

# ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd Address: A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400 604  
Tel.: 022-2583 3206; Fax: 022-41842228; Email id: cs@onelifecapital.in ; Web: www.onelifecapital.in

## POSTAL BALLOT NOTICE

### NOTICE FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014)

Dear Member(s),

Notice is hereby given pursuant to provision of Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re –enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to other applicable laws, rules and regulations, if any, that the resolutions appended here with are proposed to be passed as Special Resolution by means of Postal Ballot which includes voting by electronic means.

The Company is desirous of seeking your consent for such proposal as are contained in the resolution appended below. The said draft Resolution and the explanatory statement are being sent to you along with the Postal Ballot Form for your consideration. The Board of Directors of your Company has appointed M/s. M Siroya and Company, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process and electronic voting process thereto in accordance with the provisions of act and rules framed thereunder in a fair and transparent manner.

The members are requested to read the instruction printed on the Postal Ballot Form carefully and return the duly completed Postal Ballot form in the attached self-addressed postage pre-paid envelop, so as to reach the scrutinizer on or before 5.00 p.m. on 17<sup>th</sup> October, 2018. The postage will be borne and paid by the Company.

#### **E-Voting facility:**

In compliance with the Regulation 44(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and provision of Section 110 of act read with the Rule 20 and 22 of the rules, Company is pleased to provide remote E-voting facility to its shareholders, as an alternate, enabling them to cast their votes electronically, instead of voting through physical ballot form. Remote E-voting is optional. Please read the instructions for remote E-voting mentioned overleaf. Other relevant information for remote E-voting is given in notes to notice. For more instruction on remote E-voting mechanism, click on below given link: <https://evoting.karvy.com>

The Scrutinizers will submit his report to the Chairman or in his absence to any other Director authorized by him, upon completion of scrutiny of the postal ballot forms and votes cast through E-voting mechanism. The results on the resolution proposed to be passed through postal ballot will be announced by the Chairman or by one of the Director authorized by the Chairman on or before 19<sup>th</sup> October, 2018 and will be placed on the Company’s Website [www.onelifecapital.in](http://www.onelifecapital.in) .The result will be communicated to the Stock Exchanges on which the shares of the Company are listed. The result will also be announced through newspaper advertisement as required to be published as provided under the rules made thereunder. The last date specified by the Company for receipt of duly completed postal ballot form or e-voting shall be deemed to be date of passing the proposed resolution.

#### **DRAFT RESOLUTION - SPECIAL BUSINESS:**

##### **1. ALTERATION OF MEMORANDUM OF ASSOCIATION:**

**To consider and, if thought fit, to give your assent or dissent to the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company in the following manner:

- i. Inserting New objects mentioned below into the main objects - Clause III (A) relating to Mutual fund activity, E-commerce and Information technology and pursuing objects incidental and ancillary to the attainment of the main object and other objects:
  - 2a) To carry on the business of mutual funds, asset management Company, act as sponsor and undertake other related activities as defined under Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
  - 2b) To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner whatsoever in all type of goods, materials and commodities on retail as well as on wholesale basis in India or elsewhere through internet or any other channel and all type of e-commerce business in all goods and services, merchandise, vide business to business (b2b), business to customer (b2c), customer to customer (c2c) and providing services in Payment gateways, Portals, Vortals, Internet Marketing, Electronic Publishing.

- 2c) To carry on the business as designers, developers, buyers, sellers, importers, exporters and dealers in all kinds of computer software, computer technology and information technology products including cloud hosted business platforms and computer application products, systems, peripherals and materials, and to undertake the business of system and network integration and development, product application and development, computer maintenance and technical support services, internet access, networking and electronic media, telecommunication and web commerce application services.
- 2d) To carry on the business of consultancy and advise in designing, developing, installing, implementing and operating all kinds of software/information technology projects and rendering technical services, business transformation projects and assistance for start- up, commencement and expansion programme and to act as technical and software development consultants in India and abroad.
- ii. Substituting the existing Clause IV by the following clause - 'The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them'; and
- iii. Deleting the existing Clause V (b) and renumbering Clause V (a) as Clause V in the Memorandum of Association;

