

NOTICE OF THE 17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER 2024 AT 02:00 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, 2024 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, 2024 and the Report of the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

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

SPECIAL BUSINESSES:

3. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2018-19:

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “Act”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other’s resources and reimbursement of expenses; (iii) Availing fund based support including loan / Inter-corporate deposits (‘ICD’), in connection with loans availed and interest and other related expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm’s length basis.

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

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

4. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE

FINANCIAL YEAR 2019-20

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the **"Act"**) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

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

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

5. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2020-21

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the **"Act"**) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such

decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

6. APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2024-25

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Sharing or usage of each other’s resources and reimbursement of expenses, licensing of technology / property; (ii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iii) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

7. TO RATIFY THE EXCEEDING AMOUNT UNDER SECTION 186 FOR THE FY 2021-2022.

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to Ratify the made loan(s) in one or more tranches and/or given guarantee(s)/provided any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate In FY 2021-2022 of Rs. 64,50,00,000 (Rupees Sixty Four Crores & Fifty Lakhs Only)

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its

absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

8. TO AUTHORIZE THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, EXTEND GUARANTEE, PROVIDE SECURITY, MAKE INTER CORPORATE LOANS UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR THE FY 2024-2025.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto a limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) for the FY 2024-2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

9. TO AUTHORIZE THE BOARD OF DIRECTORS TO BORROW MONEY/MONEYS UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR THE FY 2024-2025:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit for FY 2024-2025, any sum or sums of money not exceeding Rs. 100,00,00,000/- (INR One Hundred Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such

directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

10. TO SELL, LEASE OTHERWISE DISPOSE OF THE ASSET OF THE COMPANY/CREATION OF CHARGE ON THE ASSETS:

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

“**RESOLVED THAT** pursuant to the provisions of section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any consent of the shareholders be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as “the Board”) to sell, mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on such terms and conditions at such time (s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding 100,00,00,000/- (INR One Hundred Crore only) at any point of time.

RESOLVED FURTHER THAT the Board be and are hereby severally authorised to finalise with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

Registered Office:

Regd. Off: Plot No. A356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West) - 400604, Maharashtra

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

CIN: L74140MH2007PLC173660

E-mail: cs@onelifecapital.in

Website: www.onelifecapital.in

Tel no.: 022-25833206

Sd/-

**Prabhakara Naig
Executive Chairman
DIN: 00716975**

Place: Thane

Date: 06 September 2024

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020. The forthcoming 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, 2024 (09.00 A.M. IST) and ends on 29th September, 2024 (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 Monday, 23rd

September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

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

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

1. The shareholders should log on to the e-voting website www.evotingindia.com

2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Onelife Capital Advisors Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@onelifecapital.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the 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.

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

Item 3:

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

The details of Transactions entered during the Financial Year 2018-19 that require approval / ratification are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	Name of the related party	Scandent Imaging Limited	Oodnap Securities (India) Limited	Pran Fertilisers & Pesticides Pvt. Ltd
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.	Unsecured Profit Sharing bearing loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand	Unsecured Profit Sharing bearing loan amounting to INR 80 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 500 lakhs	INR 100 lakhs	INR 80 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	86.94%	17.39%	13.91%
9	Justification of the transaction	Refer Note No. (II) below		
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and 			

	<p>• tenure of the indebtedness - Not Applicable</p> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	96.37%	Not Applicable	Not Applicable
14	Any other relevant information	<p>These transactions entered during the financial year 2018-19 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars	
		4	5
1	Name of the related party	Pandoo Naig	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter and Director of the company having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Non-interest bearing loan amounting to INR 100 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.	Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches)
5	Particulars of transactions	Same as above	Same as above
6	Tenure of transaction	One Year	One Year
7	Value of the transaction	INR 100 lakhs	INR 200 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	17.39%	34.77%
9	Justification of the transaction	Refer Note No. (I) below	C. Refer Note No (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable	Not Applicable
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Prabhakara Naig	Mr. Pandoo Naig & Mr. Prabhakara Naig
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p>		

	<ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	2.55%
14	Any other relevant information	<p>These transactions entered during the financial year 2018-19 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>	

Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.

