



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

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10th December, 2025

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400001.

Scrip Code: 533632

National Stock Exchange of India Ltd

Department of Corporate Services

Exchange Plaza,

Bandra- Kurla Complex

Mumbai- 400051

Symbol: ONELIFECAP

Subject: Proposed Rights Issue of the Fully Paid-up Equity Shares of Max India Limited ("the Company").

Dear Sir/Madam,

Further to our announcement dated December 10, 2025, and with regard to the captioned subject, please note that the Company has proposed a Rights Issue of Fully Paid-up Equity Shares of face value of Rs. 10/- each for an amount not exceeding Rs. 30 Crores on Rights basis to the eligible shareholders of the Company. In this regard, please find enclosed the soft copy of the Draft Letter of Offer dated December 10, 2025. Kindly take the above information on your records.

We request you to take this information on Records.

For Onelife Capital Advisors Limited,

**ROHIT
GUPTA**

Digitally signed
by ROHIT GUPTA
Date: 2025.12.10
19:51:41 +05'30'

Rohit Gupta

Company Secretary & Compliance Officer

Encl: a/a




Please scan the QR Code to view the DLOF



ONELIFE CAPITAL ADVISORS LIMITED

Our Company was originally incorporated as “Onelife Corporate Advisory Services Private Limited” a private limited company vide a certificate of incorporation dated August 31, 2007, issued by the Registrar of Companies, Mumbai, under the provisions of the Companies Act, 1956. Further, the name of our Company was changed to “Onelife Capital Advisors Private Limited” and a fresh certificate of incorporation was issued by Registrar of Companies, Mumbai dated November 07, 2009. Further, pursuant to the necessary resolutions, our Company was converted into a public limited company. Consequently, the name of our company was changed to “Onelife Capital Advisors Limited”, and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Mumbai on December 13, 2010.

Registered Office: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W), - 400604, Maharashtra, India; **Telephone:** 022 41842345; **Contact Person:** Rohit Gupta, Company Secretary and Compliance Officer; **Email:** cs@onelifecapital.in; **Website:** www.onelifecapital.in
Corporate Identity Number: L74140MH2007PLC173660

OUR PROMOTERS: PRABHAKAR NAIG AND PANDOO NAIG	
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ONELIFE CAPITAL ADVISORS LIMITED (OUR “COMPANY” OR THE “ISSUER”) ONLY	
<p>ISSUE OF UPTO [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] EACH INCLUDING SECURITIES PREMIUM OF ₹ [●] PER RIGHTS EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ 3,000.00 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARE(S) FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS ₹ [●] WHICH IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE SECTION TITLED “TERMS OF THE ISSUE” ON PAGE 84 OF THIS DRAFT LETTER OF OFFER.</p> <p>*Assuming full subscription in the Issue.</p>	
WILFUL DEFAULTER OR A FRAUDULENT BORROWERS	
<p>We hereby confirm that as on date of this Draft Letter of Offer, neither our Company, our Promoter nor our Directors are categorised as wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.</p>	
GENERAL RISKS	
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue including the risks involved. The securities being offered in the Issue have not been recommended nor approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to “Risk Factors” beginning on page 17 of this Draft Letter of Offer before making an investment in this Issue.</p>	
OUR COMPANY’S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The existing Equity Shares of our Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). Our Company has received “In-Principle” approval from BSE and NSE for listing the Rights Equity Shares through their letter dated [●] and [●] Respectively. Our Company will also make applications to the Stock Exchange to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE.</p>	
REGISTRAR TO THE ISSUE	
	<p>KFIN TECHNOLOGIES LTD 7th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp Guru Nanak Hospital, Off Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051 Tel No: 022 - 26730799 / 0843 Email: onelife.rights@kfintech.com Contact Person: M Murali Krishna; Website: www.kfintech.com SEBI Registration Number: INR000000221</p>
ISSUE SCHEDULE	
LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[●]
DATE OF OPENING OF THE ISSUE	[●]
LAST DATE FOR ON-MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS*	[●]
DATE OF CLOSING OF THE ISSUE [#]	[●]
DATE OF FINALIZATION OF BASIS OF ALLOTMENT	[●]
DATE OF ALLOTMENT	[●]
DATE OF CREDIT OF RIGHTS EQUITY SHARES	[●]
DATE OF LISTING	[●]

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

Our Board or the Rights Issue committee will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I - GENERAL DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*The words and expressions used in this Draft Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in “**Summary of Letter of Offer**”, “**Terms of the Issue**”, “**Statement of Special Tax Benefits**”, and “**Financial Statements**” beginning on pages 14, 84, 48 and 54, respectively, shall have the meaning given to such terms in such sections.*

GENERAL TERMS

TERM	DESCRIPTION
<i>Onelife Capital Advisors limited/ We/ Us/ Our/ Our Company/ the Issuer</i>	Unless the context otherwise indicates or implies refers to <i>Onelife Capital Advisors limited</i> , a public limited company incorporated under the provisions of the Companies Act, 1956, as amended from time to time and having its registered office at <i>Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W), - 400604, Thane, Thane, Maharashtra, India, 400604.</i>

COMPANY RELATED TERMS

TERM	DESCRIPTION
AOA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Board
Audited Financial Statements/ Audited Financial Information	The audited financial statements of our Company for the financial year ended March 31, 2025 which comprises of the balance sheet as at March 31, 2025, the statement of profit and loss, including other comprehensive income, the cash flow statement and the statement of changes in equity for the year March 31, 2025, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. For details, see “Financial Statements” on page 54.
Auditors / Statutory Auditors	The statutory auditors of our Company, being <i>M/s. Rafik & Associates Chartered Accountants.</i>
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof as the context may refer to.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being <i>Mr. Rohit Gupta.</i>
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being <i>Mr. Pandoo Naig.</i>
Director(s)	Director(s) on the Board of our Company as appointed from time to time, unless otherwise specified.
Equity Shares/Shares	Equity Shares of our Company having face value of ₹ 10/- each, fully paid up, unless otherwise specified in the context thereof.
Equity Shareholders / Shareholders	Persons /entities holding Equity Shares of our Company from time to time.
Eligible Equity Shareholders	Eligible Holders of the equity shares of the Company as on record date.
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to

TERM	DESCRIPTION
	the chapter titled <i>“Our Management”</i> beginning on page 51 of this Draft Letter of Offer.
ISIN	International Securities Identification Number of the Company is <i>INE912L01015</i> .
Key Management Personnel /KMP	Key management personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to the chapter titled <i>“Our Management”</i> beginning on page 51 of this Draft Letter of Offer.
Limited Review	Limited Reviewed Financial Results for the quarter and half year ended <i>September 30, 2025</i>
Memorandum/ Memorandum of Association/ MOA	The Memorandum of Association of our Company, as amended from time to time.
OCAL	Onelife Capital Advisors Limited
Promoter	Promoters of our Company, being Mr. Prabhakar Naig and Mr. Pandoo Naig
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations.
Registered Office	<i>Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W), - 400604, Thane, Thane, Maharashtra, India, 400604</i>
Registrar of Companies/ RoC	Registrar of Companies, Mumbai at Maharashtra
Rights Issue Committee	Right issue committee constitute by our Board
Senior Management / Senior Managerial Personnel / SMP	Senior management/ senior managerial personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in <i>“Our Management – Senior Managerial Personnel”</i> on page 51.
Shareholders / Equity Shareholder	The equity shareholders of our Company, from time to time.
Stock Exchange / Designated Stock Exchange	Our Company is listed on <i>BSE Limited</i> and <i>National Stock Exchange of India Limited</i> . Designated stock exchange is <i>BSE Limited</i> .

ISSUE RELATED TERMS

TERM	DESCRIPTION
Additional Right Shares	The Right Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/ Allotted/ Allotment	Unless the context otherwise requires, the allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, HDFC Bank Limited.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Person(s) who is Allotted Equity Shares pursuant to the Allotment
Applicant(s)/ Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer.
Application	Application made through submission of the Application Form or Plain Paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process to subscribe to the Rights Equity

TERM	DESCRIPTION
	Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue.
Application Money	Aggregate amount payable at the time of Application i.e.; Rs. [●] per Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) used by ASBA Applicants to make an application authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB.
ASBA Account	The account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the Plain Paper Application.
ASBA Applicant/ ASBA Investors	As per the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), the Allotment Account Bank(s) and the Refund Bank(s) to the Issue, in this case being HDFC Bank Limited.
Banker to the Issue Agreement	Agreement dated December 10, 2025 amongst our Company, the Registrar to the Issue and the Banker(s) to the Issue for transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and where applicable, refunds of the amounts collected from Applicants/ Investors and providing such other facilities and services as specified in the agreement.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in <i>“Terms of the Issue”</i> beginning on page 84 of this Draft Letter of Offer.
Common Application Form / CAF	The application form used by Investors to make an application for Allotment under the Issue
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor’s address, PAN, DP ID, Client ID, bank account details and occupation, where applicable
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on the website of SEBI at http://www.sebi.gov.in .
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
Draft Letter of Offer/ DLOF	This Draft Letter of Offer dated December 10, 2025 filed with Stock Exchanges, in accordance with the SEBI (ICDR) Regulations, for their observations and in-principal listing approval.
Equity Shares	Fully paid-up equity shares of face value of ₹ 10 each of our Company
Eligible Equity Shareholder(s)	Holder(s) / Beneficial Owner of the Equity Shares of our Company as on the Record Date. Please note that the investors eligible to participate in the

TERM	DESCRIPTION
	Issue exclude certain overseas shareholders. For further details, please refer “ NOTICE TO INVESTOR ” on page 11 of this Draft Letter of Offer.
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors – eligible equity shareholders making an Application through the ASBA facility.
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, HDFC Bank Limited.
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulations 2(1) (III) of the SEBI ICDR Regulations
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, [●], and the Renouncee(s).
ISIN	International Securities Identification Number
Issue	This issue of Upto [●] Equity Shares of face value of ₹ 10/- each of our Company for cash at a price of ₹ [●]/- per Rights Equity Share, which includes a premium of ₹ [●]/- per Rights Equity Share aggregating ₹ 3,000.00 Lakhs [#] on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Equity Shares for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record date, that is on [●] <i>#Assuming full subscription.</i>
Issue Closing Date	[●]
Issue Documents	Collectively, this Letter of Offer, Application Form, the Rights Entitlement Letter and any other material relating to the issue
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ [●]/- per Rights Equity Share (including a premium of ₹ [●]/- per Rights Equity Share).
Issue Proceeds/ Gross Proceeds	The gross proceeds raised through the Issue.
Issue Size	Amount aggregating upto Rs. 3000.00 Lakhs/- [#] <i>#Assuming full subscription.</i>
Letter of Offer/ LOF	The final letter of offer to be filed with the Stock Exchanges after incorporating the observations received from the Stock Exchanges on the Draft Letter of Offer.
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations.
Materiality Policy	The policy adopted by our Board of Directors on December 10, 2025 for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, Red Herring Prospectus.
Monitoring Agency	Acuité Ratings & Research Limited
Monitoring Agreement	Agreement dated December 10, 2025 entered between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the same Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application.
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ Objects of the Issue ” beginning on page 42 of this Draft Letter of Offer.
Non-Institutional Investor(s)	An Investor other than a Retail Individual Investor or Qualified Institutional

TERM	DESCRIPTION
/ NII	Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
NRI(s)	An individual resident outside India who is a citizen of India or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, and shall have the meaning ascribed to such term in the FEMA Regulations
Non – ASBA Applicant/ Non - ASBA Investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI - Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●]
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Equity Shares, being [●]
Refund Account Bank	The Banker to the Issue with whom the refund account will be opened, in this case being HDFC Bank Limited.
Registrar to the Issue	Registrar to the Issue in this case being KFin Technologies Ltd.
Registrar Agreement	Agreement dated December 10, 2025 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Renouncee(s)	Any person(s) who has/have acquired the Rights Entitlements from the Eligible Equity Shareholders on renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of on Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. [●]
Retail Individual Investor / RII	An individual Investor who has applied for Rights Equity Shares for an amount not more than ₹ 2,00,000 (including an HUF applying through karta) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlement(s) / RE's	<p>The number of Right Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on the Record Date, in this case being [●] Equity Shares for every [●] Equity Shares held by an Eligible Shareholder.</p> <p>The Rights Entitlements with a separate ISIN '[●]' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date, in this case being [●].</p>
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares / Rights Shares	Equity Shares of our Company to be Allotted pursuant to the Issue.
Self-certified banks/ SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at website of SEBI at

TERM	DESCRIPTION
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time.
Stock Exchanges	Stock exchanges where the Equity Shares are presently listed, being BSE Limited.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter or a Fraudulent Borrower	A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1) (III) of the SEBI ICDR Regulations.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Rights Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

ABBREVIATIONS

TERM	DESCRIPTION
“₹”, “Rs.”, “Rupees” or “INR”	Indian Rupees
Aadhar	Aadhar Card
A/c	Account
Adjusted loans and advances	Adjustment in the nature of addition to the loans and advances made in relation to certain loans which are treated as investments under Ind AS, but considered as loans by our Company
AGM	Annual General Meeting
Arbitration Act	Arbitration and Conciliation Act, 1996
AS or Accounting Standards	Accounting Standards issued by the ICAI
AIF(s)	Alternative Investment Funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act, 1956	erstwhile Companies Act, 1956 and the rules made thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
Companies Act, 2013/ Companies Act	Companies Act, 2013 along with the rules made thereunder.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of

TERM	DESCRIPTION
	Commerce and Industry, Government of India (formerly Department of Industrial Policy and Promotion)
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EPF	Employee's Provident Fund
EPFO	Employee's Provident Fund Organisation
EPS	Earnings per Equity Share
EUR	Euro
FCNR Account	Foreign Currency Non-Resident account established in accordance with the FEMA.
FDI	Foreign Direct Investment
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/ Fiscal Year/ Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year, unless otherwise stated
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAR	General anti-avoidance rules
GAAP	Generally accepted accounting principles
Gazette	Official Gazette of India
GDP	Gross domestic product
GIR	General Index Register
GoI / Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
IBEF	India Brand Equity Foundation
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income-Tax Act, 1961
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Income Tax Act	Income Tax Act, 1961
Ind As	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
ISIN	International Securities Identification Number
ITAT	Income Tax Appellate Tribunal
LTV	Loan to value ratio
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs
MICR	Magnetic ink character recognition
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
Net Asset Value per Equity	Net Worth/ Number of Equity shares subscribed and fully paid

TERM	DESCRIPTION
Share/ NAV per Equity Share	outstanding as at March 31
NACH	National Automated Clearing House which is a consolidated system of ECS
NAV	Net asset value
NBFC	Non-banking financial companies
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
Net Worth	Aggregate of Equity Share capital and other equity
NEFT	National Electronic Fund Transfer
NI Act	Negotiable Instruments Act, 1881
NR / Non-Resident	A person resident outside India, as defined under the FEMA
NRE Account	Non-Resident External Account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSDC	National Skill Development Corporation
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	Per annum
P/E Ratio	Price/Earning Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
PIO	Persons of Indian Origin
QP	Qualified Purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies, Mumbai
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI ICDR Master Circular	SEBI master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154) dated November 11, 2024
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Rights Issue Circulars / SEBI Right Issue Circulars / SEBI Rights Issue Circular	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022, bearing

TERM	DESCRIPTION
	reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/31 dated March 11, 2025 and any other circular issued by SEBI in this regard.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto
Securities Act	United States Securities Act of 1933, as amended
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TAT	Turnaround time
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto
U.S.\$ / USD / U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
USA / U.S. / United States	United States of America
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
w.e.f.	With effect from

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, or Application Form may come are required to inform themselves about and observe such restrictions. For more details, see “Restrictions on Foreign Ownership on Indian Securities” beginning on page 112.

The Letter of Offer, Common Application Form and Rights Entitlement Letter (collectively “**Issue Material**”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Material.

Investors can also access this Draft Letter of Offer, the Letter of Offer and the Application Form from the websites of our Company, the Registrar, the BSE Limited.

Our Company, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, including the Letter of Offer, the Rights Entitlement Letter and the Application Form in the event the Issue Materials have been sent to the registered email addresses of such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer was filed with the Stock Exchanges for observations. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Materials is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements or Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Offer Document nor any sale of Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

THE CONTENTS OF THE OFFER DOCUMENT SHOULD NOT BE CONSTRUED AS LEGAL, TAX, BUSINESS, FINANCIAL OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF THE EQUITY SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR ITS AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS ENTITLEMENTS OR THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The rights entitlements and the rights equity shares have not been and will not be registered under the United States securities act of 1933, as amended (the "US Securities Act"), or any U.S. State securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the securities act. The rights entitlements and the rights equity shares referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which this draft letter of offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this draft letter of offer should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States of America. Envelopes containing an application form should not be postmarked in the United States of America or otherwise dispatched from the United States of America or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer, no payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer, the and Application form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or the Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that

- I. it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States of America
- II. does not have a registered address (and is not otherwise located) in the United States when the buy order is made, and;
- III. it is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable law, rules and regulations. Our Company reserves the right to treat as invalid any Application form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the CAF does not have a registered address (and is not otherwise located) in the United States of America, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes that the CAF is incomplete or the acceptance of such CAF may infringe applicable legal or regulatory requirements; or
- IV. where a registered Indian address is not provided, and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such CAF. Rights Entitlement may not be transferred or sold to any person in the United States of America.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

In this Draft Letter of Offer, unless the context otherwise indicates or implies, references to ‘Onelife Capital Advisors Limited’, the ‘Company’, ‘our Company’, the ‘Issuer’ are to Onelife Capital Advisors Limited, and references to ‘we’, ‘our’ or ‘us’ are to Onelife Capital Advisors Limited.

Unless otherwise specified or the context otherwise requires, in this Draft Letter of Offer, references to the ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions. All references herein to “India” are to the Republic of India and its territories and possessions and the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Draft Letter of Offer in “crore”, “million” and “lakh” units. One crore represents 1,00,00,000. One lakh represents 1,00,000. One million is 10 lakhs.

FINANCIAL DATA

Unless stated otherwise and unless context requires otherwise, the financial data in this Draft Letter of Offer is derived from the Financial Statements. Our Fiscal commences on April 1 and ends on March 31 of the following calendar year. For details, please see in the section titled “**Financial Statements**” beginning on page 54 of this Draft Letter of Offer.

We have prepared our Financial Statements in accordance with Ind AS prescribed under the Section 133 of the Companies Act 2013. Our Company publishes its financial statements in Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see “Financial Information” on page 54 of this Draft Letter of Offer.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency of Presentation

Unless otherwise specified or the context otherwise requires, all references to:

- ‘INR’, ‘₹’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of India; and
- ‘US\$’, ‘USD’, ‘\$’ and ‘U.S. Dollars’ are to the legal currency of the United States of America.

