

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037 Email id: cs@onelifecapital.in ; Web: www.onlifecapital.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) Rule 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(s) 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 & Co., Practicing Company Secretary, 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 Monday, 18th December, 2017. 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 Chairman or by one of the Director authorized by Chairman on Wednesday, 20th December, 2017 and will be placed on the Company's Website www.onlifecapital.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 date of declaration of result of postal ballot shall be deemed to be date of General Meeting and the date of passing the proposed resolution.

SPECIAL BUSINESS:

1. APPROVAL FOR SHIFTING OF REGISTERED OFFICE OUT SIDE THE LOCAL LIMIT OF THE CITY:

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 12 and any other applicable provisions of the Companies Act, 2013 and read with applicable rules of Companies (Incorporation) Rules, 2014, consent of the Members of the Company be and are hereby accorded to shift the Registered Office of the Company from its present location at **"307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049"** To **"Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604, Maharashtra"**, which is outside the local limits of city but within the jurisdiction of same Registrar of Companies ("ROC") with effect from 1st January 2018.

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 No. 00158221**

**Place: Mumbai
Date: 14/11/2017**

NOTES

1. E-Voting period shall commence from Sunday, 19th November, 2017 at 9.00 a.m. till Monday, 18th December, 2017 at 5.00 p.m. during these period members of the Company holding share either in physical form or in dematerialised form as on the relevant date (record date) i.e. 17th November, 2017, 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. 18th December, 2017. 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 17th November, 2017 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 17th November, 2017 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 are deemed to have been passed as if the same have been passed at the General Meeting of the Members.
6. 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 .
7. 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.
8. 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 18th December, 2017. 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 18th December, 2017 would be strictly treated as if reply from the Member(s) has not been received.
9. The results of the Postal Ballot will be announced on Wednesday, 20th December, 2017. The results will be informed to the Stock Exchanges and will be posted on the Company's website www.onelifecapital.in . The results of Postal Ballot will also be announced through Newspaper advertisement.
10. 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.
11. The Scrutinizers' decision on the validity of the Postal Ballot will be final.
12. 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.
13. 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.
14. 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. 17th November, 2017.
15. 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>.
16. In case any member has queried / grievances / issue relating to postal ballot, members are requested to write an email to cs@onelifecapital.in or may write to the Company Secretary, Onelife Capital Advisors Limited at 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049. In case of any grievances, connected with facility for voting by electronics means, please contact Mr. V. K. Jayaraman, General Manager at Karvy on 040-67161662, E-mail ID : evoting@karvy.com or at their toll free number: 1-800-3454-001

17. 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)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. 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.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “E-VOTING EVENT” i.e. “ONELIFE CAPITAL ADVISORS LIMITED”
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- xi. 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.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. 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).
- xii. 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 with a copy marked to 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.

18. The Scrutinizer shall on or before 20th December, 2017, 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.

- 19 The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website 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.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1:

As per provisions of Section 12(5) 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, shifting of Registered Office of a Company outside the local limit of any city or town require approval of the member by way of a Special Resolution to be passed through Postal Ballot process.

The Registered Office of the Company presently situated at Mumbai and with a view to improve the operational efficiency, the Board of Directors considered and approved, subject to approval of the members, the proposal for shifting of Registered Office from Mumbai District to Thane District within Maharashtra. The proposed location is outside the local limit of Mumbai city and therefore requires approval of the members by way of a Special Resolution. If approved by the members, the Registered Office will be shifted to "**Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604**" with effect from 1st January, 2018.

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 No. 00158221**

**Place: Mumbai
Date: 14/11/2017**