <p>i. To register, type in the browser or click on the following e-Service link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii. Select 'Register Online for IDeAS' or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>	<p>2. User not registered for Easi or Easiest facility of CDSL:</p> <p>i. To register, type in the browser or click on the following link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>
<p>3. User may directly access the e-voting website of NSDL:</p> <p>i. Type in the browser or click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii. Click on the icon 'Login' which is available under 'Shareholder or Member' section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password or OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to e-voting page on NSDL website.</p> <p>v. Click on 'Active E-Voting Cycles or VC or OAVMs' option under e-voting.</p> <p>vi. Click against Company name ('ONELIFE CAPITAL ADVISORS LIMITED') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>	<p>3. User may directly access the e-voting website of CDSL:</p> <p>i. Type in the browser or click on the following link: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on e-Voting and enter your DP ID, Client ID and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile number &amp; Email as recorded in the demat account.</p> <p>iv. After successful authentication, you will enter e-voting module of CDSL.</p> <p>v. Click against Company name ('ONELIFE CAPITAL ADVISORS LIMITED') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>

Shareholders who are unable to retrieve User ID or Password are advised to use Forget User ID or Forget Password option available at above mentioned websites.

<b>Contact details of NSDL - In case shareholders face any technical issue</b>	<b>Contact details of CDSL - In case shareholders face any technical issue</b>
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Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or callat toll free no.: <b>1800 1020 990</b> or <b>1800 22 44 30</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cDSLindia.com">evoting@cDSLindia.com</a> or contact at <b>022- 23058738</b> or <b>022- 23058542/43</b> .
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Members may also login through their demat accountsor website of Depository Participant by following the below steps:

- i. Login using the credentials of your demat account through your Depository Participant registered with NSDL or CDSL for e-voting facility.
- ii. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL or CDSL Depository website after successful authentication, wherein you can see e-voting feature.
- iii. Click on options available against ONELIFE CAPITAL ADVISORS LIMITED or e-voting service provider – KFintech and you will be redirected to e-voting page of KFintech to cast your vote during the remote e-voting period without any further authentication.

**II. FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

Login method for non-individual shareholders holding shares in demat mode and shareholders holding shares in physical form are given below:

**A. Members whose e-mail IDs are registered or updated with the Company or Depositories or RTA or Depository Participants will receive an email from KFintech which will include the details of E-Voting Event Number, User ID and Password. They will have to follow the following process:**

- i. Type in the browser or click on the link: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. user id and password) mentioned in the email communication. The E-Voting Event Number and your Folio Number or DP ID and Client IDwill be your User ID.

**User – ID: For shareholders holding shares in Demat form**

For NSDL: 8 Character DP ID starting with INfollowed by 8 Digits Client ID  
For CDSL: 16 digits beneficiary ID

**User – ID: For shareholders holding shares in Physical Form**

EVEN (\_\_\_) followed by Folio No. registered with the Company or RTA.

**Password:** Your unique password is sent via e-mail forwarded through the electronic notice.

**Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact wayas they are displayed for security reasons.

However, if you are already registered with KFintech for e-voting, you can use your existing user ID and password to cast your vote. If required, please visit <https://evoting.kfintech.com> or contact toll free number 1-800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.

- iii. After entering these details appropriately, Click on ‘LOGIN’.



- iv. If you are logging in for the first time, you will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., ONELIFE CAPITAL ADVISORS LIMITED.
- vii. On the voting page you will see resolution description and against the same the option 'FOR or AGAINST or ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR or AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR or AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- ix. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).
- x. Shareholders holding multiple folios or demat accounts shall carry out the voting process separately for each folio or demat accounts.

**B. Members whose e-mail IDs are not registered or updated with the Company or Depositories or RTA or Depository Participants should follow the following steps to generate your login credentials:**

- i. Shareholders holding shares of the Company in physical mode, who have not registered or updated their email addresses with the Company, are requested to register or update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) and copy to the Company at [cs@onelifecapital.in](mailto:cs@onelifecapital.in).
- ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + Client ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) and copy to the Company at [cs@onelifecapital.in](mailto:cs@onelifecapital.in).
- iii. After due verification, the Company or KFintech will forward your login credentials at your registered e-mail address.
- iv. Follow the instructions at II (A) - (i) to (x) to cast your vote.

**III. GENERAL INSTRUCTIONS OR INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS**

- i. Corporate or Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., to the Scrutinizer at [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@onelifecapital.in](mailto:cs@onelifecapital.in).
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section or e-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 18003094001. Any grievance relating to e-voting may be addressed to Mr. Anil Dalvi, Manager - RIS - Corporate Registry, KFintech at e-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).



**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

**Item No. 1**

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with the related parties as mentioned under the Companies Act, 2013 is expected to be around Rs. 100 cr during the financial year 2022-23.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the related parties as mentioned under the Companies Act, 2013 in the Financial Year 2022-23.

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

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 3 of this Notice, for the approval of the Members.

**ItemNo.2**

Your Company generally enters into transaction with related parties as prescribed in the table of resolution mentioned in item no. 4 in ordinary course of business and at arm's length basis, which falls in the definition of "Related Parties" under the Act and/or SEBI Listing Regulations.

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") exempts a Company from obtaining consent of the Board of Directors and the members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis and in the best interest of the Company.

However, Regulation 23 of the SEBI Listing Regulations requires approval of the members for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the SEBI Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Furthermore, pursuant to the provisions of section 185 of the Act, a company may have to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the Company in general meeting.

The Company advanced loan to Dealmoney Securities Private Limited towards development of Super App and the same is now categorised as Capital Work-in-Progress in the First Quarter of FY 2022-23.

Further, your Company may have to enter into material related party transactions in future requiring shareholders' approval,



the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice.

All the material related party transactions entered/to be entered into by the Company (for which members approval is being sought) are/would be on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained/would be obtained, wherever required.

Information required to be given in the explanatory statement pursuant to the Act and Rule 15 of the Rules forms part of the resolution. Further, the details required as per SEBI Listing Regulations are as follows:

Sr. No.	Particulars	Information
1.	Justification for why the proposed transaction is in the interest of the listed entity	Considering the business activity, the Company has to provide loans / advances or any other transaction to parties including its related parties for enriching business operations more profitably.
2.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness cost of funds and tenure, applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The Loans / advances given/to be given by the Company are from Company's own funds. Further, the loans / advances are given/to be given for the business purpose of recipient on the terms and conditions as considered by the Board and Audit Committee in the best interest of the Company.

Shareholders' approval by way of a special resolution is therefore sought for the resolution set out in this Notice in terms of sections 185, 188 of the Act and Regulation 23 of the SEBI Listing Regulations.



None of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives may be concerned or interested (financially or otherwise) in the Resolution.

The Board recommends the Special Resolution as set out at item No. 4 for the approval of the Shareholders.

**By Order of the Board for  
ONELIFE CAPITAL ADVISORS LIMITED**

**Sd/-**

**Prabhakara Naig  
Chairman and Whole-time Director  
DIN: 00716975**

**Registered Office:**

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**CIN:** L74140MH2007PLC173660

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**Tel no.:** 022 - 4184 2201

**Place:** Thane

**Date:** Wednesday, October 19, 2022