The following table provides information with respect to the exchange rate for the Indian rupee per US\$1.00.

Currency	Exchange Rate as on March 28, 2025	Exchange Rate as on September 30, 2025
USD	₹ 85.58	₹ 88.79

Source: www.fbil.org.in

Note: In the event that any of the abovementioned dates of any of the respective financial years is a public holiday, the previous calendar day not being a public holiday has been considered.

SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including the sections, “*Objects of the Issue*” and “*Risk Factors*” beginning on pages 42 and 17 respectively.

SUMMARY OF OUR BUSINESS

We are engaged in the business of financial strategic advisory services, strategic investments in companies, development of proprietary software applications and operational technology modules. Financial strategic advisory services encompass a range of professional assistance provided to businesses to make informed decisions that optimize their financial resources.

We provide advisory relating to capital raising through debt and equity financing, turnaround planning, capital budgeting and financial modeling. Further, in order to expand its business into diversified business sectors the company have entered into four key areas which are **Investment, Management, Technology, Super App** and now aiming to position itself as integrated business platform in diversified businesses.

We have strategically invested in our subsidiaries to incubate and operate diversified business segments in accordance with its disclosed group structure. Each subsidiary functions as a focused operating entity, enabling efficient execution of sector-specific business strategies.

As on the date of this Draft Letter of Offer we have 8 subsidiaries which are operating in diversified business segments. We exercise strategic, financial and operational oversight through structured governance frameworks, robust management processes and standardized internal control systems. We have developed multiple proprietary software applications and operational technology modules over the past several years, comprising core transaction systems, workflow automation tools, data management frameworks and reporting engines. Certain modules are currently live and operational, while others are under structured testing, validation and phased deployment. These systems are designed to support our key operational functions and its subsidiaries, including customer onboarding, compliance monitoring, transaction processing, partner management and internal reporting.

In this journey, the company has developed integrated Portal or Super App called “Onelifetouch” through which company is in process to integrate all its subsidiaries high growth business verticals through which each business vertical will have the access and opportunity to cross sell and upsell their product and services. The entire journey of “Onelifetouch” is designed keeping customer centric approach wherein it will deliver a great value for customer as each customer would be able to access all group product from a single platform

In addition, we have developed dedicated technology modules for external stakeholders, including business owners, partners, agents and partners, under the framework of “**Ready Technologies**”. Ready Technologies is a high-impact digital initiative of OCAL, built on deep expertise in developing enterprise-grade technology across multiple industries including financial services, healthcare, automobiles and e-commerce. The platform is designed to instantly transform small shopkeepers, traders and business owners into powerful online enterprises by providing them with the same advanced technology stack, customer reach, product intelligence, pricing competitiveness and logistics infrastructure used by large online platforms. By delivering zero-cost, instant deployment and scalable digital capabilities, Ready Technologies positions small businesses to aggressively compete, expand market reach and capture digital market share at scale.

Industries Covered: Financial Services, Healthcare, Insurance, Automobile, Ecommerce, Real Estate, Travel & Vacations. These modules are configured to enable by plugging in our structured Enterprise Systems: Lead Management System, Human Resource Management System, Partner Management System, Asset Management System, Marketing Management System, inventory Management System, Delivery Management System.

INTENTION AND EXTENT OF PARTICIPATION BY PROMOTER/PROMOTER GROUP

Promoters and Promoter Group for Company through their letter dated December 10, 2025, have confirmed that

1. may intend to subscribe to the Rights Entitlements in part or in full in this Right Issue.

2. may renounce the Rights Entitlements within the Promoter Group or to one or more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.
3. may or may not apply for and subscribe to the additional Rights Equity Shares and any Equity Shares offered in the Issue that remain unsubscribed, subject to compliance with the minimum public shareholding requirements, as prescribed under the Securities Contracts (Regulation) Rules, 1956 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.
4. any acquisition of additional Equity Shares shall not result in change of control of the management of our Company in accordance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto, ('SEBI (SAST) Regulations') and shall be exempted subject to fulfillment of the conditions of Regulation 10 of the SEBI (SAST) Regulations.

Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

INTENTION OF ISSUER TO ALLOT THE UNDER-SUBSCRIBED PORTION OF THE RIGHTS ISSUE TO ANY SPECIFIC INVESTOR(S)

Our Company may intend to allot the under-subscribed portion of the Rights Equity Shares in this Issue to any Specific Investor(s). Accordingly, provisions of Regulation 84(1)(f) of the SEBI ICDR Regulations may be applicable to us.

DETAILS OF THE ISSUER OR ANY OF ITS PROMOTERS OR DIRECTORS BEING A WILLFUL DEFAULTER OR A FRAUDULENT BORROWER

Neither our Company, our Promoters nor our Directors are categorised wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

Except as mentioned in the Chapter "Other Regulatory and Statutory Approvals" on page 57 of this DLOF, neither our Company nor our Promoter or Directors have been issued any show cause notice(s) by SEBI or the Adjudicating Officer in a proceeding for imposition of penalty, nor have any prosecution proceedings been initiated against them by SEBI.

Our Company and our Subsidiaries are subject to various legal proceedings from time to time, primarily arising in the ordinary course of our business. Our Company has, solely for the purpose of this Issue, disclosed all outstanding matters which involve (i) issues of criminal liability on the part of our Company and/or our Material Subsidiaries, including all criminal proceedings filed by or against our Company and/or our Material Subsidiaries; (ii) material violations of statutory regulations by our Company and Material Subsidiaries; (iii) outstanding matters in relation to material civil or tax litigation; (iv) economic offences where proceedings have been initiated against our Company and Material Subsidiaries; and (v) any outstanding matter which has been considered material and reported to the Stock Exchanges in accordance with the Listing Materiality Policy (as defined hereafter).

All outstanding civil and all outstanding direct and indirect tax proceedings (including show cause notices) involving our Company and all outstanding proceedings (including notices received) initiated by any regulatory and/or statutory authorities involving our Company, where the amount involved in such proceedings is equivalent to or in excess of five percent of the average of absolute value of profit or loss after tax, as per the last three annual audited financial statements which is determined to be ₹ 13.32 lakhs, adopted by the Board of Directors through its resolution dated December 10, 2025 ("Materiality Threshold"), in conformity with the 'Policy for Determination of Materiality of any Event/ Information' ("Listing Materiality Policy") framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted by our Board, have been disclosed. Additionally, all outstanding matters involving our Company, where the amount involved, either does not meet the Materiality Threshold or is unquantifiable, but which are material in the opinion of our Board or where an adverse outcome may result in material or adverse impact on the operations or financial position of our Company, have been disclosed.

Sr. No.	Nature & Type of Proceedings	No of cases	Amount In ₹ Lakhs
I	Litigation involving our Company		
A.	Proceedings involving criminal liability on our Company	NA	NA
B.	Proceedings involving material violations of statutory regulations by our Company	1	25
C.	Matters involving economic offences where proceedings have been initiated against our Company	NA	NA
D.	Other proceedings involving our Company, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	1	25
E.	Litigation involving Tax Liabilities	4	1619.61
II	Litigation involving our Subsidiaries		
A.	Proceedings involving criminal liability on our Company	NA	NA
B.	Proceedings involving material violations of statutory regulations by our Company	NA	NA
C.	Matters involving economic offences where proceedings have been initiated against our Company	NA	NA
D.	Other proceedings involving our Company, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	9	773.17
E.	Litigation involving Tax Liabilities	11	578.54
	(Eyelid Infrastructure Pvt Ltd)	1	246.23

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in “Financial Statements” beginning on pages 54 before making an investment in the Rights Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision with respect to this Issue, prospective investors must rely on their own examination of the Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences to you of an investment in the Rights Equity Shares.

The following risk factors have been determined by our Board of Directors on the basis of their materiality. The following factors have been considered for determining the materiality:

- (i) Some events may not be material individually, but may be found material collectively,*
- (ii) Some events may have material impact qualitatively instead of quantitatively; and*
- (iii) Some events may not be material at present but may have material impact in the future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer.

INTERNAL RISK FACTORS

- 1. We operate in a highly regulated environment, which is subject to change, and existing and new laws, regulations and government policies affecting the sectors in which we operate could adversely affect our business, financial condition and results of operations.**

Our activities are subject to regulatory oversight by various authorities and the regulatory framework applicable to our sector may evolve significantly. The introduction of new regulations, amendments to existing regulations or changes in enforcement practices may affect our business negatively. These requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us, and may not always coincide with the interests of our shareholders.

Our Subsidiary Company, Dealmoney commodities P Ltd is registered with SEBI under the Stock Brokers and Sub Brokers Regulations, 1992 and is a member of BSE, NSE, MCX and NCDEX and also a depository participant with CDSL. Our business activities are subject to extensive supervision and regulation by the Government and various regulatory authorities, including SEBI, IRDAI, PFRDA, AMFI, RERA, Depositories and the Stock Exchanges. We are subject to a variety of financial services regulation, including, the SEBI Act, SEBI Intermediaries Regulations, SEBI Investment Advisers Regulations, directions issued by AMFI, PFRDA (POP) Regulations, IRDAI (Insurance Broker) Regulations, 2018, the RERA Act, SEBI Stock Brokers Regulations, , SEBI Mutual Fund Regulations, SEBI Intermediaries Circular on Conflicts and various applicable laws issued by Stock Exchanges. The regulatory framework governing advisory and distribution services relating to financial products have become increasingly complex and cover a wide variety of issues, including registration, disclosures and conflicts. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business.

In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also adversely affect our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

2. *Our Statutory Auditor have highlighted certain emphasis of matters to their audit reports relating to our unaudited standalone and consolidated financial statements, which may affect our future financial results.*

Our Statutory Auditors, in their reports on our standalone and consolidated financial statements for the relevant periods, have highlighted certain Emphasis of Matters relating to areas such as the recoverability of investments, ongoing regulatory and tax proceedings, financial arrangements involving subsidiaries, and the timing and recognition of certain income and expenses. These Emphasis of Matters arise from matters that involve significant management judgement, reliance on future performance of subsidiaries or associates, or outcomes dependent on regulatory or appellate decisions.

While these Emphasis of Matters do not constitute a modification of the audit opinion, they reflect areas where the ultimate financial impact remains subject to future developments. Any adverse change in assumptions, legal or regulatory outcomes, or financial performance of the concerned entities may require adjustments to the carrying values of assets or liabilities, recognition of additional expenses, or revisions to previously reported income. Such outcomes may affect our financial position, results of operations, or cash flows in future periods.

Management has represented that it has evaluated each of these matters based on currently available information, undertaken assessments in accordance with applicable accounting standards, and initiated appropriate steps to address regulatory, legal, or operational aspects wherever relevant. However, the extent and timing of resolution of these matters remain uncertain, and future developments could result in financial implications for the Company. Further details on these Emphasis of Matters, including the underlying considerations and management's assessment, are provided in the section titled "*Financial Statements – Notes to Accounts and Auditor's Reports*" beginning on page 54 of this Draft Letter of Offer.

3. *Our Company and our Material Subsidiaries are subject to periodic inspections by various statutory and regulatory authorities. Non-compliance with the observations made during any such inspections could lead to penalties, adverse actions or issue of warning letters which may adversely impact our reputation, financial condition and results of operations.*

Our business activities are subject to periodic inspection by various authorities, such as SEBI, IRDAI, CDSL, NSDL, BSE, NSE, MCX and NCDEX. In the past, SEBI and NSE have (a) identified certain deficiencies in our operations, (b) made certain observations in relation to our operations during its periodic inspections and (c) sought certain clarifications on our operations. For more details, please refer to chapter "Other Regulatory and Statutory Approvals" on page 57 of this DLOF.

4. *Delays or defaults by our clients in payment of fees or other dues could adversely affect our cash flows, financial condition and results of operations.*

Our revenue is primarily derived from fees and commissions received from our clients in connection with our advisory, consultancy and other related services. These services include financial advisory, transaction structuring, fund-raising support, valuation, due diligence, and other capital advisory assignments. Our business model does not involve lending or financing activities; however, we are exposed to the risk of delays or defaults by our clients in making timely payments towards our professional fees, success-based commissions, or reimbursements for out-of-pocket expenses.

Such delays or non-payments may arise due to a variety of reasons, including disputes relating to the scope or outcome of services rendered, financial constraints faced by the clients, changes in the client's business priorities, or general economic and market conditions affecting their liquidity. In some cases, the realisation of our fees is contingent upon the successful completion of specific transactions (such as fund-raising mandates, mergers, or restructurings). If these transactions are delayed, cancelled, or fail to materialise, we may not be able to recover the expected consideration, even after having incurred significant time and cost in servicing the client.

Further, the recovery of outstanding receivables from clients often requires protracted follow-ups and, in certain cases, legal action. There can be no assurance that we will be able to recover such dues in full or within the anticipated timeframe. Prolonged delays or defaults in receipt of our fees could result in increased working capital requirements, affect our liquidity position and cash flow management, and adversely impact our

profitability. In addition, any substantial write-offs of receivables or provisions made towards doubtful debts could adversely affect our financial performance and condition.

If we are unable to effectively manage our receivables, or if the proportion of delayed or defaulted payments increases, our business, results of operations, financial condition and cash flows may be materially and adversely affected.

5. *We have several subsidiaries operating across diverse business segments, and a significant portion of our capital is deployed in these entities. Any adverse performance or non-performance by our subsidiaries may materially and adversely impact our financial condition, cash flows, and overall business operations.*

A substantial part of our investments, loans, and advances is extended to our subsidiaries for their operational and strategic requirements. If any of these subsidiaries underperform, incur losses, or are unable to generate adequate returns, we may be required to recognize impairment or write down the value of such investments. Further, in the event our subsidiaries are unable to repay the loans or advances provided by us in a timely manner, or at all, it may adversely affect our liquidity position and financial results. Any management, operational, regulatory, or market challenges faced by our subsidiaries may also indirectly impact the performance and reputation of our Company.

6. *We are exposed to the legal, regulatory, operational, and financial obligations and risks associated with being the promoter and/or a key stakeholder in our subsidiaries, and any adverse events affecting them may materially impact our Company.*

As the promoter or significant shareholder of our subsidiaries, we are required to comply with various legal, governance, and financial obligations applicable to promoter entities, including oversight responsibilities, funding support, and regulatory compliances. Any non-compliance, operational lapse, governance issue, litigation, or financial underperformance by our subsidiaries may result in reputational risks, financial liabilities, or statutory actions that may indirectly affect our Company. Further, if any subsidiary requires additional capital infusion, faces contingent liabilities, or becomes subject to regulatory scrutiny, we may be required to provide support, which may adversely impact our liquidity, financial condition, and business operations.

7. *We actively advise our group companies and raise bills from time to time for the services rendered to them. However, SEBI has objected to certain aspects of these transactions for various reasons, particularly as described in the SEBI Order dated March 28, 2025.*

Pursuant to the SEBI Order, various findings have been made regarding the advisory services extended by our Company, the rationale for charging fees, the internal approvals, the arm's-length basis, and compliance with applicable regulations. Our Company has contested these allegations and has filed an appeal before the Hon'ble Securities Appellate Tribunal ("Hon'ble SAT") on April 14, 2025. The matter is currently under adjudication.

However, there can be no assurance that the Hon'ble SAT will accept the submissions made by our Company, reverse the observations of SEBI, or provide relief in respect of the restrictions and directions contained in the SEBI Order. If the Hon'ble SAT upholds any part of the SEBI Order, imposes additional requirements, or confirms any adverse observations, our Company may be restricted or prohibited from providing advisory services to its subsidiaries and group companies, either in whole or in part.

Further, any inability to continue raising invoices or recognizing revenue for services rendered may:

- adversely affect our Company's revenue generation and profitability;
- impact the financial results of group companies that rely on such services;
- require modification or restructuring of existing inter-company arrangements;
- subject our Company to additional compliance requirements, penalties, or monitoring; and
- create uncertainty regarding the recoverability of any outstanding receivables from group companies.

In addition, the pendency of the proceedings and any final adverse outcome may lead to reputational risks, operational disruptions, and limitations on related-party transactions, which may collectively and adversely affect our Company's business, financial condition, cash flows, and overall operations.

8. *Our Company has developed a super app intended to cross-sell and integrate various products and services offered by our subsidiaries and group companies on a single digital platform. However, there is no assurance that the super app will be launched successfully, or that it will achieve the level of user acceptance, commercial success, or operational scalability anticipated by our Company.*

Our Company has invested substantial time, effort, and financial resources in the development of this super app. The successful launch, functioning, and market adoption of the super app are dependent on several factors, including the continued availability of products and services offered by our subsidiaries and group companies, their operational performance, and their ability to comply with applicable laws and regulations. Any regulatory hurdles, operational challenges, or restrictions on the activities of our subsidiaries may directly impact the viability of the super app, its content, and the range of services offered through it.

If the super app is delayed, restricted, or ultimately not launched, or if it fails to achieve the expected traction post-launch, our Company may incur significant losses. These may include:

- short-term losses arising from delays in deployment, marketing, and monetization; and
- long-term losses resulting from changes in user preferences, technological obsolescence, evolving market conditions, inadequate funding for further development, or regulatory impediments affecting digital service platforms.

Any failure of the super app to meet its intended objectives may adversely impact our Company's business strategy, revenue diversification plans, competitive positioning, and overall financial performance.

9. *Our Company has invested in multiple projects, both directly and through its subsidiaries, with the expectation of generating strategic benefits, revenue growth, or long-term value creation. These investments may vary in size, stage of development, and risk profile, and there is no assurance that such investments will not become disproportionately concentrated in certain projects or that they will yield the anticipated returns or advantages.*

The performance of these projects depends on several internal and external factors, including market conditions, regulatory approvals, operational execution, technological developments, the financial performance of subsidiaries involved, and the ability to scale or commercialize the respective initiatives. Any delay, cost overrun, change in business environment, regulatory hurdle, or underperformance may adversely impact the viability and profitability of such projects.

If any of these investments fail to achieve their intended objectives, our Company may be required to recognize substantial impairment, diminution in value, or a complete write-off of such investments, which may materially affect our financial statements. Illustrative examples of such investments include the development of the super app project, ready projects undertaken by our subsidiaries, and investments in DCPL (Dealmoney Commodities Private Limited), among others.

Further, the inability of certain projects to generate expected returns may also affect our Company's cash flows, resource allocation, capital structure, and future investment capacity. Such adverse outcomes may have a material and negative impact on our Company's business operations, financial condition, and overall performance.