Item 4:

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

The details of Transactions entered during the Financial Year 2019-20 that require approval / ratification are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	Name of the related party	Pran Fertilizers & Pesticides Private Limited	Oodnap Securities (India) Limited	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit Sharing bearing loan amounting to INR 600 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	Unsecured Profit Sharing bearing loan amounting to INR 50 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	A. Unsecured loan amounting to INR 200 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand. B. Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 118 Lakhs for a period of one year (in one or more tranches) C. Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 232 Lakhs for a period of one year (in one or more tranches)
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 600 lakhs	INR 50 lakhs	INR 550 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	72.19%	6.02%	66.18%
9	Justification of the transaction	Refer Note No. (II) below		A. Refer Note No. (II) below B.Refer Note No (III)

			below C.Refer Note No (IV) below	
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	5.13%
14	Any other relevant information	<p>These transactions entered during the financial year 2019-20 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars		
		4	5	6
1	Name of the related party	Dealmoney Distribution & Advisory Services	Scandant Imaging Limited (Family Care Hospital Ltd)	Pandoo Naig
2	Nature of relationship [including nature of interest financial or otherwise]]	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter and Director of the company having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	A. Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 65 Lakhs for a period of one year	Unsecured loan amounting to INR 150 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12%	Unsecured Non-interest bearing loan amounting to INR 15 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.

		(in one or more tranches)	p.a. and repayable in demand.	
		B. Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 115 Lakhs for a period of one year (in one or more tranches)		
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 180 lakhs	INR 150 lakhs	INR 15 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	21.65%	18.04%	1.80%
9	Justification of the transaction	A. Refer Note No (III) below B. Refer Note No (IV) below	Refer Note (II) below	Refer Note (I) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	124.03%	10.57%	Not Applicable
14	Any other relevant information	These transactions entered during the financial year 2019-20 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.		

		All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.

Item 5:

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

The details of Transactions entered during the Financial Year 2020-21 that require approval / ratification are given below:

Sr. No	Description	Particulars	
		1	2
1	Name of the related party	Pandoo Naig	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise)]	Promoter and Director of the company having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expense	
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Non-interest bearing loan amounting to INR 5 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.	A) Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand. B) Unsecured loan amounting to INR 25 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand. C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 258 Lakhs for a period of one year (in one or more tranches) D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 267 Lakhs for a period of one year (in one or more tranches)
5	Particulars of transactions	Same as above	
6	Tenure of transaction	One Year	
7	Value of the transaction	INR 5 lakhs	INR 1050 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	0.71%	150.05%
9	Justification of the transaction	Refer Note No. (I) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below

10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable	
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Prabhakara Naig	Mr. Pandoo Naig & Mr. Prabhakara Naig
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	8.83%
14	Any other relevant information	<p>These transactions entered during the financial year 2020-21 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>	

Sr. No.	Description	3	4	5
1	Name of the related party	Oodnap Securities (India) Limited	Pran Fertilizers & Pesticides Private Limited	Scandant Imaging Limited (Family Care Hospital Ltd)
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit Sharing bearing loan amounting to INR 1500 lakhs given for a period of one year (in one	Unsecured Profit Sharing bearing loan amounting to INR 600 lakhs given for a period of one year (in one or more	Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.

		or more tranches) and repayable on project completion/Sales & on demand.	tranches) and repayable on project completion/Sales & on demand.	
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 1500 lakhs	INR 600 lakhs	INR 500 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	215.05%	86.02%	71.68%
9	Justification of the transaction	Refer Note No. (II) below	Refer Note No. (II) below	Refer Note No. (II) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	37.75%
14	Any other relevant information	<p>These transactions entered during the financial year 2020-21 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.

Item 6:

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

The details of Transactions proposed to be entered during the Financial Year 2024-25 that require approval are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	Name of the related party	D P Engineering and Consulting Pvt Ltd	Pran Fertilisers and Pesticides Pvt Ltd	Oodnap Securities (India) Ltd
2	Nature of relationship [including nature of its interest financial or otherwise]	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter- corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Non-interest bearing & Profit Share Bearing loan amounting to INR 200 lakhs availed for a period of one year (in one of more tranches) and repayable on project completion/ sales and on demand.	A) Unsecured Profit Sharing loan amounting to INR 350 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit Sharing loan amounting to INR 350 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand..	Unsecured Profit Sharing loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 200 lakhs	INR 700 lakhs	INR 500 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	6.17%	21.6%	15.42%
9	Justification of the transaction	Refer Note No. (I) below	A) Refer Note No. (II) below B) Refer Note No. (I) below	Refer Note No. (II) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		

11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	Not Applicable
14	Any other relevant information	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars		
		4	5	6
1	Name of the related party	Vaaman Pesticides Pvt Ltd	Sowgau Estates Private Limited	Dealmoney Commodities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		

4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit Sharing loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	Unsecured Profit Sharing loan amounting to INR 100 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	<p>A) Unsecured Profit Sharing loan amounting to INR 500 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured Profit Sharing loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches)</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches)</p>
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 100 lakhs	INR 100 lakhs	INR 1500 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	3.09%	3.09%	46.28%
9	Justification of the transaction	Refer Note No. (II) below	Refer Note No. (I) below	<p>A) Refer Note No. (II) below</p> <p>B) Refer Note No. (I) below</p> <p>C) Refer Note No. (III) below</p> <p>D) Refer Note No. (IV) below</p>
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		