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

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

**Pandoo Naig  
Managing Director  
DIN: 00158221**

**Place: Thane  
Date: 25<sup>th</sup> July 2018**

#### **NOTES**

1. E-Voting period shall commence from 18<sup>th</sup> September, 2018 at 9.00 a.m. till 17<sup>th</sup> October, 2018 at 5.00 p.m. during these period members of the Company holding share either in physical form or in dematerialized form as on the relevant date (record date) i.e. 7<sup>th</sup> September, 2018, may cast their vote electronically. The Company has appointed Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically (the "Remote e-voting") instead of dispatching Postal Ballot Form. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter i.e. 17<sup>th</sup> October, 2018 at 5.00 p.m. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. The Explanatory Statement pursuant to section 102(1) of the Companies Act 2013 read with Rule 22 of Company (Management and Administration) Rules, 2014 in respect of item no. 1 is attached herewith.
3. The Postal Ballot notice is being sent to all the existing shareholders, whose names appeared in the Register of Member or of Depositories as on 7<sup>th</sup> September, 2018 being cut off date, through E-Mail to those who have registered their Email ID and to other members by the permitted mode of dispatch along with a postage pre-paid self addressed Business Reply Envelope.
4. The members whose names appeared in the register of members as on 7<sup>th</sup> September, 2018 will be considered for the purpose of voting. A person who is not member as on record date should treat this notice for information purpose only.
5. Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same have been passed at the General Meeting of the Members.  
  
Shareholders have option either to vote through Remote E-Voting process or through the Postal Ballot Form. Shareholders who have received the Postal ballot notice through E-mail and who wish to vote through physical Postal Ballot form may download the postal ballot form from the website of the Company [www.onelifecapital.in](http://www.onelifecapital.in) .
6. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting .In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
7. If the members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (FOR) or dissent (AGAINST), in the attached postage pre-paid self- addressed business reply envelope (BRE) so as to reach the Scrutinizer on or before 5.00 p.m. on 17<sup>th</sup> October, 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the BRE will also be accepted. Assent / Dissent received after 5:00 p.m. on 17<sup>th</sup> October, 2018 would be strictly treated as if reply from the Member(s) has not been received.

The results of the Postal Ballot will be announced on or before 19<sup>th</sup> October, 2018. The results will be informed to the Stock Exchanges and will be posted on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in). The results of Postal Ballot will also be announced through Newspaper advertisement.

8. Where an authorized representative of Body Corporate has signed the Postal Ballot Form, a Certified Copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Unsigned Postal Ballot Form will be rejected.
9. The Scrutinizers' decision on the validity of the Postal Ballot will be final.
10. Members are requested to update the contact details, if there have been any change in the details. In absence of non-availability of member's latest address whether in demat records or Company's records, they are likely to miss notices and other valuable communication sent by the Company.
11. The members are requested to Intimate to the Company's Registrars and Share Transfer Agents, M/s. Karvy Computer Share Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032, and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondences.
12. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 7<sup>th</sup> September, 2018.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com>.

In case any member has queried grievances or issue relating to postal ballot, members are requested to write an email to [cs@onelifecapital.in](mailto:cs@onelifecapital.in) or may write to the Company Secretary, Onelife Capital Advisors Limited at A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400 604. In case of any grievances, connected with facility for voting by electronics means, please contact Mr. Anil Dalvi, Manager at Karvy on 040-67161631, E-mail ID : [evoting@karvy.com](mailto:evoting@karvy.com) or at their toll free number: 1-800-3454-001

### 13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e –voting facility to all the members of the Company. The Company has appointed Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically (the “Remote e-voting”) instead of dispatching Postal Ballot Form. Please note that e-voting is optional.

#### a. The instructions for e-voting are as under:

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:

Launch internet browser by typing the URL: <https://evoting.karvy.com>

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

After entering these details appropriately, click on “LOGIN”.

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the “E-VOTING EVENT” i.e. “ONELIFE CAPITAL ADVISORS LIMITED”

On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total

number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
14. The Scrutinizer shall on or before 19<sup>th</sup> October, 2018, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.

The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in) and on the website of Karvy within 48 hours of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchange wherein the Company's shares are listed.

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

##### **Item 1:**

As per provisions of Section 13 of the Companies Act, 2013 ("Act") and Section 110 of the Act read with Rule 22 of Chapter VII relating to procedure to be followed for conducting business through postal Ballot, alteration in memorandum of association requires approval of the members by way of a Special Resolution to be passed through Postal Ballot process.

The Company intends to add new objects to the existing objects of the Company. The new objects focus on the Mutual fund activity, E-commerce and Information technology (IT) Services. It will help the Company to diversify the business and increase the scope of growth of the Company.

Further, it is proposed to Substitute the existing Clause IV in line of new clause provided as per Companies Act, 2013 and Delete the existing Clause V (b) and renumber Clause V (a) as Clause V in the Memorandum of Association;

The Board of Directors recommends the resolution set forth in Item No. 1 for the approval of members as a Special Resolution by way of Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

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

**Pandoo Naig  
Managing Director  
DIN: 00158221**

**Place: Thane  
Date: 25<sup>th</sup> July 2018**