

# 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.onelifecapital.in](http://www.onelifecapital.in)

5<sup>th</sup> April, 2016

To

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street,

Fort, Mumbai- 400 001

**National Stock Exchange of India Ltd**

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

**Sub: Submission of Compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2016.**

Please find attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I & II) for the quarter ended 31<sup>st</sup> March, 2016.

Kindly take the above documents in your record and acknowledge the receipt.

Thanking you

Yours faithfully

**For Onelife Capital Advisors Limited**



Priyanka Rawat

Company Secretary



Compliance officer

**Encl: As above**

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## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Onelife Capital Advisors Limited
2. Quarter ending -31<sup>st</sup> March, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>4</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Prabhakara Naig	ABIPN2653D & 00716975	Chairperson - Executive	31/08/2007	-	01	Nil	Nil
Mr	Pandoo Prabhakar Naig	ACNPN2800J & 00158221	Executive	07/09/2009	-	01	02	Nil
Mr	Ram Narayan Gupta	AAKPG9052E & 01130155	Non-Executive - Independent	29/09/ 2014 (Original date of Appointment 30/05/2014)	05 years	01	02	01
Mr	Amol Shivaji Autade	ANCPA3607Q & 06788961	Non-Executive - Independent	29/09/ 2014 (Original date of Appointment 30/05/2014)	05 years	01	03	02
Mr	Mahendra Salunke	BOWPS9884 M& 03425778	Non-Executive - Independent	30/09/2015 (Original date of Appointment 20/10/2014)	05 years	01	01	Nil
Ms	Sonam Satish Kumar Jain	ANYPJ5733C & 06848245	Non-Executive - Independent	30/09/2015 (Original date of Appointment 31/03/2015)	05 years	01	01	Nil

<sup>3</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>4</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson /Executive /Non-Executive /independent /Nominee)<sup>5</sup></i>
1. Audit Committee	Mr. Ram Narayan Gupta	Chairperson - Non-Executive - Independent
	Mr. Pandoo Naig	Executive
	Mr. Amol Autade	Non-Executive -Independent
2. Nomination & Remuneration Committee	Mr. Amol Autade	Chairperson - Non-Executive - Independent
	Mr. Ram Narayan Gupta	Non-Executive -Independent
	Ms. Sonam Satish Kumar Jain	Non-Executive -Independent
3. Risk Management Committee (if applicable)	Mr. Pandoo Naig	Chairperson -Executive
	Mr. Ram Narayan Gupta	Non-Executive -Independent
	Mr. Mahendra Salunke	Non-Executive -Independent
4. Stakeholders Relationship Committee	Mr. Amol Autade	Chairperson - Non-Executive - Independent
	Ms. Sonam Jain	Non-Executive -Independent
	Mr. Mahendra Salunke	Non-Executive -Independent

<sup>5</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09/11/2015 11/12/2015	13/02/2016	64Days

## IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>

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<b>1. Audit Committee Meeting</b>			
13/02/2016	Yes- All members present	09/11/2015	61Days
<b>2. Nomination &amp; Remuneration Committee</b>			
----	----	09/11/2015	-
<b>3. Stakeholders Relationship Committee</b>			
13/02/2016	Yes- All members present	09/11/2015	-
<b>4. Risk Management Committee</b>			
----	----	09/11/2015	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance status (Yes/No/NA)refer note below</i>	
Whether prior approval of audit committee obtained		NA	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA	
<i>Note</i>			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & remuneration committee			
c. Stakeholders relationship committee			
d. Risk management committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			

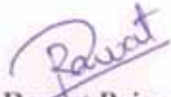
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5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here; This report will be placed at the ensuing Board Meeting.



**Rawat Priyanka**

**Company Secretary & Compliance Officer**



**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance Status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) &amp; 25(6)</i>	<i>Yes</i>
<i>Board composition</i>	<i>17(1)</i>	<i>Yes</i>
<i>Meeting of Board of directors</i>	<i>17(2)</i>	<i>Yes</i>
<i>Review of Compliance Reports</i>	<i>17(3)</i>	<i>Yes</i>
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	<i>Yes</i>

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<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<b>Note</b>		
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		

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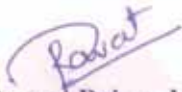
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2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : Yes



**Rawat Priyanka**  
Company Secretary & Compliance Officer