10. *A significant portion of the funds proposed to be raised through this Rights Issue is intended to be made available to DCPL, whether by way of a loan or otherwise, to enable DCPL to meet its increasing working capital requirements. However, DCPL operates in a business segment that is highly regulated, intensely competitive, volatile, and seasonal, and carries substantial operational, compliance, and market-related risks. Further, DCPL's proposed margin funding activities may expose it, and consequently our Company, to the risk of loss arising from erosion in the value of collateral securities.*

There is no assurance that the proposed infusion will yield the anticipated results in terms of business development, customer acquisition, revenue growth, or value addition to our Company or the group. DCPL's performance is subject to several external factors including regulatory policy changes, market fluctuations, customer behaviour, and compliance requirements applicable to entities engaged in its line of business.

Further, DCPL intends to utilise a portion of such funds towards margin funding activities, which inherently involve the risk of loss due to fluctuations in the value of the securities provided as collateral by clients. In the event of a significant decline in the price of such securities, DCPL may not be able to recover the full value of its exposures, despite invocation or liquidation of the collateral. There is no guarantee that such exposures will be fully recoverable, and DCPL may incur losses arising from erosion in collateral value.

In the event DCPL is unable to effectively deploy the funds, scale its operations, or manage the inherent risks of its business, the entire amount proposed to be invested through this Rights Issue—together with past investments made by our Company may be at risk and could potentially be lost. Any such adverse outcome may materially impact our Company's financial performance, liquidity, and overall business strategy.

11. Our Company is a highly diversified group operating across four major lines of business, namely Advisory, Management, Investments, Super App, and Software, and, through its subsidiaries, engages in several other business activities.

OCAL is a highly diversified group operating across four major lines of business, namely Advisory, Management, Investments, Super App, and Software, and, through its subsidiaries, engages in several other business activities. The subsidiaries operate in businesses as set out below:

Sr. No.	Name of Subsidiary	Nature of Business
1	Dealmoney Commodities Private Limited	Stock Broking & Commodity and Depository Participant and other Related Ancillary Services.
2	Dealmoney Real Estate Private Limited	Real Estate Development & Broking Services.
3	Dealmoney Distribution and E-Marketing Private Limited	Travel, Vacation, Distribution and Marketing of various Products /Services
4	Dealmoney Distribution and Advisory Services Private Limited	E-commerce, Automobile, Distribution and Marketing of various Products / Services
5	Sarsan Securities Private Ltd	NBFC & Loan Distribution Business
6	Dealmoney Insurance Broking Pvt Ltd	Insurance Broking
7	Dealmoney Financial Services Private Limited	Other Financial Services (Except Stock Broking, Loan, Mutual Fund & Insurance)
8	Eyelid Infrastructure Private Limited	Infrastructure
9	Family Care Hospitals Ltd (Group Company)	Hospitals, Healthcare, Healthtech
10	Continental Controls Limited (Associates Company)	IT Software, Industrial Automation Product etc

The management focus of OCAL is therefore distributed across multiple verticals and subsidiaries. There is no assurance that the management will be able to devote sufficient attention, resources, or strategic oversight to each vertical or subsidiary to fully realize its potential.

Any lack of adequate focus may result in sub-optimal or incorrect strategic decisions, improper allocation of capital, or operational failures, including, but not limited to, issues related to compliance, legal, marketing, finance, and regulatory matters. Such challenges may adversely affect the performance, profitability, and growth prospects of OCAL and its subsidiaries.

Any inability to focus adequately may result in:

- Sub-optimal strategic or operational decisions;
- Improper or inefficient allocation of capital across businesses;
- Operational failures, including but not limited to those related to compliance, legal, marketing, finance, regulatory, or technological functions;
- Delays in project execution or commercialization of new products and services; and
- Adverse impact on the financial performance, growth prospects, and reputation of OCAL and its subsidiaries.

Further, the interdependence of the business verticals and subsidiaries may exacerbate such risks, as challenges in one vertical or subsidiary could have a cascading effect on other parts of the group. Investors are cautioned that the complex structure and diversified nature of OCAL's operations may result in outcomes that are different from the anticipated strategic and financial objectives.

12. Our subsidiaries have historically dealt in and sold a wide range of products and services, including those related to broking, mutual funds, wealth management, insurance, and insurance-linked products. In certain cases, instances of mis-selling have been reported, and arbitrations or complaints have been filed against our subsidiaries with various authorities, including stock exchanges, ODR platforms, IRDA, ombudsman offices, insurance companies, and local police authorities.

In some instances, our subsidiaries have been directed to refund amounts collected from customers. There can be no assurance that similar orders, directions, or claims will not be issued in the future against our subsidiaries. Such future proceedings may require our subsidiaries to refund substantial amounts of money.

Failure to comply with any such orders or directions may result in regulatory or legal action against the relevant subsidiary, as well as against OCAL, its promoters, directors, key managerial personnel, and officers of the company, in their capacity as dominant shareholders, promoters, or key decision-makers responsible for the operations of such subsidiaries.

Any such actions, liabilities, or financial obligations may materially and adversely affect the financial condition, operations, and reputation of OCAL and its subsidiaries and its promoters, directors and KMPs, officers of the companies as the dominant shareholder, promoter, key people responsible of such companies.

13. Our Company and Subsidiaries are involved in certain legal and other proceedings. Any adverse outcome in such proceedings may have an adverse effect on our business, results of operations, financial condition and cash flows.

Our Company and Material Subsidiaries are currently involved in certain legal, regulatory and other proceedings before various authorities and forums in India. These include proceedings initiated by regulatory bodies such as the Securities and Exchange Board of India ("SEBI"), as well as other statutory, civil or commercial matters in the ordinary course of business. For instance, SEBI has passed an order dated March 28, 2025 imposing monetary penalties on our Company and its Directors in connection with certain alleged non-compliances, against which an appeal has been filed before the Securities Appellate Tribunal ("SAT"). The matter is currently pending for final adjudication.

The outcome of these legal and regulatory proceedings is uncertain, and we cannot assure that such proceedings will be resolved in our favour or without significant cost or penalty. Any adverse decision in these or future proceedings could result in the imposition of fines, monetary penalties, restrictions on our business operations, or other disciplinary actions by regulators. Further, such proceedings may divert the attention of our management and Directors, require significant time and resources, and lead to negative publicity or reputational damage, which could in turn impact our client relationships, investor confidence and business prospects.

In addition, there can be no assurance that we, or Subsidiaries will not become subject to further legal or regulatory actions in the future, including those arising from changes in laws, enhanced regulatory scrutiny, or client or third-party disputes. The initiation or outcome of any such proceedings, whether or not ultimately determined in our favour, could adversely affect our business operations, financial condition, cash flows and results of operations.

14. Security breaches, any disruption to our information technology or cyberattacks could result in liabilities, damage to our reputation and adverse impact on our financial conditions, results of operations and cashflows.

In the normal course of business, we control, process and have access to personal information regarding our own employees, our Deputies, our customers. Further, we are dependent on, and are ultimately responsible for, the security provisions of vendors who have custodial control of our data. The success of our businesses

depends in part upon the ability to store, retrieve, process and manage substantial amounts of information. While we have designed policies and procedures to help protect the security and privacy of information and seek to protect our internal systems and network infrastructure from security breaches and other disruptive problems by deploying virtual private clouds, network- firewalls, data and password encryption designed to minimize the risk of security breaches but there can be no assurance that these security measures will be successful and we have also obtained cybersecurity insurance policy. Breaches of our security measures could affect the security of information stored in and transmitted through these systems and network infrastructure, which may in turn lead to leakage of confidential and sensitive data. We could also incur substantial costs associated with the rectification of such breaches. While we have not experienced any such breaches during Fiscals, 2023, 2024 and 2025, any failure in security measures in the future could have an adverse effect on our business and our future financial performance.

We may also be subjected to domestic relating to the collection, use, retention, security, disclosure and/or transfer of personally identifiable information (“PI”) and sensitive personal data or information (“SPDI”). For example, as part of our operations, we are required to comply with the Information Technology Act, 2000, the Information Technology (Reasonable Security Practices & Procedure and Sensitive Personal Data or Information), Rules 2011 and other ancillary rules, which provide for civil and criminal liability including paying compensation by way of damages (which may not be subject to any specific limits) to the affected persons, penalties and imprisonment for various cyber related offenses, including fines and damages for unauthorized disclosure or transfer of confidential information and failure to protect sensitive personal data or information. Recently, the Digital Personal Data Protection Act, 2023 was notified on August 11, 2023 lays out the technical measures in processing personal data and as well as the norms for cross-border transfer of personal data. Enactment of the Digital Personal Data Protection Act, 2023 may have an operational impact on us as we maybe required to revised our process of data collection, processions and storage practices to ensure compliance which may require us to incur substantial expenses

Complying with the laws, regulations, or other obligations relating to data privacy, data protection, data localization or security requirements may cause us to incur substantial operational costs or require us to modify our data handling practices. Any failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in proceedings against us by governmental entities or others, could result in substantial fines or other liability, and may otherwise adversely impact our business, financial condition, operating results and reputation.

Additionally, we rely on a team of skilled IT personnel to maintain, secure, and upgrade our systems. Any unavailability, attrition, or failure to retain qualified IT staff could result in inefficiencies or system downtime, thereby adversely affecting our ability to operate effectively.

15. We may fail to detect money laundering and/or other illegal or improper activities in our business operations on a timely basis, which may have an adverse effect on our reputation, business operations, financial condition and results of operation.

As a capital advisory company, we are subject to various legal and regulatory requirements relating to anti-money laundering (“AML”), combating the financing of terrorism (“CFT”), know-your-customer (“KYC”) and sanctions compliance under laws such as the Prevention of Money Laundering Act, 2002 (“PMLA”), rules and guidelines issued thereunder, directions of the Financial Intelligence Unit – India (“FIU-IND”), and circulars and guidelines prescribed by the Securities and Exchange Board of India (“SEBI”) and other regulatory authorities. We are required to maintain robust systems and internal controls to verify the identity of clients, monitor financial transactions, detect and report suspicious activities, and ensure that our business dealings are not used for unlawful purposes.

Given the evolving nature of financial regulations, any failure, delay, or inadequacy in implementing or maintaining proper AML and KYC compliance procedures could expose us to regulatory scrutiny, penalties, or disciplinary actions. Inadvertent non-compliance could also occur due to operational lapses, human error, incomplete client documentation, inadequate due diligence processes, or failure to identify politically exposed or high-risk clients. In addition, any changes in AML/KYC regulations or stricter enforcement by regulatory bodies may require us to enhance our compliance systems, resulting in additional costs and operational complexities.

Further, any association, even inadvertently, with clients or transactions found to be in violation of AML, KYC, or sanctions requirements could result in regulatory penalties, investigations, restrictions on our

operations, or criminal proceedings against our Company, its Directors, or employees. Such incidents could also cause severe reputational harm, loss of client confidence, and a decline in our business opportunities.

Any failure to fully comply with applicable AML, KYC, or sanctions regulations, or any perception of weakness in our compliance framework, may have a material adverse effect on our business operations, financial condition, results of operations, and reputation.

16. There are operational risks associated with the financial services industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our business, like other participants in the financial services industry, is exposed to various operational risks that may arise from internal processes, human errors, system failures, external events, or inadequate internal controls. Operational risks can result from a variety of factors, including but not limited to, employee misconduct, errors or omissions, fraud, misrepresentation, non-compliance with internal policies, technology failures, inadequate documentation, external disruptions, or other unforeseen events.

Given the advisory nature of our business, operational risks may also arise from inaccurate analysis, errors in financial modelling or reporting, inadequate due diligence, lapses in client communication, or misinterpretation of regulatory requirements. Since our business involves providing financial and strategic advice to clients on sensitive and often high-value transactions, even a minor operational lapse could have a significant financial or reputational impact.

We have implemented internal control systems, standard operating procedures and compliance checks to mitigate such risks. However, these controls and procedures may not always be effective in preventing or detecting human errors, system breakdowns or fraud in a timely manner. Additionally, as we expand our operations, hire new employees, and engage with a wider client base, the scale and complexity of our operational risks are likely to increase.

Any failure of internal control systems or operational oversight could result in financial losses, client disputes, regulatory penalties, reputational damage and increased compliance costs. In particular, client dissatisfaction or claims arising from operational errors or delays could lead to litigation or termination of engagements, thereby affecting our revenue and profitability.

While we continuously seek to improve our processes and strengthen our risk management framework, there can be no assurance that future operational failures or unforeseen events will not adversely affect our business, financial condition, cash flows, results of operations and prospects.

17. A significant decrease in our liquidity could negatively affect our business and reduce client confidence in us.

Our business requires maintenance of adequate liquidity to meet operational requirements, including payment of employee costs, administrative expenses and other financial obligations. Liquidity is also necessary to meet regulatory, statutory and contractual requirements in the ordinary course of business. Any reduction in available cash or delay in receipt of payments from clients may affect our ability to meet these obligations on time.

Our Company's revenue is dependent on advisory assignments, which may not generate uniform cash flows as fees are often linked to specific milestones or completion of transactions. Delays or cancellations of assignments can lead to temporary liquidity constraints. In addition, our working capital requirements may vary due to expansion of operations, regulatory changes, or increased operating expenses.

If internal accruals are insufficient to meet short-term funding needs, our Company may need to raise additional funds through borrowings or other sources, which may not always be available in a timely manner or on acceptable terms. While there have been no instances of liquidity shortfall or payment delays in the past, there can be no assurance that similar circumstances will not arise in the future.

Any such event may affect our operations, delay fulfilment of financial commitments, or reduce client confidence in our financial stability, which may in turn have an adverse effect on our business, financial condition and results of operations.

18. We are a listed company and are required to comply with rules and regulations imposed by the Stock Exchange and SEBI with respect to continuous listing and the Companies Act. Any failure to comply with such rules and regulations or any wrong disclosure made to the Stock Exchange, or any statutory authority, could result in penalties being imposed on us, which may adversely affect our business and operations.

As a listed Company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including disclosures about any material events or occurrences with respect to our Company, disclosure of our financial statements and disclosure of our updated shareholding pattern. Any failure to comply with these continuous disclosure requirements or any wrongful disclosure made by us to the Stock Exchange, or any other statutory authority may lead to penalties being imposed on us.

There have been, on a few occasions, inadvertent non-compliances done by our Company as required under the provisions of SEBI LODR 2015. For details of Non-Compliance of Listing Regulations by our company, see “Other Regulatory and Statutory Approvals” on page 57. We believe we are in compliance with rules and regulations imposed by the Stock Exchange and SEBI with respect to continuous listing, any failure to comply with such rules and regulations or any wrong disclosure/ Non-filing to the Stock Exchange or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

19. There have been several instances of delay/ default in payment of statutory dues and filing of statutory returns by our Company in the past.

There have been several instances of delay/ default in payment of statutory dues including EPF payments and filing of GST returns by our Company in the past which were not material in nature and the same were regularised subsequently by payments and filing of return with interest and penalty. For the Fiscal 2025 there has been generally delay in depositing undisputed statutory dues such as Employee Provident Fund and Tax deducted at source due to several reasons including liquidity issues.

Following are the details of delays in the payments of EPF in last 3 Financial Years (2022-23, 2023-24 and 2024-25):


Sr No	Month	Due date	Date of payment	Days of delay	Remarks for delay
1.	Apr-22	15-May-2022	04-Jul-2022	50	Delay in Finalization of Employee Salary Information
2.	May-22	15-Jun-2022	21-Jun-2022	6	Delay due to Employee Data Mismatch/Corrections
4.	Jul-22	15-Aug-2022	17-Aug-2022	2	Delay in Receiving required information
5.	Aug-22	15-Sept-2022	16-Sep-2022	1	Technical Issues on EPFO Portal
6.	Sep-22	15-Oct-2022	17-Oct-2022	2	Delay in Receiving required information
9.	Dec-22	15-Jan-2023	17-Jan-2023	2	Delay in Receiving required information
11.	Feb-23	15-Mar-2023	23-Mar-2023	8	Delay due to Employee Data Mismatch/Corrections

Sr No	Month	Due date	Date of payment	Days of delay	Remarks for delay
1.	Apr-23	15-May-2023	17-May-2023	2	Delay in Receiving required information
2.	May-23	15-Jun-2023	01-Aug-2023	47	Compliance Officer unavailability
3.	Jun-23	15-Jul-2023	07-Aug-2023	23	Compliance Officer unavailability
4.	Jul-23	15-Aug-2023	18-Aug-2023	3	Festival/Holiday WorkLoad

Sr No	Month	Due date	Date of payment	Days of delay	Remarks for delay
5.	Aug-23	15-Sept-2023	18-Sep-2023	3	Technical Issues on EPFO Portal and Holiday Workload
6.	Oct-23	15-Nov-2023	20-Nov-2023	5	Festival/Holiday WorkLoad

Sr No	Month	Due date	Date of payment	Days of delay	Remarks for delay
1.	Apr-24	15-May-2024	16-May-2024	1	Technical Issues on EPFO Portal
5.	Aug-24	15-Sept-2024	16-Sep-2024	1	Technical Issues on EPFO Portal

20. We may not be able to prevent unauthorised use of trademarks obtained/ applied for by third parties, which may lead to the dilution of our goodwill.

We have obtained trademark registrations of our brands, including “”, under class 36 under the Trade Marks Act, 1999 (“Trade Marks Act”), any unauthorized use of our trademarks, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects.

Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

21. Our ability to pay dividends in the future will depend on our future earnings, cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not declared and paid dividends in the past. The amount of our future dividend payments, if any, will depend on various factors such as our future earnings, cash flows, financial condition, working capital requirements, capital expenditures and in accordance with applicable laws. We may decide to retain all of our earnings to finance the development and expansion of our businesses and, therefore, may not declare dividends on the Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

22. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition. The success of our business will depend greatly on our ability to effectively implement our business and growth strategies.

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to maintain the quality of our services;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no

assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability.

Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability.

23. *Any failure or significant weakness of our internal controls system could cause operational errors or incidents of fraud, which would adversely affect our profitability and reputation*

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal controls on an ongoing basis so that business units adhere to our policies, compliance requirements and internal circular guidelines. While we periodically test and update, as necessary, our internal controls systems, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified.

Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. Failures or material errors in our internal controls systems may lead to deal errors, pricing errors, inaccurate financial reporting, fraud and failure of critical systems and infrastructure.

Such instances may also adversely affect our reputation, business and results of operations. There can also be no assurance that we would be able to prevent frauds in the future or that our existing internal mechanisms to detect or prevent fraud will be sufficient. Any fraud discovered in the future may have an adverse effect on our reputation, business, results of operations and financial condition.