12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	69.66%
14	Any other relevant information	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars		
		7	8	9
1	Name of the related party	Dealmoney Financial Services Pvt Ltd	Dealmoney Distribution and E-Marketing Private Limited	Family Care Hospitals Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		

4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit bearing loan amounting to INR 10 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	A) Unsecured Profit bearing loan amounting to INR 50 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit bearing loan amounting to INR 50 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches) D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches)	A) Unsecured Profit bearing loan amounting to INR 1200 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit bearing loan amounting to INR 1100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches) D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches)
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 10 lakhs	INR 500 lakhs	INR 2500 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	0.31%	15.43%	77.13%
9	Justification of the transaction	Refer Note No. (II) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		

12	<p>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</p> <p>A. Sources of funds - Not Applicable</p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness - Not Applicable <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - Refer Point No. 4 Above</p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - Not Applicable</p>			
13	<p>% of the counter party's annual consolidated turnover that is represented by the value of the RPT</p>	Not Applicable	29.83%	62.49%
14	<p>Any other relevant information</p>	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.

ITEM 7:

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors of the Company had made investment/ extend guarantee/ provided security/ given loan upto an amount of Rs. 64,50,00,000/- (Rupees Sixty Four Crores & Fifty Lakhs only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company & no personal benefit was derived.

Since, decisions for investment or for providing loan/guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it was not be feasible for the Company to seek shareholders' consent. The Board proposes to ratify the Transaction.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought for Rs. 64,50,00,000/- (Rupees Sixty Four Crores & Fifty Lakhs only) , for the loans/investments made, security/guarantee provided by the Board of Directors of the Company.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through Postal Ballot or may be transacted at a General Meeting providing the facility to members to vote by electronic means. The said Special Resolution is being recommended for the approval of the Members in AGM.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM 8:

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is proposed that the Board of Directors of the Company be authorized to make investment/ extend guarantee/ provide security/ give loan upto an amount of Rs. 100 Crores (Rupees One Hundred Crores only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company.

Since, decisions for investment or for providing loan/guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it may not be feasible for the Company to seek shareholders' consent. The Board proposes to make investment/ give loan, inter-alia, out of internal accruals/mobilizations including external financing, as may be done by the Company from time to time.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought to fix the ceiling of Rs 100 Crores, upto which loans/investments can be made, security/guarantee may be provided by the Board of Directors of the Company. In accordance with the provisions of the Companies Act, 2013, the said limit may also be considered as an annual limit for the FY 2024-2025.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through Postal Ballot or may be transacted at a General Meeting providing the facility to members to vote by electronic means. The said Special Resolution is being recommended for the approval of the Members in AGM.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM 9:

The Board Members of the Company at their Meeting held on September 06,2024 passed a resolution authorizing the Company to borrow from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100,00,00,000/- (INR One Hundred Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, subject to approval of the shareholders, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

In contemplation of business expansion projects to be materialized, the Board may have to resort to multiple financing alternatives, total amount so borrowed by the Board shall not, at any time, exceed the limit of Rs.100 Crores (Rupees One Hundred Crores only).

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 9 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM 10:

The Board Members of the Company at their Meeting held 06 September 2024 passed a resolution authorizing the Company, subject to approval of the shareholders, to sell, mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on such terms and conditions at such time (s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore only) at any point of time.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ANNEXURE A:

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 30th September, 2024 Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(i)

Name of the Directors	Mr. Pandoo Naig (DIN: 00158221)
Date of Birth	15/04/1981
Date of Appointment	March 23, 2023
Brief Resume	Businessman with experience of running various companies related to capital markets, real estate, agricultural, software, healthcare etc.
Relationship with the Directors and Key Managerial Personnel	Son of Mr. Prabhakara Naig – A Promoter
Expertise in specific Functional Area	Capital Market and Investment Banking & Finance
Qualification	HSC
Board Membership of other Listed Companies as on 31 st March, 2024	1 (Family Care Hospitals Limited)
Chairman /Member of the Committee of the Board of Directors of other listed companies as on 31 st March, 2024	
a) <i>Audit Committee</i>	Nil
b) <i>Nomination And Remuneration Committee</i>	Nil
c) <i>Stakeholder's Relationship Committee</i>	Nil
d) <i>Risk Management Committee</i>	1
Number of shares held in Company as on 31 st March, 2024	54999

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 2023-24 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.