24. *We may face damage to our professional reputation and may also result into legal liability to our clients and affect third parties if our services are not regarded as satisfactory.*

We depend to a large extent on our relationships with our clients and our reputation for integrity and high-caliber professional services to attract and retain clients. As a result, if a client is not satisfied with our services, it may be more damaging in our business than in other businesses. Moreover, our role as advisor to our clients on important structured finance transactions involves complex analysis and the exercise of professional judgment. Our activities may subject us to the risk of significant legal liabilities to our clients and aggrieved third parties, including shareholders of our clients who could bring securities class actions against us. In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial intermediaries have been increasing.

These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. Our engagements typically include broad indemnities from our clients and provisions to limit our exposure to legal claims relating to our services, but these provisions may not protect us or may not be enforceable in all cases. As a result, we may incur significant legal expenses in defending against litigation. Substantial legal liability or significant regulatory action against us could have material adverse financial effects or cause significant harm to our reputation, which could seriously harm our business prospects.

25. *Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.*

We intend to use the Net Proceeds for the purposes described in ‘*Objects of the Issue*’ on page 42 of this Draft Letter of Offer. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input

cost, inability to identify suitable location for our stores at favorable terms and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management judgement with respect to the use of proceeds. If we are unable to deploy the proceeds of the Offer in a timely or an efficient manner, it may affect our business and results of operations.

26. There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day-to-day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in his present position, we may not be able to replace them easily or at all. Our Promoters, have over the years-built relations with various customers and other persons who are form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

27. Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoter, Directors, Key Managerial Personnel, Senior Management or our ability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoter, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoter for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

There is significant competition for management and other skilled personnel in our industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected.

28. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Letter of Offer shall be subject to certain compliance requirements, including prior Shareholders' approval.

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Rights Issue in the manner set out in the section titled "Objects of the Issue" on page no. 42 in the Draft Letter of Offer. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Letter of Offer without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may

also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled “Objects of the Issue” on page no. 42 in the Draft Letter of Offer. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

EXTERNAL RISK FACTORS

29. *Changes in Government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.*

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

30. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.*

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- Custom duties on imports of raw materials and components;
- Goods and Service Tax

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

31. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

32. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

33. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfer of shares between non- residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to

convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

34. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company normal business activity. Any deterioration of India physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

35. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

36. *Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.*

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

37. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.*

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

38. *As a listed company, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. Any non-compliance / delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.*

The Equity Shares of our Company are listed on the BSE and NSE. We are, therefore, subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations, and we must comply with other SEBI regulations as may be applicable to us. While our Company strives to meet all such obligations and reporting requirements, we cannot assure you that there will be no non-compliances in the future, and we cannot assure you that no penalties will be levied against our Company. Non-compliance under the SEBI regulations are usually subject to penalties, warnings, and show-cause notices by SEBI and the Stock Exchanges. Any regulatory action or development that is initiated against us could affect our business reputation, divert management attention and result in a material adverse effect on our business prospects and financial performance, and the trading price of the Equity Shares.

RISK IN RELATION TO EQUITY SHARES

39. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.*

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) prior to the Issue Closing Date. Further, in case the Rights Entitlements do not get credited in time, or in case of On Market Renunciation, such Renouncee will not be able to apply in the Issue with respect to such Rights Entitlements.

40. *SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, October 01, 2021 (SEBI Rights Issue Circular) streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Draft Letter of Offer.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Rights Issue Circulars, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall be participate in the Issue only in accordance with the applicable laws in their respective jurisdictions.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

41. *We cannot guarantee that the Equity Shares issued under this Issue will be listed on the Stock Exchanges in a timely manner, if at all.*

In accordance with Indian law and practice, after our Board or committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the investors, we are required to apply to the Stock Exchanges for final approval for listing and trading of the Equity Shares. There could be a failure or delay in obtaining these approvals from the Stock Exchanges, which in turn could delay the listing of the Equity Shares on the Stock Exchanges. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period. Any failure or delay in obtaining these approvals would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, may not be indicative of the prices at which the Equity Shares will trade in the future.

42. *Any future issuance of Equity Shares by us or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares.*

Any future issuance of our Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely

affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

43. *Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.*

Under current Indian tax laws and regulations, capital gains arising from the sale of shares in an Indian company are generally taxable in India. Previously, any gain realised on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long-term capital gains tax in India if securities transaction tax (“STT”) was paid on the sale transaction. However, the Finance Act, 2018, now seeks to tax on such long-term capital gains exceeding ₹ 100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our Equity Shares Rights Entitlements.

Further, the Finance Act, 2019, which has been notified with effect from April 1, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019; however, these amendments will come into effect from July 1, 2020. The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

44. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant’s decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants’ ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

45. *Overseas shareholders may not be able to participate in the Company’s future rights offerings or certain other equity issues.*

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the

benefit of such holders and making the net proceeds available to such holders. For instance, our Company may not offer such rights to the holders of Equity Shares who have a registered address in the United States unless: (i) a registration statement is in effect, if a registration statement under the US Securities Act is required in order for the Company to offer such rights to holders and sell the securities represented by such rights; or (ii) the offering and sale of such rights or the underlying securities to such holders are exempt from registration under the provisions of the US Securities Act. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in future rights offerings and may experience a dilution in their holdings as a result.

46. *The Issue Price of the Rights Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.*

The Issue Price of the Rights Equity Shares will be determined by our Company. This price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

47. *After the Issue, the price of the Equity Shares may be volatile.*

The Issue Price may not necessarily be indicative of the market price of the Equity Shares after the Issue is completed. The trading price of the Equity Shares may fluctuate after the Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian financial services industry and the perception in the market about investments in the financial services industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of the Equity Shares could decline for reasons unrelated to our business, financial condition, or results of operations. The trading price of the Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Further, the trading price of the Equity Shares have been volatile in the past.

48. *No market for the Right Entitlements may develop and the price of the Right Entitlements may be volatile.*

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchange during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others.

Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse effect on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

We will not distribute the Draft Letter of Offer, Letter of Offer, Application Form and Rights Entitlement Letter (the "Issue Materials") to overseas Shareholders who have not provided an address in India for service of documents. We will dispatch the Issue Materials to Shareholders who have provided an address in India for service of documents. We will not distribute the Issue Materials to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. In the case that Eligible Equity Shareholders have provided their valid e-mail addresses, the Letter of Offer will be sent only to their valid e-mail address and in the case that such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the

rules made thereunder with respect to distribution of the Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. Therefore, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

49. Investors may not receive the Equity Shares subscribed in this Issue until two days after the date on which this Issue closes, which will subject them to market risk.

Allotment of Equity Shares under this Issue may not result in immediate credit to investors' demat accounts. Typically, the credit occurs within approximately two days from the Issue Closing Date. Investors may commence trading these Equity Shares only after receipt of both listing and trading approval. There is no assurance that the allotted Equity Shares will be credited to investors' demat accounts within this period, or that trading will commence on time, exposing investors to market risk during this interval.

Similarly, investors may trade Rights Equity Shares Allotted to them only after these shares are credited to their demat account and listing and trading permissions have been granted. As the Equity Shares are listed on the Stock Exchanges, investors will be subject to market risk from the date of payment for the Rights Equity Shares until trading approval is received. There is no assurance that Rights Equity Shares will be credited to the demat account of investors or that trading will begin within the expected timeframe.

50. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

51. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

52. Our Company will not distribute the Draft Letter of Offer and other Issue Materials to overseas shareholders who have not provided an address in India for service of documents.

We will not distribute the Issue Material to the shareholders who have not provided an address in India for service of documents. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in various overseas jurisdictions. In the case that Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in the case that such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

However, the Companies Act requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the rules thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdiction. While our Company will request its shareholders to provide an address in India for the purposes of distribution of Issue Materials, our Company cannot assure that the regulator would not adopt a different view with respect to compliance with the Companies Act and may subject our Company to fines or penalties.

53. The Equity Shares may experience price and volume fluctuations.

The market price of the Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian finance and lending sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies, and significant developments in India's fiscal regulations. In addition, the stock exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also affect the price of the Equity Shares. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

54. Restrictions on daily movements in the trading price of our Equity Shares may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Stock Exchanges may impose restrictions on the movements in trading price of our Equity Shares. Stock Exchanges are not required to inform us of such restrictions, and they may change without our knowledge. In the event such restrictions are imposed, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

55. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form.

SECTION III – INTRODUCTION

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board of Directors in their meeting held on December 10, 2025, pursuant to section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. The terms of the Issue including the Record Date and Rights Entitlement Ratio will be determined by Rights Issue Committee formed by the Board of Directors at the same meeting in which the above-mentioned issue was authorized.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, detailed information included in “*Terms of the Issue*” beginning on page 84 of this Draft Letter of Offer.

Rights Equity Shares being offered by our Company	Upto [●] Rights Equity Shares
Rights Entitlement	[●] Rights Equity Share for every [●] fully paid-up Equity Share(s) held by the Eligible Equity Shareholders on the Record Date
Record Date	[●]
Face value per equity share	₹ 10/- each (Rupees Ten only)
Rights Price (Issue Price) per equity share	₹ [●]/- (Rupees [●] only) per Equity Share (including a premium of ₹ [●] (Rupees [●] only) per Equity Share)
Dividend	Such dividend as may be declared by our Board and our shareholders, as per applicable law
Issue Size (Rights Size)	Upto ₹ 3000.00 Lakhs (Rupees [●] only) # <i>#To be adjusted as per the Rights Entitlement ratio and assuming full subscription.</i>
Equity Shares subscribed, paid-up and outstanding prior to the Issue	1,33,60,000 Equity Shares of face value of ₹ 10 each For details, please refer to the chapter titled “ <i>Capital Structure</i> ” beginning on page 40 of this Draft Letter of Offer.
Equity Shares subscribed, paid-up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	Upto [●] [#] Equity Shares. <i>#Assuming full subscription</i>
Security codes for the Equity Shares	ISIN for Equity Shares: INE912L01015 BSE: 533632 NSE: ONELIFECAP
ISIN for Rights Entitlements	[●]
Terms of the Issue	For details, please refer to the chapter titled “ <i>Terms of the Issue</i> ” beginning on page 84 of this Draft Letter of Offer.
Use of Issue Proceeds	For details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 42 of this Draft Letter of Offer.
Terms of Payment	The full amount of Issue price Rs. [●]/- per Right Equity Share is payable on Application.

#For Rights Equity Shares being offered under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●] Equity Shares. As per SEBI Rights Issue Circular the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for additional Rights Equity Shares over and above their Rights Entitlements.

GENERAL INFORMATION

Our Company was originally incorporated as “Onelife Corporate Advisory Services Private Limited” a private limited company vide a certificate of incorporation dated August 31, 2007, issued by the Registrar of Companies, Mumbai, under the provisions of the Companies Act, 1956. Further, the name of our Company was changed to “Onelife Capital Advisors Private Limited” and a fresh certificate of incorporation was issued by Registrar of Companies, Mumbai dated November 07, 2009. Further, pursuant to the necessary resolution passed, our Company was converted into a public limited company. Consequently, the name of our company was changed to “Onelife Capital Advisors Limited”, and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Mumbai on December 13, 2010.

COMPANY SECRETARY & COMPLIANCE OFFICER

Rohit Gupta
Plot No. A 356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West),
Maharashtra, India, 400604
Email: rohit.gupta@onelifecapital.in
Website: www.onelifecapital.in
Tel.: 022 41842345

The details of Intermediaries are as follows:

STATUTORY AUDITOR

M/s Rafik & Associates
Shop No 101, D Wing 1st Floor Aventus Commercial Complex, Plot No 49, Road No 5/6, Baiganwadi,
Govandi West, Mumbai – 400043, Maharashtra, India
Tel No: 91-9730684665
Email Id: Rafik.associates@gmail.com
Firm Registration No.: 146573W
Peer Review No.: 018930
Contact Person: Rafik Sejam Sheikh

REGISTRAR TO THE ISSUE AND COMPANY

Kfin Technologies Ltd
7th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp Guru Nanak Hospital, Off Bandra
Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra, India
Tel No: 022 - 26730799 / 0843
Email: onelife.rights@kfintech.com
Investor Grievance Mail: einward.ris@kfintech.com
Contact Person: M.Murali Krishna
Website: www.kfintech.com
SEBI Registration Number: INR000000221

DEPOSITORY PARTICIPANT

National Securities Depository Limited.
Address: 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai,
Maharashtra -400 051.
Tel: 022-6848 8400 / 022-6848 8515
Email: equityca@nsdl.com
Website: www.nsdl.co.in
SEBI Registration No: IN-DP-NSDL-89-99

Central Depository Services (I) Limited.
Address: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013
Tel: 1800-21-09911
Email: complaints@cdslindia.com
Website: www.cdslindia.com

BANKERS TO THE ISSUE

HDFC BANK LIMITED

Tel No: +91 22 30752929 / 28 / 14

Email Id: siddharthjadav.hdfcbank.com / sachin.gawade@hdfcbank.com / eric.bacha@hdfcbank.com / tushar.gavankar@hdfcbank.com / pravin.teli2@hdfcbank.com

Website: www.hdfcbank.com

Contact Person: Eric Bacha / Sachin Gawade / Pravin Teli / Siddharth Jadhav / Tushar Gavankar

SEBI Registration No.: INBI00000063

MONITORING AGENCY

Our Company has appointed a monitoring agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, prior to filing of the Draft Letter of Offer with the Stock Exchanges.

Acuité Ratings & Research Limited

Address: 708, Lodha Supremus, Lodha iThink Techno Campus, Kanjurmarg (East), Mumbai - 400 042

Telephone no.: +91 99698 98000

Contact Person: Chitra Mohan

Email: chitra.mohan@acuite.in

INVESTOR GRIEVANCES

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Common Application Forms or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process).

For details on the ASBA process, please refer to the chapter titled “*Terms of the Issue*” beginning on page 84 of this Draft Letter of Offer.

EXPERT OPINION

Our Company has received consent from its statutory auditors, Rafik and Associates through their letter dated December 10, 2025 to include their name as required under Section 26(1) of the Companies Act, 2013 in this Draft Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the Audited Financial Statements, the audit reports in respect of the Audited Financial Statements, and the statement of special tax benefits dated December 10, 2025 and such consents have not been withdrawn as of the date of this Draft Letter of Offer. However, the term “expert” shall not be construed to mean an “Expert” as defined under the U.S. Securities Act.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (“SCSBs”)

The lists of SCSBs notified by SEBI to act as SCSB for the ASBA process is available on the website of SEBI on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details of the Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Right Equity Shares Allotted.

Registrar to The Issue and Share Transfer Agents (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Collecting Depository Participants (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the

CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

This being a Rights Issue of Equity Shares, credit rating is not required.

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

BOOK BUILDING PROCESS

As the Issue is a rights issue, the Issue shall not be made through the book building process.

UNDERWRITING

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.

MINIMUM SUBSCRIPTION

As per Regulation 86 of the SEBI ICDR Regulations, our Company is required to comply with the minimum subscription of at least ninety per cent of the total Issue size. In the event of non-receipt of minimum subscription, application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Issue.

FILING

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 has amended Regulation 71 of the SEBI ICDR Regulations as per which the company is required to file the Draft Letter of Offer with the stock exchange and there is no requirement to file the Draft Letter of Offer with SEBI.

Further, the company will file the Letter of Offer with SEBI for information and dissemination on Board's website.

Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Draft Letter of Offer /Letter of Offer to the e-mail address: cfddil@sebi.gov.in .

CAPITAL STRUCTURE

The Share Capital of our Company as on the date of this Draft Letter of Offer and after the proposed Issue is set forth below:

(Amount in ₹ Lakhs, except the share data)

Sr. No.	Particulars	Aggregate value at	
		Face value	Issue Price
1	AUTHORISED SHARE CAPITAL		
	7,22,20,000 Equity Shares of face value of ₹ 10/- each	7,222.00	[●]
2	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL		
	1,33,60,000 fully paid-up Equity Shares of face value of ₹ 10/- each	1,336.00	[●]
	PRESENT ISSUE IN TERMS OF THE DRAFT LETTER OF OFFER ^(*)		
	Upto [●] Equity Shares of face value of ₹ 10/- each at an Issue price of ₹ [●]/- per Equity Share (including a premium of ₹ [●]/- per Equity Share)	[●]	Upto 3000.00
3	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE ^(#)		
	Upto [●] fully paid-up Equity Shares of face value of ₹ 10/- each	[●]	[●]
4	SECURITIES PREMIUM ACCOUNT		
	Before the issue i.e.; March 31, 2025	9,078.06	
	After the Issue ^(^)		[●]

**The present Issue has been authorised by the Board of Directors of vide a resolution at its meeting held on December 10, 2025. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by the Rights Issue Committee at its meeting held on [●]*

Assuming full subscription for and allotment of the Rights Entitlement

^ Subject to finalization of Basis of Allotment, Allotment, and deduction of Issue expenses

Details of specified securities held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such specified securities:

The statement showing holding of the Equity Shares of the persons belonging to the category of the “Promoter sand Promoter Group” including details of lock in, pledge and encumbrances, if any” as on September 30, 2025, can be accessed on the website of the Stock Exchanges at <https://www.bseindia.com/stock-share-price/onelife-capital-advisors-ltd/onelifecap/533632/qtrid/127.00/shareholding-pattern/Sep-2025/> or <https://www.nseindia.com/get-quotes/equity?symbol=ONELIFECAP>

Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing off the letter of offer with the designated stock exchange

No Equity Shares have been acquired by the Promoter or members of the Promoter Group in the year immediately preceding the date of filing of this Draft Letter of Offer with the Stock Exchanges and submission to SEBI.

1. Shareholding Pattern of our Company

Shareholding pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

- The shareholding pattern of our Company as on September 30, 2025, can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/onelife-capital-advisors-ltd/onelifecap/533632/qtrid/127.00/shareholding-pattern/Sep-2025/> and NSE at <https://www.nseindia.com/get-quotes/equity?symbol=ONELIFECAP>
- The statement showing holding of the Equity Shares of the persons belonging to the “Promoter and Promoter Group” including details of Equity Shares which are locked-in, pledged or encumbered can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=533632&qtrid=127.00&QtrName=Sep-25> and NSE at <https://www.nseindia.com/get-quotes/equity?symbol=ONELIFECAP>
- The statement showing holding of the Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of the Equity Shares as on September 30, 2025, can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=533632&qtrid=127.00&>

[QtrName=Sep-25](#) and NSE at <https://www.nseindia.com/get-quotes/equity?symbol=ONELIFECAP>

- iv. The statement showing holding of the Equity Shares of persons belonging to the category “Non-Promoter-Non-Public shareholder” can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=533632&qtrid=127.00&QtrName=Sep-25> and NSE at <https://www.nseindia.com/get-quotes/equity?symbol=ONELIFECAP>.

The list of shareholders holding 1% or more of the paid-up capital of our Company is as under as on September 30, 2025:

Sr No.	Name of Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1	Naig Prabhakar K	69,05,000	51.68
2	Punjabhai Keshavbhai Jadeja	1,47,111	1.10
3	Devanand Mansukhbhai Kawa	1,34,177	1.00
4	P S Kumaresan	2,06,873	1.55

- Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue and the participation of our Promoter and members of our Promoter Group in the Issue, as specified above, shall not result in a breach of the same.
- No Equity Shares have been acquired by the Promoter or members of the Promoter Group in the year immediately preceding the date of filing of this Draft Letter of Offer with the Stock Exchanges and submission to SEBI.
- Our Company has not made any issuances of Equity Shares for consideration other than cash in the last one year immediately preceding the date of this Draft Letter of Offer.
- As on the date of this Draft Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible later into Equity Shares.
- Our Company shall ensure that any transaction in the Equity Shares by the Promoter and the Promoter Group during the period between the date of filing this Letter of Offer and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.
- Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
- At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.
- The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●] per Equity Share.
- The Equity Shares issued pursuant to the Issue may be fully paid up at the time of Allotment. Further, there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer.

SECTION IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

1. Investment in our subsidiary Deal Money Commodities Limited, for funding its working capital; and
2. General Corporate purpose.

(Collectively referred to herein as the “**Objects**”)

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

In addition to the aforementioned objects, our Company intends to strengthen its capital base.

Issue Proceeds

The details of the proceeds of the Issue are summarised in the table below:

(₹ In lakhs)

Particulars	Estimated Amount
Gross Proceeds from the Issue*#	[●]
Less: Issue Related Expenses	[●]
Net Proceeds	[●]

*Assuming full subscription and Allotment of the Rights Entitlement

To be finalised upon determination of the Issue Price and updated in the Letter of Offer prior to filing with Stock Exchanges

Requirement of funds and utilisation of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details set forth in the following table:

(₹ In lakhs)

Particulars	Estimated Amount
Investment in our subsidiary Deal Money Commodities Limited, for funding its working capital	2250.00
General corporate purposes*	[●]
Total Net Proceeds**	[●]

* The amount utilised for general corporate purpose shall not exceed 25% of the Gross Proceeds

**Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment.

Utilization of Net Proceeds and schedule of implementation and deployment

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ In Lakhs)

Particulars	Amount to be funded from Net Proceeds	Amounts already deployed as on the date of DLOF	Estimated deployment of Net Proceeds for Fiscal 2026
Investment in our subsidiary Deal Money Commodities Limited, for funding its working capital	2250.00	-	2250.00
General corporate purposes*	[●]	-	[●]
Total Net Proceeds**	[●]	[●]	[●]

* The amount utilised for general corporate purpose shall not exceed 25% of the Gross Proceeds

**Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment.

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy. For further details of factors that may affect these estimates, see “*Risk Factor No. 25- Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.*” beginning on page no. 27 of this Draft Letter of Offer.

Our Company proposes to deploy the entire Net Proceeds towards the Objects during Fiscals 2026. However, if the Net Proceeds are not completely utilised for the Objects in the respective Fiscals due to various factors beyond our control, such as market conditions, economic and business considerations, business and other commercial considerations, etc., the remaining Net Proceeds would be utilised (in part or full) in subsequent Fiscals, subject to applicable law. Further, if additional funds are required for fulfilling the Objects, such requirement shall be met through internal accruals, additional capital infusion, debt arrangements or any combination of these methods, subject to compliance with applicable law.

Means of Finance

As per Regulation 62(1)(c) of the SEBI ICDR Regulations, firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue or through existing identifiable internal accruals, are only required in case of capital expenditure, which is not contemplated in the present Issue. Therefore, our Company is not required to make such firm arrangements of finance through verifiable means.

Details of the Objects of the Issue

1. Investment in our subsidiary Deal Money Commodities Private Limited (DCPL), for funding its working capital

DCPL funds a majority of its working capital requirements in the ordinary course of business through internal accruals or infusion of funds from our Company or borrow from financial institution. We propose to utilize ₹ 2250.00 Lakhs from the Net Proceeds towards the working capital requirements of DCPL.

Requirement of Working Capital:

DCPL intends to expand its operations by adding a new sector to its business profile focused on Margin Trading Facility (MTF) and aims to maintain an MTF book. DCPL have already received certifications from both exchanges, namely BSE Limited and NSE. Part of the proceeds of this Issue will be utilized for the margins to be placed with the stock exchanges. The margin requirements with the exchanges are determined on the basis of trading volumes and market volatility and to the extent of open interest in respect of equity/ stock future. Such margin requirements comprise of “initial margin” representing initial margin paid and “margin deposits”, representing additional margin over and above the initial margin, for entering into contracts for equity index/ stock futures and option, which are released on final settlement and/or squaring up of underlying contracts. Further, equity index/ stock futures and option are marked-to-market on a daily basis, in which case, “mark-to-market margin” is required to be provided, representing the net amount paid or received on the basis of movement of price/ stock futures till the balance sheet date. While the initial margin and the margin deposits with the stock exchanges/ professional clearing members can be created by way of deposit of either stock or bank guarantees or fixed deposits with banks or cash, however, the marked-to-market margin is typically created by way of deposit of cash.

To utilize a portion of the proceeds to meet the margin requirements imposed by stock exchanges, which include initial margins and additional margin deposits necessary for trading in equity and stock futures. This will ensure compliance with market regulations and enhance our trading capabilities.

Existing and Estimated Working Capital

(₹ in lakhs)			
Particulars	March 31, 2024	March 31, 2025	March 31, 2026
	Audited	Audited	Estimated
Cash & Cash Equivalent	78.88	2,300.99	1,745.21
Investments	2066.34	199.08	1,979.14
Receivables	971.20	148.47	2,107.68
Other Current Assets	1,450.54	1,165.98	1,282.58

Particulars	March 31, 2024	March 31, 2025	March 31, 2026
	Audited	Audited	Estimated
Margin Money with clearing member	-	-	1,951.30
Total Current Assets	4,566.96	3,814.52	9,065.91
Sundry Creditors	1,414.24	545.58	660.14
Other Current Liabilities	1516.73	1213.42	1092.08
Total Current Liabilities	2,930.97	1,759.00	1,752.22
Working Capital Gap	1,635.99	2,055.52	7,313.69
Short Term Borrowings	-	-	-
Internal Accrual	1,635.99	2,055.52	5,063.69
Proceeds from Rights Issue			2,250.00
Total	1,635.99	2,055.52	7,313.69

Assumptions:

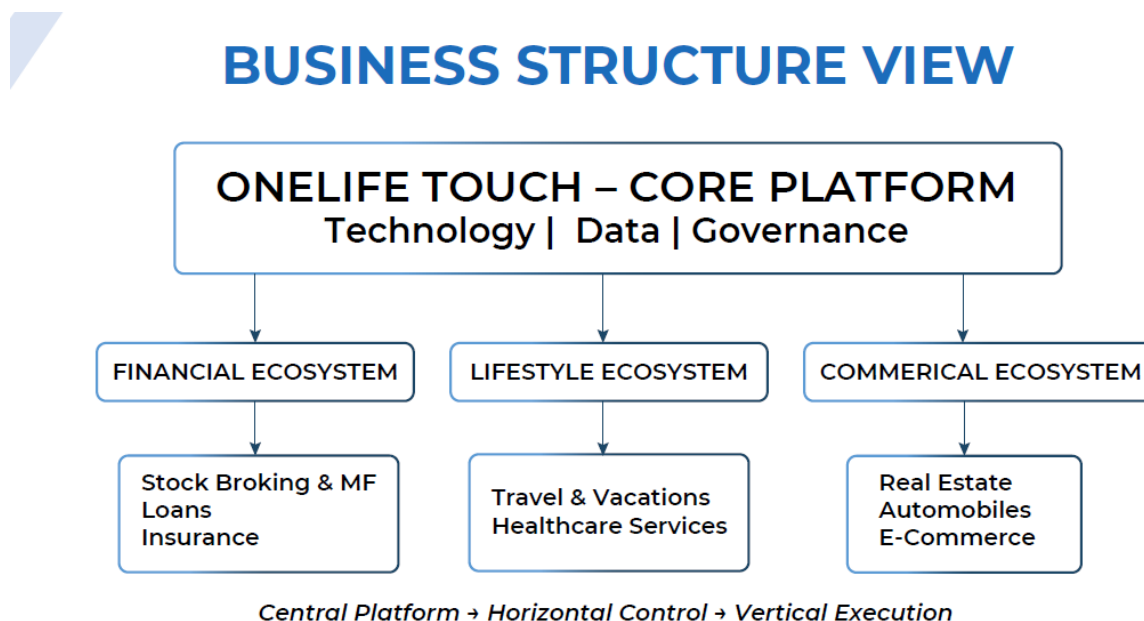
Particulars	Assumptions
Cash & Cash Equivalent	The company's cash and cash equivalents primarily consist of bank balances, cash on hand. In fiscal 2024, these assets totaled ₹ 78.88 lakhs. However, this figure increased sharply to ₹ 2300.99 lakhs in fiscal 2025 due to a reduction in bank balances. The company is required to maintain fixed deposits as collateral against the margins mandated by stock exchanges for trading. As trading activity is expected to increase, the demand for Cash on hand will grow accordingly.
Investments	Our current investments primarily consist of proprietary equity shares with a short-term focus. In fiscal 2024, our investment in short-term equity instruments was ₹ 2066.34 lakhs, which decreased to ₹ 199.08 lakhs in fiscal 2025. We project an increase to ₹ 1979.14 lakhs in fiscal 2026. This growth reflects our expectation of increased trading activity and a strategic commitment to capitalizing on short-term market opportunities
Receivables	With margin trading, clients will provide approximately 30% of the trade value as margin, while we cover the remaining 70%. This model will tend to increase the trade receivables by not only interest income generated from the margins extended to clients but also the margin itself allowed to the client on delivery transactions. Overall, these initiatives are expected to significantly elevate our trade receivables in the upcoming fiscal year.
Other Current Assets	Other current is expected to be in similar lines.
Trade Payables	<p>In a stock broking business, trade payables are essential for managing financial obligations and ensuring smooth operations. These payables primarily include outstanding expenses, which are costs incurred but not yet paid, such as service fees, commissions, and administrative expenses. Additionally, they encompass accrued earnings, which refer to profits, gains, and other earnings that clients have accrued from trades executed on their behalf, reflecting the firm's obligation to distribute these funds. Margins payable are also included, representing amounts owed to stock exchanges for margin trading activities, crucial for facilitating leveraged trades.</p> <p>With anticipated growth in both the client base and overall business in fiscal 2026, an increase in trade payables is expected. This growth indicates a higher volume of trades, leading to greater outstanding expenses and accrued earnings for clients, as well as an increased need for margin payments. Effectively managing this rise will be crucial for maintaining liquidity and supporting ongoing operations as the business expands.</p>
Other Current Liabilities	Other current liabilities majorly comprise of advances from customers, statutory dues payable and other expense payable. The same is expected to be in similar lines.

These estimates have been approved by the board of directors of DCPL and noted by our Board of Directors vide resolutions dated December 10, 2025, and December 10, 2025, respectively.

Considering that the Net Proceeds will be utilised towards funding the working capital requirements of DCPL, our Company will deploy the Net Proceeds for this Object towards DCPL, in the form of equity, or compulsorily convertible preference shares, or debt, in a manner that will be determined by our Company at the time of the investment and as permitted under applicable law. This investment is to help DCPL in carrying out its business activities and scaling up its business operations.

Rationale for investment in subsidiary

Our Company is engaged in the business of developing software for the subsidiaries company. The below table enumerates the business structure:



The Company has strategically invested in its subsidiaries to incubate and operate diversified business segments in accordance with its disclosed group structure. Each subsidiary functions as a focused operating entity, enabling efficient execution of sector-specific business strategies.

The Company actively undertakes strategic investments in subsidiaries to diversify its asset base and enhance long-term portfolio value. These investments are focused on high-growth sectors and value-accretive opportunities, aimed at generating sustainable returns through capital appreciation, strategic partnerships and periodic income generation, thereby strengthening overall shareholder value and revenue stability.

2. General Corporate Purposes

Our Company intends to deploy any balance Net Proceeds towards general corporate purposes, not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. Such utilisation towards general corporate purposes shall be to drive our business growth, including, amongst other things, funding our growth opportunities, strengthening marketing capabilities and brand building exercises, and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals / consents, as applicable. The allocation or quantum of utilisation of funds towards the specific purposes will be determined by our Board or a duly constituted committee thereof, based on our business requirements and other relevant considerations, from time to time.

The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company from time to time subject to applicable laws and regulations. Our Board will have flexibility in utilising surplus amounts, if any, subject to applicable laws and regulations.

Issue Related Expenses

The total expenses of the Issue are estimated to be ₹ [•] lakhs. The break-up for the Issue expenses is as follows:

Activity	Estimated Amount (₹ In lakhs)	As a % of total estimated issue expenses ⁽¹⁾	As a % of issue size ⁽¹⁾
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Registrars to the issue	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Others, if any (to be specified)	[●]	[●]	[●]
Total	[●]	[●]	[●]

Notes:

Assuming full subscription and Allotment of the Rights Entitlement. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall adjusted with the amount allocated towards general corporate purposes

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board, from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by our Board from time to time. Our Company confirms that it shall not use the Net Proceeds for any buying, trading, or otherwise dealing in the shares of any other listed company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Additionally, in compliance with Regulation 66 of the SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group or Group Companies. Further, our Company confirms that the borrowings proposed to be repaid from the Net Proceeds have not been utilised towards any payments, repayment / refinancing of any loans availed from the Promoter Group or Group Companies.

Strategic partners / Financial partners to the project or objects of the issue:

There are no strategic or financial partners to the Objects of the Issue

Bridge financing facilities and other financial arrangements

Our Company has not raised any bridge loans or entered into any other similar financial arrangements from / with any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

Our Company has appointed Acuité Ratings & Research Limited, Monitoring Agency for the Issue to monitor the utilization of the Gross Proceeds from the Issue, including the proceeds proposed to be utilised towards general corporate purposes, in accordance with Regulation 82 of the SEBI ICDR Regulations. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose the utilization of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI LODR Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI LODR Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Letter of Offer and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects. This information will also be published on our website and explanation for such variation (if any) will be included in our Directors' report, after placing it before the Audit Committee.

Appraising Agency

None of the Objects for which the Net Proceeds will be utilized have been appraised by any agency or any financial institution.

Other Confirmations

Except as disclosed above, no part of the Net Proceeds will be utilised by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Key Management Personnel or Senior Management.

Except as disclosed above, Our Company has not entered into nor is planning to enter into any arrangement / agreements with Promoter, members of the Promoter Group, Directors, Key Management Personnel in relation to the utilisation of the Net Proceeds.

Further, except in the ordinary course of business, there is no existing or anticipated interest in relation to utilization of Net Proceeds with our Promoter, our Promoter Group, our Directors, our Key Managerial Personnel, our Senior Management and Associate Companies (as defined under the Companies Act, 2013).

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

Interest of promoters, promoter group and directors, as applicable to the project or objects of the issue.

Our Promoters and Promoter Group, may be deemed to be interested in the objects of the issue, which pertain to adjustment of loan availed by the Company from them from the Gross proceeds of the Rights Issue.

Save for the above, none of our Promoters or directors are interested in the objects of the Issue except to the extent of their respective Rights Entitlements.

Key Industry Regulations for the proposed objects of the issue:

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Onelife Capital Advisors Limited
Plot No 356/357, Road No 26,
Wagle Industrial Estate,
Thane – 400604

Dear Sirs,

Re: Proposed rights issue of equity shares of face value of Rs. 10 each (“Equity Shares”) of Onelife Capital Advisors Limited (“Company” and such offering, the “Issue”).

We report that the enclosed statement in the **Annexure A (“Statement”)**, states the possible special tax benefits under direct tax laws i.e. Income tax Rules, 1962 including amendments made Finance Act, 2025 (hereinafter referred to as “**Direct Tax Laws**”), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India (“**Indirect Tax Laws**”), available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, Material Subsidiaries and its shareholders faces in the future, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only possible special tax benefits available to the Company, Material Subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any possible benefits available under any other laws within or outside India have not been examined and covered by this Statement

This statement of possible special tax benefits is required as per Para (XII) (M) of Part B of Schedule VI of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the Statement. Any benefits under the Direct Tax Laws and Indirect Tax Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this Statement.

The benefits discussed in the enclosed **Annexure A** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, or governmental taxing authority or agency.

Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-

resident has fiscal domicile.

We do not express any opinion or provide any assurance as to whether:

- (i) the Company, Material Subsidiaries or its shareholders will continue to obtain these possible benefits in future; or
- (ii) the conditions prescribed for availing the possible benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries. We have relied upon the information and documents of the Company to be true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. We shall not be liable to the company for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority/otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and the Letter of Offer “(**Offer Documents**)” of the Company or in any other documents in connection with the Issue.

We hereby give consent to include this statement of possible special tax benefits in the Offer Documents and in any other material used in connection with the Issue.

This certificate is issued for the sole purpose of the Issue, and can be used, in full or part, for inclusion in the Issue Documents and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, recognized stock exchanges, any other authority as may be required including the submission of this certificate on the repository system of SEBI and/or Stock Exchanges.

Except as disclosed above, this certificate should not be used by any other person or for any other purpose whatsoever. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

This certificate may be relied on by the Company and the Legal Counsel in relation to the Issue.

We undertake to update you in writing of any changes in the abovementioned position until the date the Rights Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchanges. In the absence of any communication from us till the Rights Equity Shares commence trading on the recognized stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

Yours faithfully,

For Rafik and Associates
Chartered Accountants
Firm Registration Number: 146573W

Rafik Sejam Sheikh
Proprietor
Membership Number: 182278
UDIN: 25182278BMGYUH3638
Date: December 10, 2025
Place: Mumbai

ANNEXURE A

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDER AND ITS MATERIAL SUBSIDIARIES UNDER APPLICABLE DIRECT AND INDIRECT TAXATION LAWS.

1. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS MATERIAL SUBSIDIARIES

No Special Tax benefits available to the Company and its Material Subsidiaries

There are no possible special tax benefits available to the company and its Material Subsidiaries under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

2. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS OF THE COMPANY

No Special Tax benefits available to the Shareholders of the Company

The shareholders of the Company are also not eligible for any special tax benefits under the provisions of the Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975 and/or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

Notes:

- a) *We have not considered the general tax benefits available to the Company, its Material Subsidiaries, or shareholders of the Company.*
- b) *The above is as per the prevalent Direct Tax Laws and Indirect Tax Laws as on date.*
- c) *The above Statement of possible special tax benefits sets out the provisions of Direct Tax Laws and Indirect Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
- d) *This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in a country other than India are urged to consult their professional advisers regarding possible income-tax consequences that apply to them.*
- e) *This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her tax advisor with respect to specific taxes arising out of the shares allotted.*
- f) *No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.*
- g) *The above statement of possible direct/indirect tax benefits sets out the provisions of the law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.*

SECTION V - OUR MANAGEMENT

In terms of our Articles of Association and subject to the provisions of the Companies Act, 2013, our Company is required to have not less than three Directors and not more than twelve Directors, unless otherwise determined by a special resolution. As on the date of this Draft Letter of Offer, our Board comprises 07 Directors of whom 02 are Executive Directors, 01 is Non-Executive-Non-Independent Director and 04 are Non-Executive-Independent Directors. Accordingly, the current composition of our Board is in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

Our Board of Directors

Set forth below are details regarding our Board as on the date of filing of this Draft Letter of Offer:

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original date of appointment, Change in designation and Period of Directorship	Directorships in other Companies
PRABHAKARA NAIG Designation: Chairperson and Whole Time Director DIN: 00716975 Date of Birth: January 20, 1949 Age: 76 years Occupation: Business Address: 307, Naig House, Raut Lane, Opposite Isckon Mandir, Juhu, Vile Parle (West), Mumbai – 400049, Maharashtra Nationality: Indian Period of Directorship: With effect from August 31, 2007 Current Term: Liable to retire by rotation	1. Pran Fertilisers & Pesticides Private Limited 2. Oodnap Securities (India) Limited 3. Pearl Financial Advisors Private Limited 4. Doctors Dental Services Limited
PANDOO NAIG Designation: Executive Director and CFO DIN: 00158221 Date of Birth: April 15, 1981 Age: 44 years Occupation: Business Address: 307, Naig House, 2 nd Floor, Raut Lane, Opposite Isckon Mandir, Juhu, Vile Parle (West), Mumbai – 400049, Maharashtra Nationality: Indian Period of Directorship: With effect from March 23, 2023 Current Term: Liable to retire by rotation	1. Vaaman Pesticides Private Limited 2. Doctors Dental Services Limited 3. Sarsan Securities P Ltd 4. Eyelid Infrastructure Private Limited 5. Pran Fertilisers & Pesticides Private Limited 6. Pearl Financial Advisors Private Limited 7. Dealmoney Insurance Broking Private Limited
SHALINI PATIDAR Designation: Non-Executive-Non-Independent Director DIN: 06521823 Date of Birth: September 22, 1984 Age: 41 years Occupation: Service Address: Mermit Tower, 16 th Floor, Flat No. 1601, N M Joshi Marg, Opp. Mafatlal Mill Compound, Delisle Road, Mumbai - 400013, Maharashtra Nationality: Indian Period of Directorship: With effect from November 14, 2024 Current Term: Five years with effect from November 14, 2024	1. Eyelid Infrastructure Private Limited 2. Dealmoney Real Estate Private Limited
DHANANJAY CHANDRAKANT PARIKH Designation: Non-Executive-Independent Director DIN: 02934120 Date of Birth: October 31, 1956 Age: 69 Occupation: Business Address: 26/27, Soham Bungalows-1, Opp Shobhananagar, Vasana Road, Vadodra, Akota, Vadodra – 390020, Gujarat Nationality: Indian Period of Directorship: With effect from September 15, 2020 Current Term: Five years with effect from September 30, 2025	1. Sarsan Securities P Ltd 2. Dealmoney Real Estate Private Limited 3. Family Care Hospitals Limited
ABHAY KUMAR SETHIA Designation: Non-Executive-Independent Director DIN: 09721583	1. Swojas Foods Limited 2. Dealmoney Commodities Private Limited

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original date of appointment, Change in designation and Period of Directorship	Directorships in other Companies
Date of Birth: February 13, 1987 Age: 38 Occupation: Senior Manager Address: Opp. SBI Bank Indira Chowk A1, Dhora Bas New Line, SBI Bhinasar Bank Branch, Gangashahar, Bikaner Nationality: Indian Period of Directorship: With effect from January 13, 2025 Current Term: One year with effect from January 13, 2025	3. Continental Controls Limited 4. Suumaya Corporation Limited 5. Diva Organic Living Limited 6. Singhi Capital Finance Private Limited
RANU JAIN Designation: Non-Executive-Independent Director DIN: 11012104 Date of Birth: June 6, 1987 Age: 38 Occupation: Teaching Address: 07, Bajaj Khana, Opp. Bank of India, Alot, Ratlam – 457001, Madhya Pradesh Nationality: Indian Period of Directorship: With effect from March 29, 2025 Current Term: One year with effect from March 29, 2025	1. Swojas Foods Limited
NITESH SHRINATH SINGH Designation: Non-Executive-Independent Director DIN: 08707310 Date of Birth: August 3, 1988 Age: 37 Occupation: Professional Address: Mangeshi Paradise, Building No. 04, Flat No. 503, Mohane Road, Near Matoshree College, Shahad West, Kalyan, Thane, Maharashtra - 421103 Nationality: Indian Period of Directorship: With effect from March 29, 2025 Current Term: One year with effect from March 29, 2025	1. Family Care Hospitals Limited

Confirmations

None of our Directors is or was a director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the last three (3) years immediately preceding the date of this Draft Letter of Offer, during the term of their directorship in such company.

None of our Directors is or was, a director of any listed companies, which has been or were delisted from any stock exchange(s), during the last three (3) years immediately preceding the date of this Draft Letter of Offer, during the term of their directorship in such company. None of our Directors have been debarred or prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

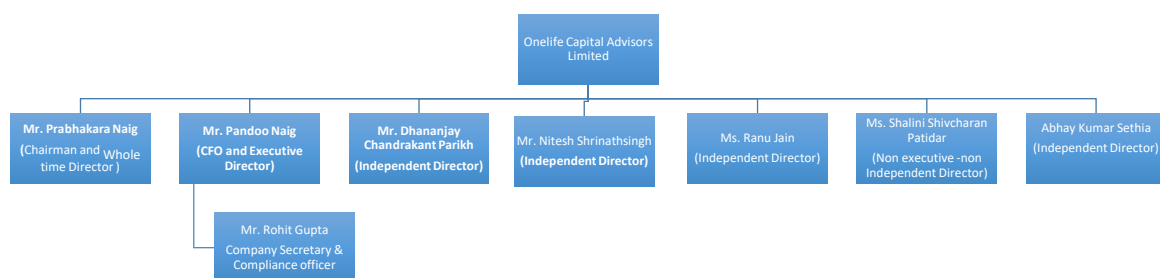
None of our Directors, have been identified as Wilful Defaulters or Fraudulent Borrowers.

None of our Directors are declared as Fugitive Economic Offenders.

Details of Key Managerial Personnel and Senior Management

Sr. No.	Name	Designation
Key Managerial Personnel		
1.	Prabhakara Naig	Whole Time Director
2.	Pandoo Naig	Chief Financial Officer
3.	Rohit Gupta	Company Secretary and Compliance Officer
Senior Management (excluding Key Managerial Personnel)		
Nil		

Organisation Structure:



SECTION VI - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

The Consolidated Audited Financial Statements of our Company for the year ended March 31, 2025, and March 31, 2024, and limited review report for the period ended September 30, 2025 and September 30, 2024 can be accessed on the website of our Company at <http://www.onelifecapital.in/>

The following table provides a brief summary of the Consolidated Audited Financial Results for the year ended March 31, 2025, and March 31, 2024 and limited review report for the period ended September 30, 2025 and September 30, 2024

(except for per share data, in ₹ lakhs)

Sr. No.	Particulars	Fiscal 2025	Fiscal 2024	For half year ended September 30, 2025	For half year ended September 30, 2024
1.	Total income	3,178.42	4,017.06	699.03	1,814.35
2.	Net profit/loss before tax and extraordinary items	(1,997.27)	641.11	(499.92)	(2,308.95)
3.	Net profit/loss after tax and extraordinary items	(487.81)	63.29	(535.18)	(615.55)
4.	Equity share capital	1,336.00	1,336.00	1,336.00	1,336.00
5.	Reserves and surplus	2,132.42	3,733.99	1,199.15	3,304.51
6.	Net-worth*	13,228.01	11,626.43	NA	NA
7.	Earnings per Share (Basic) (in ₹)	(3.65)	0.47	(4.01)	(4.61)
8.	Earnings per Share (Diluted) (in ₹)	(3.65)	0.47	(4.01)	(4.61)
9.	Return on Net Worth (%)**	(3.69)	(0.54)	NA	NA
10.	Net Asset Value per Share (in ₹) ***	99.01	87.02	NA	NA

Notes:

*Net-worth is calculated based on the definition given under section 2(57) of the Companies Act, 2013. It includes paid-up share capital plus free reserves and surplus plus securities premium account and excludes non-controlling interest, capital reserve and debenture redemption reserve.

**Return on Net-worth is calculated as Net profit/loss after tax for the year divided by Net-worth

***Net assets value per equity share (₹) is calculated as Net-worth divided Equity share capital

DETAILED RATIONALE FOR THE ISSUE PRICE

The Issue Price will be determined by our Company on the basis of various qualitative and quantitative factors as described below:

Qualitative factors:

Some of the qualitative factors which form the basis for computing the Issue Price are set forth below:

[•]

Quantitative factors:

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

[•]

SECTION VII - LEGAL AND OTHER INFORMATION

GOVERNMENT APPROVALS OR LICENSING ARRANGEMENTS

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled, “Objects of the Issue” beginning on page 42.

OTHER REGULATORY AND STATUTORY APPROVALS

AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on December 10, 2025, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013. The Board have authorized and delegated the power to determine the terms and conditions of the Issue to the Right Issue Committee at their meeting held on December 10, 2025 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

This Draft Letter of Offer has been approved by our Board of Directors pursuant to its resolution dated December 10, 2025. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Rights Issue Committee at its meeting held on [●].

Right Issue Committee in its meeting held on [●], has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders, at ₹ [●] per Rights Equity Share of face value of ₹ 10/- each (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ [●] lakhs* and the Rights Entitlement as [●] i.e. [●] Rights Equity Share for every [●] fully paid-up Equity Share of face value of ₹ 10/- each, held as on the Record Date.

** Assuming full subscription in the Issue and subject to finalisation of the basis of allotment.*

Our company has received “In-Principle Approval” from BSE and NSE vide their letter dated [●] and [●] respectively, in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, please refer to the chapter titled “*Terms of the Issue*” beginning on page 8484 of this Draft Letter of Offer.

ASSOCIATION OF OUR DIRECTORS WITH SECURITIES MARKET

None of our Directors are associated with the securities market.

Except as stated in chapter titled “*Summary of Letter of Offer*” beginning on page 14 of this Draft Letter of Offer, there are no outstanding action(s) initiated by SEBI against our Directors in the 5 years preceding the date of this Draft Letter of Offer.

FUGITIVE ECONOMIC OFFENDER

None of our Directors are declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

SUSPENSION OF TRADING OF SECURITIES

The Equity shares of our Company have not been suspended from trading as a disciplinary measure imposed by SEBI or any regulatory authority during the last three years.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Except as mentioned below, our Company, Promoter, member of the Promoter Group, Directors and persons in control of our Company have not been prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Letter of Offer:

As per SEBI order dated 28th March 2025, the Company and promoters were debarred from accessing the security market for a period of one year starting from 21st October 2024 which stands complete on 23rd October 2025.

The companies with which our Promoter or our Directors are associated as promoter or directors have not been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or directions passed by SEBI.

PROHIBITION BY RBI

Neither our Company nor our Promoters or any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

COMPLIANCE WITH REGULATIONS 61 AND 62 OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company will make applications to the Stock Exchanges for in-principle approvals for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

Compliance with Part B of Schedule VI of SEBI ICDR Regulations

Except as disclosed below, our Company has been in compliance with the equity listing agreement entered into with the Stock Exchanges and the SEBI Listing Regulations, for a period of at least three years immediately preceding the date of filing of this Draft Letter of Offer:

Financial Year 2022-23

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
1.	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	The company has received letter from NSE imposing fine of Rs. 4,35,000/- plus GST of Rs.78,300/- total amounting to Rs. 5,13,300/- for violation of Regulation 17(1) of SEBI (LODR) (Days of noncompliance -87 days)	Rs. 5,13,300/-

Financial Year 2023-24:

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
1.	Regulation 30 and schedule III Para A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025	The company had provided delayed intimation for resignation of director on 25.07.2023. There was of delay of 4 days.	-
2.	Regulation 23(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025	The company made a delay of 1 day in submission of the disclosure of related party transaction on consolidated basis.	Rs. 5,000
3.	Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025	The company failed to comply with the provision of the said regulation requiring minimum 6 Director on the board during 2 nd , 3 rd and 4 th board meeting of FY 2023-24	Rs. 3,65,000
4.	Regulation 6(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025	Following the resignation of Mr. Himanshu Unadakat company failed to appoint compliance officer within the prescribed time limit of 3 Months.	Rs. 5,000

Financial Year 2024-25:

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
1.	Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025.	The Company has Filed Audited Financial Statements for the Financial year ended on 31.03.2024 on 04.06.2024, There was a delay of 5 days.	Rs. 29,500

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
2.	Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025.	The Company has Filed Audited Financial Statements for the Financial year ended on 31.03.2024 on 04.06.2024. The Statement of Impact of Audit Qualifications (XBRL) was filed on 13.06.2024 with NSE. There was a delay of 8 days.	-
3.	Regulation 47 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025.	There was delay of 3 days in publication of Standalone Un-Audited Financial Results for the quarter ended September, 2024 in "Global Times" (Marathi Newspaper).	-
4.	Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025.	The company failed to comply with the provision of the said regulation requiring minimum 6 Director on the board for Quarter ended September of FY 2024-25	Rs. 5,36,900 by BSE and Rs. 5,36,900 by NSE
5.	Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2025.	The company failed to comply with the provision of the said regulation requiring minimum 6 Director on the board for Quarter ended December of FY 2024-25.	Rs. 2,59,600 /- by BSE and Rs. 2,59,600 /- by NSE
6.	Regulations 3(b), 3(c),3(d), 4(1),4(2) (f), (k) & (r) read with 2(1)(b) & (c) of the PFUTP Regulations, Section 12A(a), 12A(b) & 12A(c) of the SEBI Act,1992 read with section 27 of the SEBI Act, 1992.	The company made misstatements, misrepresentations in financial statements with respect to sales and purchase transactions resulting PFUTP and SEBI Act violations. The Inspection was ordered against the company for tenure 2018-2023.	Fine of Rs. 15,00,000 /- and Rs. 10,00,000 /- under Section 15HA and Section 15HB respectively has been imposed on the company by SEBI; Fine of Rs. 15,00,000 /- and Rs. 10,00,000 /- under Section 15HA and Section 15HB respectively has been imposed on Mr. Pandoo Naig by SEBI; Fine of Rs. 15,00,000 /- and Rs. 10,00,000 /- under Section 15HA and Section 15HB respectively has been imposed on Mr. Prabhakar Naig by SEBI;
7.	Regulations 4(1)(a), (b), (c), (d), (e), (g), (h), (i), (j), 4(2)(e)(i), 33(1)(c), 34(3) read with Part A of Schedule V and 48 of the LODR Regulations read with section 27 of the SEBI Act.	The company made misstatements, misrepresentations in financial statements with respect to sales and purchase transactions resulting violation of LODR Regulation. The Inspection was ordered against the company for tenure 2018-2023.	Onelife Capital Advisors Limited, Mr. Pandoo Naig and Mr. Prabhakar Naig are hereby resbained from accessing the securities market and, further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly or being associated with the

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
			securities marketing in any manner, whatsoever, for a period of one year, from the date of interim order cum SCN i.e. October 24, 2024. Mr. Pandoo Naig and Mr. Prabhakar Naig are restrained from buying associated with the securities market, in any manner whatsoever including as a director or Key Managerial Personnel in any listed company, except OCAL, or an intermediary registered with SEBI or a public company which intends to raise money from public in the securities market, for a period of one year, from the date of interim order cum SCN i.e., October 21, 2024.
8.	Regulations 23(2) of the LODR Regulations.	The company failed to take prior approvals of Audit Committee. The inspection was ordered against the company for tenure 2018-2023. Even though the company has ratified the said transactions yet it will not absolve the company from the violation of applicable provisions of Securities Exchange Board of India, 2015.	Same as point 7
9.	Regulations 23(4) of the LODR Regulations.	The company failed to take approval/ prior approval of shareholders. The Inspection was ordered against the company for tenure 2018-2023. Even though the company has ratified the said transactions yet it will not absolve the company from the violation of applicable provisions of Securities Exchange Board of India, 2015.	Same as point 7
10.	Regulations 23(9) of the LODR Regulations.	The company failed to submit half yearly disclosure of RPTs/ Disclosure of Interest on loans taken/given. The Inspection was ordered against the company for tenure 2018-2023. Even though the company has ratified the said transactions yet it will not absolve the company from the violation of	Same as point 7

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
		applicable provisions of Securities Exchange Board of India, 2015.	
11.	Regulations 4(2) (f), (k) & (r) read with 2(1)(b) & (c) of the PFUTP Regulations read with section 27 of the SEBI Act, 1992,	The company made Misstatements/ misrepresentation in financial (*with respect to non' disclosure of RPTs in Annual Report) - (PFUTP violations). The inspection was ordered against the company for tenure 2018-2023	Same as Point 6. With Addition of Fine of Rs. 7,00,000/- and Rs. 3,00,000/- under Section 15HA and Section 15HB respectively has been imposed on Mr. Manoj Ramgopal Malpani by SEBI
12.	Regulations 4(1)(a), (b), (c), (d), (e), (g), (h), (i), (j), 4(2)(e)(i), 33(1)(c), 34(3) read with Part A of schedule V and 48 of the LODR Regulations read with section 27 of the SEBI Act.	The company made Misstatements/ misrepresentation in financial (with respect to nondisclosure of RPTs in Annual Report)- (LoDR violations). The Inspection was ordered against the company for tenure 2018-2023.	Same as point 7
13.	Regulation 4(1)(g) and Regulation 30(2) read with Part A of Schedule III of the LODR Regulations.	Corporate Governance Failures (non-appointment of KMP and delay in disclosure of appointment/ resignation of Directors/ KMPs). The Inspection was ordered against the company for tenure 2018-2023. Even though the company has ratified the said transactions yet it will not absolve the company from the violation of applicable provisions of SEBI Act.	Same as point 7
14.	Regulations 4(2)(f)(i)(2), 4(2)(f)(ii)(2), (6), (7&8), 4(2)(f)(iii)(1)(3), (6)&(12) of the LODR Regulations, 2015.	Board of Directors of the company responsible for misstatement/ misrepresentation of financials. The Inspection was ordered against the company for tenure 2018-2023.	Mr. Prabhakar Naig are hereby restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly or being associated with the securities market in any manner, whatsoever, for a period of one year, from the date of interim order cum SCN i.e.; October 21, 2024. Mr. Pandoo Naig and Mr. Prabhakar Naig Are restrained from being associated with the securities market, in any manner whatsoever,

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
			including as director or Key Managerial Personnel in any listed Company except OCAL, or an intermediary registered with SEBI or a public company which intends to raise money from public in the securities market for a period of one year, from the date of interim order cum SCN i.e . October 21, 2024.
15.	Regulations 17(8) read with Part B of Schedule II of the LODR Regulations.	Responsibility for issuance of CEO-CFO compliance certificate for financials which were misstated/ misrepresented. The Inspection was ordered against the company for tenure 2018-2023	Same as point 14
16.	Regulation 18(3) read with clauses A (1),(4) under Part C of schedule II of the LODR Regulations	Failure of Audit Committee to exercise oversight of financial reporting process. The Inspection was ordered against the company for tenure 2018-2023.	Mr. Pandoo Naig is hereby restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of one year, from the date of interim order cum SCN i.e. October 21, 2024. Mr. Pandoo is restrained from being associated with the securities market, in any manner whatsoever, including as director or Key Managerial Personnel in any listed company, except OCAL, or an intermediary registered with SEBI or a public

Sr. No.	Compliance Requirement (Regulation/Circulars/guidelines including specific clause)	Details of Violations	Fine Amount
			company which intends to raise money from public in the securities market, for a period of one year, from the date of interim order cum SCN i.e., October 21, 2024

Following are the details for the penalties imposed by NSE for subsidiaries as follows during the last three FYs:

Penalties relating to inspections submissions –

For FY 2023-24

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	15-Jun-2023	Fines for internal audit report	26250/-
2.	17-Jul-2023	Levy of non-uploading charges of ctcl details in enit	100/-
3.	17-Jul-2023	RBS Penalty	2500/-
4.	17-Jul-2023	Fines for internal audit report	45,000/-
5.	16-Aug-2023	Levy of non uploading charges of ctcl details in enit	1800/-
6.	16-Aug-2023	Non/late submission charges for cyber security audit report	7500/-
7.	15-Sep-2023	Levy of non uploading charges of ctcl details in enit	1900/-
8.	15-Sep-2023	Non-compliances observed in internal audit report	222500/-
9.	16-Oct-2023	Levy of non uploading charges of ctcl details in enit	1900/-
10.	16-Oct-2023	Non-compliances observed in internal audit report	225900/-
11.	15-Nov-2023	Levy of non uploading charges of ctcl details in enit	900/-
12.	15-Nov-2023	Late/Non submission of ATR of Cyber Security Audit Report Department for all the penalty code will be Inspection	12500/-
13.	15-Nov-2023	Operation of terminals without valid certification in derivative segment.	5000/-
14.	15-Nov-2023	Late/Non submission quarterly Cyber Incident Report	2500/-
15.	16-Dec-2023	Levy of non uploading charges of ctcl details in enit	5500/-
16.	18-Dec-2023	Penalty levied for delay in submission of FATF declaration	10000/-
17.	15-Jan-2024	Levy of non uploading charges of ctcl details in enit	5300/-
18.	15-Jan-2024	Operation of terminals without valid certification in derivative segment	10000/-
19.	16-Feb-2025	Levy of non uploading charges of ctcl details in enit	7500/-
20.	18-Mar-2025	Levy of non uploading charges of ctcl details in enit	6300/-
21.	18-Mar-2025	Delay/Non reporting of Demat Accounts	5000/-
22.	18-Mar-2025	Operation of terminals without valid certification in derivative segment	10,000/-
23.	16-Apr-2024	Non-compliances observed in internal audit report	110000/-
24.	16-Apr-2024	Levy of non uploading charges of ctcl details in enit	5500/-

For FY 2024-25

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	17-May-2024	Levy of non uploading charges of ctcl details in enit	5200/-
2.	18-Jun-2024	Levy of non uploading charges of ctcl details in enit	3400/-
3.	16-Jul-2024	Levy of non uploading charges of ctcl details in enit	5400/-
4.	16-Aug-2024	Levy of non uploading charges of ctcl details in enit	5900/-

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
5.	18-Sep-2024	Levy of non uploading charges of ctcl details in enit	6700/-
6.	16-Oct-2024	Levy of non uploading charges of ctcl details in enit	21400/-
7.	18-Nov-2024	Levy of non uploading charges of ctcl details in enit	22200/-
8.	16-Dec-2024	Levy of non uploading charges of ctcl details in enit	18,300/-
9.	16-Jan-2025	Levy of non uploading charges of ctcl details in enit	17,800/-
10.	17-Feb-2025	Levy of non uploading charges of ctcl details in enit	11100/-
11.	18-Mar-2025	Levy of non uploading charges of ctcl details in enit	10,300/-

For FY 2025-26

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	19-May-2025	Null	1500/-
2.	19-May-2025	Levy of non uploading charges of ctcl details in enit	7900/-
3.	18-June-2025	Levy of non uploading charges of ctcl details in enit	10,100/-
4.	17-Jul-2025	Levy of non uploading charges of ctcl details in enit	7000/-
5.	29-Aug-2025	Levy of non uploading charges of ctcl details in enit	500/-
6.	16-Sep-2025	Levy of non uploading charges of ctcl details in enit	400/-

Penalties relating to enforcement actions -

For FY 2023-24

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	12-July-2023	Penalties levied as per MCSGFC directives.	2,87,900/-
2.	14-July-2023	Penalties levied as per MCSGFC directives.	25,000/-
3.	21-July-2023	Penalties levied as per MCSGFC directives.	25,000/-
4.	14-Aug-2023	Penalties levied as per MCSGFC directives.	25,000/-
5.	14-Aug-2023	Penalties levied as per MCSGFC directives.	25,000/-
6.	05-Sep-2023	Penalties levied as per MCSGFC directives.	25,000/-
7.	08-Nov-2023	Penalties levied as per MCSGFC directives.	25,000/-
8.	23-Nov-2023	Penalties levied as per MCSGFC directives.	3,10,900/-
9.	13-Dec-2023	Penalties levied as per MCSGFC directives.	25,000/-
10.	18-Mar-2024	Penalties levied as per MCSGFC directives.	28,200/-

For FY 2024-25

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	03-June-2024	Penalties levied as per MCSGFC directives.	1,08,500/-
2.	06-July-2024	Penalties levied as per MCSGFC directives.	20,000/-
3.	24-July-2024	Penalties levied as per MCSGFC directives.	25,000/-
4.	01-March-2025	Penalties levied as per MCSGFC directives.	5,000/-

For FY 2025-26

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	15-July-2025	Penalties levied as per MCSGFC directives.	15,00,000/-
2.	21-July-2025	Penalties levied as per MCSGFC directives.	1,10,000/-
3.	29-Aug-2025	Penalties levied as per MCSGFC directives.	5,000/-

Penalties relating to membership compliance submissions –

For FY 2023-24

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	15-Nov-2023	Advertisement	75,000/-

Penalties relating to Surveillance & Investigations –

For FY 2023-24

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	21-July-2023	Surveillance Quarter Report	20,000/-

Penalties relating to Investor Complaints -

For FY 2024-25

Sr. No.	Date of Penalty	Description of Penal Action	Amount (₹)
1.	18-June-2024	Unauthorised Trade	116997.29/-

Our Equity Shares have not been suspended from trading as a disciplinary measure during the three years immediately preceding the date of filing of this Draft Letter of Offer.

No show cause notices have been issued by the SEBI or an Adjudicating Officer in a proceeding for imposition of penalty and/or no prosecution proceedings have been initiated by SEBI, against our Company, our Promoter or Whole-time Directors in the last three FYs.

ONELIFE CAPITAL ADVISORS LIMITED LITIGATION

SR No	Name of Parties	Summary	Stage	Amount Involved
CRIMINAL PROCEEDING BY THE COMPANY				
1.	Complaint no.7872 of 2019 Onelife Capital Advisors Ltd., through Rishikesh Sonawane Vs Snehalkumar Nadkarni, Prop. of Sai Prasad Realtors	Company had paid the accused Rs.10,00,000/- Ten lakhs by cheque as an advance for six flats in the "Sai Vishwa Project" in Chembur, Mumbai. Accused has issued six allotment letters stating that in case of unforeseen circumstances, the developer would refund the money with 18% interest. Since the project showed no progress, accused voluntarily for refunding the principal amount issued postdated cheques towards legally enforceable liability and as cheque got bounced, Onelife Capital Advisors Ltd (Complainant) filed a complaint before the Judicial Magistrate First Class Court, Thane against Snehalkumar Nadkarni & Sai Prasad Realtors (Accused's) under section 138 r/w 141 & 142 of the Negotiable Instruments Act, 1881 as cheque bearing no. 269773 amounting to Rs.2,50,000/- was dishonoured with the remark "FUND INSUFFICIENT". The dishonour memo for the said bounced cheque was received by the Complainant on or above on	The Complaint is still pending and next date is 19 th December,2025.	Rs.2,50,000/-

SR No	Name of Parties	Summary	Stage	Amount Involved
		09th March, 2019 and hence the complaint has been filed.		
2.	Complaint no.8140 of 2019 Onelife Capital Advisors Ltd., through Rishikesh Sonawane Vs Snehalkumar Nadkarni, Prop. of Sai Prasad Realtors	Company had paid the accused Rs.10,00,000/- Ten lakhs by cheque as an advance for six flats in the "Sai Vishwa Project" in Chembur, Mumbai. Accused has issued six allotment letters stating that in case of unforeseen circumstances, the developer would refund the money with 18% interest. Since the project showed no progress, accused voluntarily for refunding the principal amount issued postdated cheques towards legally enforceable liability and as cheque got bounced__Onelife Capital Advisors Ltd (Complainant) filed a complaint before the Judicial Magistrate First Class Court, Thane against Snehalkumar Nadkarni & Sai Prasad Realtors (Accused's) under section 138 r/w 141 & 142 of the Negotiable Instruments Act, 1881 as cheque bearing no. 269772 amounting to Rs.2,50,000/- was dishonoured with the remark "ACCOUNT BLOCKED". The dishonour memo for the said bounced cheque was received by the Complainant on or above on 12th April, 2019, hence the complaint has been filed.	The Complaint is still pending and next date is 19 th December,2025.	Rs.2,50,000/-
3.	Complaint no.8340 of 2019 Onelife Capital Advisors Ltd., through Rishikesh Sonawane Vs Snehalkumar Nadkarni, Prop. of Sai Prasad Realtors	Company had paid the accused Rs.10,00,000/- Ten lakhs by cheque as an advance for six flats in the "Sai Vishwa Project" in Chembur, Mumbai. Accused has issued six allotment letters stating that in case of unforeseen circumstances, the developer would refund the money with 18% interest. Since the project showed no progress, accused voluntarily for refunding the principal amount issued postdated cheques towards legally enforceable liability and as cheque got bounced, Onelife Capital Advisors Ltd (Complainant) filed a complaint before the Judicial Magistrate First Class Court, Thane against Snehalkumar Nadkarni & Sai Prasad Realtors (Accused's) under section 138 r/w 141 & 142 of the Negotiable Instruments Act, 1881 as cheque bearing no. 269771 dated 31.12.18 amounting to	The Complaint is still pending and next date is 19 th December,2025.	Rs.2,50,000/-

SR No	Name of Parties	Summary	Stage	Amount Involved
		Rs.2,50,000/- was dishonoured with the remark "ACCOUNT BLOCKED". The dishonour memo for the said bounced cheque was received by the Complainant on or above on 27/03/2019.		
CIVIL PROCEEDING BY THE COMPANY				
4.	Onelife Capital Advisors Ltd. & Anr Vs Security and Exchange Board of India	The appellant has challenged the Show cause notice cum interim order dated 21/10/2024 and impugned final order dated 28/03/2025 passed by SEBI restraining the appellant from accessing the market till 21st October 2025 and imposing penalty of Rs.25,00,000/- each, being aggrieved by the said order the appellant has filed an appeal against the said order and upon hearing the appellant the SAT has passed order dated 2nd may 2025 directing stay on penalty subject to deposit 50% of the said penalty and the same has been complied and matter is subjudice before SAT. It is further to be informed that the debarment period has been over on 23th October 2025.	Next date is 15/01/2026	Rs.25,00,000/-

Tax Litigations –

Company	Type of Dues	F.Y.	Amt Disputed	Description	Status
Onelife Capital Advisors Ltd.	GST(Appeal)	2017-18	Amount of Tax Rs.747060/-. Interest Rs.732120/-. Penalty Rs.74706/-	Onelife Capital Advisors Limited "Appellant" has filed an appel against the Order in January 2024 in relation to excess ITC Claimed in 3B of Rs. 747060/-	Appeal filed on 31/01/2024. Appeal to Appellate Authority Under Rule 108(1) of GST Rules. The matter is pending.
Onelife Capital Advisors Ltd.	GST(Appeal)	2018-19	Amount of Tax Rs.1800000/-. Interest Rs.1479711/-. Penalty Rs.180000/-	Onelife Capital Advisors Limited "Appellant" has filed an appel against the Order in January 2024 in relation to mismatch in Outward tax in GSTR 1 compared to GSTR 9/GSTR 3B of Rs. 1800000/-	Withdrawal of Appeal Application in GST Amnesty Scheme and return is filed under GST Amnesty Scheme. Awaiting the orde.
Onelife Capital Advisors Ltd.	INCOME TAX (Appeal)	2011-12	Outstanding demand Rs. 57969583/- Interest Rs. 56741747/-	Order under Section 153C of the Income Tax 1961. Onelife Capital Advisors Limited "Appellant" filed appeal on 30-01-2019 against the order dated 30-12-2018 of Rs. 65213727/-	Appeal filed on 30/01/2019. The matter is pending before CIT(Appeal).

Onelife Capital Advisors Ltd	SERVICE TAX (Appeal)	2011-12 & 2014-15	Outstanding demand Rs.16333685/- for FY 2011-12 & Rs.857976/- for FY 2014-2015. Penalty Rs.16333685/- FY 2011-12 & Rs.85798/- FY 2014-15. Interest Rs.8625000/-	The Company has appealed on 19-05-2017 in relation to excess Cenvat Credit availed of Rs. 16333685 for FY 2011-12 & Rs. 857976 for FY 2014-2015	Appeal filed on 19/05/2017. The matter is pending.
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Company	Type of Dues	F.Y.	Amt Disputed	Description
Onelife Capital Advisors Ltd.	GST(Appeal)	2017-18	Rs.1553886/-	Onelife Capital Advisors Limited "Appellant" has filed an appel against the Order in January 2024 in relation to excess ITC Claimed in 3B of Rs.747060/-
Onelife Capital Advisors Ltd.	GST(Appeal)	2018-19	Rs.3459711/-	Onelife Capital Advisors Limited "Appellant" has filed an appel against the Order in January 2024 in relation to mismatch in Outward tax in GSTR 1 compared to GSTR 9/GSTR 3B of Rs.1800000/-
Onelife Capital Advisors Ltd.	INCOME TAX (Appeal)	2011-12	Rs. 65213727/-	Order under Section 153C of the Income Tax 1961. Onelife Capital Advisors Limited "Appellant" filed appeal on 30-01-2019 against the order dated 30-12-2018 of Rs. 65213727/-
Onelife Capital Advisors Ltd	SERVICE TAX (Appeal)	2011-12 & 2014-15	Rs.16333685/- for FY 2011-12 & Rs.857976/- for FY 2014-2015	The Company has appealed on 19-05-2017 in relation to excess Cenvat Credit availed of Rs.16333685/- for FY 2011-12 & Rs.857976/- for FY 2014-2015

SUBSIDIARY LITIGATION

- **(DEALMONEY COMMODITIES PRIVATE LIMITED)***

** Dealmoney Securities P Ltd (DSPL) was merged into DCPL vide merger order dt. July 19, 2021*

SR No	Name of Parties	Summary	Stage	Amount Involved
CRIMINAL PROCEEDING BY THE COMPANY				
1.	Dealmoney Securities Private Limited vs Rahul Vania	The company has filed complaint against the accused under section 138 of N.I. Act as cheque bearing no.114426 amounting to Rs.2,25,000/- was dishonoured with the remark "PAYMENT STOPPED BY DRAWER". The dishonor memo for the said bounced cheque was received by the Complainant on or above on 15/11/2019.	NBW issued against the accused. Next Date is 3/01/2026	Rs.2,25,000/-
2.	Dealmoney Securities Private Limited vs Prime deserve & Vikram rathod	The company has filed complaint against the accused under section 138 of N.I. Act as cheque bearing no.000032 amounting to Rs.30,00,000/- was dishonoured with the remark "PAYMENT STOPPED BY DRAWER". The dishonor memo for the said bounced cheque was received by the Complainant on or above on 01/10/2019.	Summons report pending. Next Date	Rs.30,00,000/-
3.	Dealmoney Securities Pvt.Ltd. vs State of maharashtra & Vikram Rathod & ORS	By this application, the applicant has impugned order dated 18th August 2021, passed by the learned Judicial Magistrate First Class, Thane (Court No.5), by which, the learned Magistrate directed the Investigation Officer to defreeze the bank accounts of respondent Nos.2 to 4 - accused. The accused have failed to honour the Consent Terms dated 22.02.2019 entered into between the parties. The High Court in its Order dated 24-08-2021 has stay the impugned order passed by the learned Judicial Magistrate First Class, Thane till next date.	Stay continue till next date	NA
Civil Litigation involving the company				
1.	M/s. India Fashion Pvt Ltd & M/s Dealmoney Commodities Pvt Ltd V/s Additional Executive Engineer (Flying Squad)	MSEDCL's Flying Squad inspected the premises on 24/12/2020, during the peak of the COVID-19 pandemic, and alleged a discrepancy in the tariff category, charging the usage under "commercial" instead of "industrial," despite no theft or tampering being found. A Provisional Assessment Order was issued on 27/01/2021 for Rs.2,63,69,730/-, covering the period from May 2017 to November 2020, which was in violation of Section 126(5). The notice gave the Appellant less than 7 days to file objections, and the hearing on 01/02/2021 was conducted with unauthorized signatures, leading to a decision without adjournment. The Final Assessment Order dated 22/02/2021 upheld the amount of Rs.2,63,69,730 but failed to provide a detailed explanation of the Appellant's evidence. The Appellant filed Writ Petition No. 810 of 2025, and on 03/05/2025, the Bombay High Court quashed the order, directing a re-adjudication. In response, MSEDCL scheduled a hearing for 20/05/2025, which was adjourned. On 02/06/2025, the Appellant submitted its objections, providing supporting documents	NA	Rs.2,63,69,730/- Along with interest and penalty (The rate of Interest cannot quantified yet)

SR No	Name of Parties	Summary	Stage	Amount Involved
		to demonstrate that its activities fell under the "IT/ITES" industrial category. However, despite the Appellant's evidence, the Respondent confirmed the previous assessment on 03/06/2025 without providing a detailed explanation. The Appellant is now challenging the Final Order dated 03/06/2025 before the Appellate Authority Chembur under Section 127		
2.	Dealmoney Securities Pvt Ltd V/s IRDAI	The respondent (IRDAI) has passed impugned order 22 nd February 2024, in the said order the company has been penalized with Rs.2,00,00,000/- (Rupees Two crores) being penalty under Reg. 22 (2) of Corporate Agents Regulations, 2015 Rs.1,00,00,000/- (One Crore Only) and Under Violation of Clause II, Sub- clause 3 (ii) (o) of the Schedule Code of Conduct of IRDAI (Registration of Corporate Agents) Regulations, 2015 imposing penalty of Rs.1,00,00,000/- (One Crore Only) and Further, considering the serious lapses and lack of corporate governance practices and to protect the interest of general public, the Authority, in exercise of the powers vested in it as per the provisions of the sub clause (3) of clause II of Schedule V of the Corporate Agents Regulations 2015 prohibits M/s Dealmoney Securities Private Limited from the insurance market, from applying for registration as 'insurance intermediary' and from soliciting insurance under the Group Insurance Guidelines of the Authority, directly or indirectly, in whatsoever manner, for a period of three years being aggrieved by the said order the company has challenged the said order in security appellate tribunal and it is sub-judice before the said Tribunal.	11/02/2026	Rs.2,00,00,000/-
Arbitration matter				
1.	PAVNA VISHWANATH VS DESIMONEY SECURITIES PVT. LTD.	The Petitioner has filed an application under section-34 of Arbitration and Conciliation Act,1996 being ARB.NO-5400 of 2019 dated 05.08.2017 challenging the impugned award dated 11.04.2017, The complainant has alleged fraudulently transferring of shares and unauthorized trades during the period of 18.12.2012 and on 27.12.2012. The petitioner had raised the complaint at IGRP which was pleased to reject the matter on 10th November 2015. Further the petitioner preferred an appeal against the IGRP order which was also rejected vide order dated 10.10.2016. The petitioner thereafter preferred an appeal at the Hon'ble Appellate Arbitration Panel which also rejected the claim vide order dated 08.05.2017.	8/01/2026	Rs.1,43,83,951/-
2.	DEALMONEY COMMODITIES PVT.LTD. VS	The Company has filed the Petition under section 34 of Arbitration & Conciliation Act No. CARBP(L)/1700/2025 challenging the	12/12/2025	Rs.25,49,581.35/- Along with 18% interest

SR No	Name of Parties	Summary	Stage	Amount Involved
	PRADNYA SAWANT	Order Dated 9 th October,2024 admitting the claim of claimant Rs.25,49,581.35/- passed by the Arbitral Tribunal along with the Interim Application No. WITH INTERIM IAL/1904/2025 seeking a stay on the Order Dated 9 th October,2024 passed by the Arbitral Tribunal.		
3.	DEALMONEY COMMODITIES PVT.LTD. VS VIJAY VITHAL SAWANT	The Company has filed the Petition under section 34 of Arbitration & Conciliation Act No. CARBP(L)/1665/2025 challenging the Order Dated 9 th October,2024 admitting the claim of claimant Rs.40,97,732.05/- passed by the Arbitral Tribunal along with the Interim Application No. WITH INTERIM IAL/1785/2025 seeking a stay on the Order Dated 9 th October,2024 passed by the Arbitral Tribunal before the Bombay High Court.	12/12/2025	Rs.40,97,732.05/- Along with 18% interest
4.	Dealmoney Commodities Pvt. Ltd. VS Abhishek Sethi	The Company has filed the Petition under section 34 of Arbitration & Conciliation Act along with the Condonation of delay for 9 days and the stay application for the Award Dated 04.10.2024 passed by Arbitral Tribunal allowing the claim of the respondent for Rs.70,00,000/-.	05/01/2026	Rs.70,00,000/- Along with interest (The rate of interest cannot be quantified yet)
5	Dealmoney Commodities Pvt. Ltd. VS Aditi Sanghavi	The Company has filed the Petition under section 34 of Arbitration & Conciliation Act along with the Condonation of delay and the stay application against Impugned Award Dated 12/04/2025 passed by Arbitral Tribunal in which the claimant's claim is upheld for following amount: 1)Brokerage claim from 1.02.2023 to 31.3.2024 Rs.4,36,102.94. 2) Security deposit Rs. 25,000/- 3)Interest on the above amounts at 9% from 1.2.2023 to date of the award. 4) Arbitration fees and costs Rs.50.000.	20/12/2025	Rs.5,11,102/-. Along with 9% interest
6	Urmila Shashtri Vs Dealmoney Securities Pvt Ltd	The petitioner challenges the Appellate Arbitral Award dated 21st August 2019 passed under the Bye-laws, Rules, and Regulations of NSEIL, which partly disallowed the petitioner's claim of Rs.5,34,367.40 out of the total claim of Rs.8,45,007.40. The dispute arises from unauthorized and illegal trading carried out by the respondent/trading member in the petitioner's account without her consent. therefore, the petitioner challenged the award and has filed the arbitration petition against the company under section 34.	01/12/2025	Rs.8,45,007.40/-
District Court Matter (Thane)				
1	Manju O. Sauda Versus Deal Money Securities Pvt. Ltd	The plaintiff has filed summary suit against the company for outstanding salary of Rs.1,95,000/- and salary of suspension period Rs.13,65,000/- total amounting to Rs.15,60,000/- as being ex- employee of the company.	08/12/2025	Rs.15,60,000/- along with 24% interest

Compa ny	type of Dues	F.Y.	Amt Disputed	Description	Status
DSPL	GST	2017-18	44,15,868	Trans 1 credit not given	Appeal filed on 29/08/2024, pending for hearing
DSPL	GST	2018-19	1,28,63,468	1) Diff in 3B and GSTR1, 2) Excess Availment of ITC, 3) Diff between 2A and 3B	Appeal filed on 29/08/2024, pending for hearing
DCPL	GST	2018-19	12,60,662	excess ITC of Rs. 6,14,598/- is availed by you in your GSTR-3B/ GSTR-09 along with applicable interest.	appeal was FILED & hearing notice received on 30.09.2024, pending for next hearing
DCPL	GST	2019-20	56,91,283	Excess ITC claimed in GSTR 3B/9 which is not confirmed in GSTR 2A or 8A of GSTR 9:- b)ITC claims after the last date of availment of ITC as per section 16(4)-GST R-3B	appeal was FILED & hearing notice received on 30.09.2024, pending for next hearing
DCPL	INCOM E TAX	2014-15 & 2015-16	1,06,42,682	Assessment Proceeding Under Section 147 of Income Tax Act 1961 (FY 2014-15) and Assessment Proceeding Under Section 143(3) r.w.s 147 of Income Tax Act 1961 (FY 2015-16)	APPEAL FILED ON 06.12.2024 WITH CONDONATION OF DELAY - AGAINST BOTH TAX ORDER AND PENALY ORDER BOTH FY 2014-15 AND 2015-16 - ON 30.12.2024 HEARING NOTICE RECEIVED - (Tax Appeal) 16.01.2025 EACH, 1.4.2025 EACH Penalty Appeal (20.11.2025 for FY 2014-15) pending for Disposal of Appeal.
DCPL	INCOM E TAX	2018-19	NA	Income chargeable to tax has escaped assessment within the meaning of section 147 of the Act. Order under sub-section (3) of section 148A of the Act has been passed	Escaped assessment pending
DSPL	TDS	2019-20	1,18,99,117	A Survey U/s 133A(2A) of Income Tax Act 1961 was conducted and Order Passed.	reply submitted on 24.02.2025 - PENDING FOR APPEAL HEARING
DSPL	TDS	2019-20	49,73,224	Penalty Proceeding in case A Survey U/s 133A(2A) of Income Tax Act 1961 was conducted and Penalty Order Passed.	PENALTY PROCEEDING - REPLY SUBMITTED ORIGINAL APEAL PENDING FOR HEARING
DSPL	INCOM E TAX	2022-23	4,73,000	Notice u/s 285BA(5) was issued on 06-12-2023 for non-filing of form 61B for Calendar Year 2022	271FA- ANNUAL RETURN COMPLIANCE PENALTY ORDER PASSED. APPEAL WILL BE PREFER
DSPL	INCOM E TAX	2015-16 TO 2021-22	NA	Assessment Proceeding Under Section 147 of Income Tax Act 1961	All the data asked by ITO has been provided in Pendrive on 4th of Dec, 2024, PENDING FOR ORDER
DSPL	INCOM E TAX	2023-24	56,34,210	Intimation of demand in filing income tax return. Form 10-IC not filed therefore income tax calculated as per old scheme with MAT applicabilty	Ongoing Proceedings

Tax Litigation –

- **(Evelid Infrastructure Private Limited)**
Tax Litigations-

Company	Type of Dues	F.Y.	Amt Disputed	Description
Eyelid Infrastructure Pvt Ltd.	INCOME TAX (Appeal)	2010-11	Rs.24623436/-	Unexplained Cash Credit Under Section 68 and 69A of Income Tax Act 1961.

• **Dealmoney Insurance Broking Private Limited :-**

Civil Litigation Against Company				
1	Dealmoney Insurance Broking Private Limited Vs. The Insurance Regulatory and Development Authority of India	The Insurance Regulatory and Development Authority of India (IRDAI) issued an order on 23/02/2024 rejecting the application for registration as an insurance broker filed by Dealmoney Insurance Broking Pvt. Ltd. The company has since challenged the order, seeking to have it set aside. This matter is currently subjudice	11/02/2026	NA

GROUP COMPANY LITIGATION

• **FAMILY CARE HOSPITALS LIMITED LITIGATION BY AND AGAINST**

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
1	Family Care Hospitals Limited Vs Securities And Board Exchange Of India	SEBI has passed impugned order dated 3 rd June 2025 and imposed penalty on company Section 15A(b) of the SEBI Act Section 15HA of the SEBI Act Section 15HB of the SEBI Act amounting to Rs. 9,00,000/- (Nine Lakhs) and the same has been paid by company under protest and being aggrieved by the said order company has challenged the order by filing appeal before Securities Appellate Tribunal and the same is still subjudice.	Delay condoned and the next date is 22/01/2026.	Rs.9,00,000/-
2.	Hemant Shantaram Pikale Vs Scandent Imaging (LE & C SUIT No. 58)	The Family care hospital was formerly known as scandent imaging limited and Mr. Hemant Pikale& Mrs. Sangeeta Pikale executed 3 agreements viz. <ul style="list-style-type: none"> Asset Purchase Agreement for purchase of all the movable proprieties i.e., tangible assets of and style of Pikale Hospital'; business of running and operating the multi-specialty hospital by the accused under the name	The next date is 22/12/2025	Rs.3,67,73,382/- Along with interest (The rate of Interest is cannot quantified yet)

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
		<ul style="list-style-type: none"> • Leave & License Agreement to let out a property consisting of basement + ground + 2 floors at Uma Mahesh building, 3rdfloor, MMC, 02 Cross Road, Mahim, Mumbai being an area admeasuring approx. 8458 sq. ft on lease for the period of 5 years • Memorandum of Understanding for extending the tenure of the lease for further 4 years on 14"December, 2017. <p>Both the parties agreed to the terms of all the 3 agreements of substantial consideration to be paid to the petitioner by the respondent & the sum of Rs. 1.1 crores were paid to the petitioner (being Rs. 51,00,000 under the asset purchase & being Rs. 60,00,000 as Security Deposit). The comapny started operations in the said premises from the month of February 2018& was duly performing its part of the agreement, when it realized that the petitioner had continued their medical practices from 3rdfloor of the property mentioned above which was specifically excluded from the agreement as the petitioner wanted to use it for their residential purpose which led to violation of the terms of agreement & will lead to claiming of monetary compensation from the petitioner. Also, the petitioner disrupted the smooth functioning of business activities of the Company due to which the company had to face inconvenience and for the same various complaints were filed with Mahim</p>		

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
		<p>The dispute arose between the parties in respect of the Suit Premises and Mr. Hemant Shantaram Pikale filed the suit for eviction of license with several prayers for recovery of the possession, arrears of license fee and compensation before the Small Causes Court.</p> <p>In LE & C Suit No. 58 of 2019 below Exhibit-12 dated 3.5.2021. The court has interalia granted following temporary injunction:</p> <p>* The defendant is directed deposit arrears of the license fee under order 15 (a) of the Code of Civil Procedure, 1908 from the 01.02.2019 to 31.01.2020, at the rate of Rs.10,50,000/- p.m. plus 18% GST, further from 01.02.2020 to 31.01.2021 at the rate of Rs.11,02,500/- p.m. plus 18% GST, further from 01.02.2021 at the rate of Rs.11,57,625/- p.m. plus 18% GST till today and continue to deposit the same along with escalation thereon at 5% annually during pendency of the suit, the amount of compensation shall be deposited in court on or before 10 days of each succeeding month.</p> <p>* The defendant is directed to clear all arrears of license fee and compensation amount by depositing in court within period of six weeks i.e., till 21% June, 2021. The plaintiff has filed the suit in small causes court against company for eviction of license with recovery of possession and arrears of license fee and compensation. The Hon`ble Court has directed the defendant to clear all arrears of license fee and compensation amount by depositing in court. The company has challenged the order dated 3rd May 2021 by filing writ petition in Bombay High Court and the Bombay High court has disposed off the petition vide</p>		

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
		order dated 30 th July 2024 by directing the company to deposit the said amount by 30 th September 2024 or the respondent would be at liberty to revive the execution proceedings. The company had again filed SLP in Supreme court of India challenging the order dated 30 th July 2024 passed by Bombay High Court and the Hon'ble Apex court has dismissed the said SLP vide its order dated 18/10/2024. The matter is still subjudice in the court.		
3.	Hemant Shantaram Pikale Vs Scandent Imaging (Execution Application)	The plaintiff has filed for execution of the order passed in LE & C Suit No. 58 of 2019 Exhibit-12 dated 3 rd May, 2021. The court has granted temporary injunction. The defendants are directed to maintain status quo with further directions, Not to take steps for alienating the assets and property owned by the defendant's company, said order is continue till next date and being continued from date to last date. The matter is still subjudice in the court.	The next date is 22/12/2025	Rs.3,67,73,382/- Along with interest (The rate of Interest is cannot quantified yet)
4.	Dr.Hemant Shantaram Pikale and Anr V/s. Scandent Imaging Limited and Ors	Hemant Shantaram Pikale issued notice under rule 5 of the Insolvency and Bankruptcy (Application to Adjudication Authority) Rule, 2016 vide dated May 18, 2022 demanding to claim a sum of Rs.10,50,000 plus 18% GST per month with an escalation of 5% of license fees to increase every year+5%GST and 50% of any excess of property tax above Rs 50,000 per month @5% p.a. during pendency of the suit the same towards the License fees/compensation in respect of the suit premises as appearing under the heading 2 (a) (il) of this chapter. The total amount to be claimed Rs. 4,82,03,382/- Family Care Hospital Limited" (formerly known as	The next date is 5 th January 2026.	NA

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
		<p>"Scandent Imaging Limited" has also replied vide dated 31 May, 2022.</p> <p>The present petition is filed by the Petitioners to take an urgent direction towards the Respondent to restraint it from passing a resolution to enter into transactions with related parties up to Rs. 100 crores for the FY 2022-2023 in the AGM scheduled on July 28th, 2022. Respondent is attempting to raise funds by the way of right issue which will lead to Respondent No. 3 having the sole authority over the company. The said resolution is being attempted to be passed without any clarification. The affairs of the company are conducted in a dubious manner & can lead to losses in coming future covering interalia with following prayers:</p> <p>i. To pass an order restraining the company from passing the resolution "to approve the related party transactions" in the notice of 06th July, 2022. If passed AGM to be held on 28th July, 2022, if pending - withdraw.</p> <p>ii. To pass an order restraining the that respondent no 2-4 won't pass any benefits or shareholding to the third party.</p> <p>iii. To alter share capital or shareholding pattern.</p> <p>iv. To disclose: Inflow and outflow from FY 2017-2018 till date with supporting documents, Bank statements, Details of investments, Details of related party transactions, Assets purchased, to investigate and submit report, statutory reports, Cost of incidentals to present the petition to the petitioners. The matter is still pending for admission before Hon'ble National Company Law Tribunal.</p>		
6.	Hemant Pikale Vs. Family Care Hospitals Limited	The petitioner has filed writ petition before Bombay High Court against the company against order dated 26 th Nov	The next date is 16/01/2026	NA

Sr. No	Name of Parties	Summary	Next Date	Amount Involved
		2024 dismissing the revision application filed by the petitioner in small causes court Mumbai in EXHIBIT 119 in LE & C SUIT No. 58 being application for striking out defenses of defendant filed by petitioner. The same is sub-judice before High Court Bombay.		

Litigation against Promoter of FCHL

TAX LITIGATION OF FAMILY CARE HOSPITALS LIMITED

Company	Type of Dues	F.Y.	Amt Disputed	Description	Status
Family Care Hospitals Ltd.	GST(Appeal)	2018-19	Amount of Tax Rs.4137982/-. Interest Rs.3103488/-. Penalty Rs.413798/-	Family Care Hospitals Ltd. "Appellant" has filed an appeal against the Order of Rs. 4137982 in January 2024 relation to excess Outward tax in GSTR 1 compared to GSTR 9/GSTR 3B and interest on delayed payment.	Appeal filed on 31/01/2024. The matter is pending.
Family Care Hospitals Ltd.	Income Tax	2020-21	Outstanding demand Rs.9834280/- for AY 2021-22.	Intimation received under 143(1) for demand of Rs. 98,34,280 for assessment year 2021-22	Rectification under the process
Family Care Hospitals Ltd.	Income Tax	2021-22	Outstanding demand Rs.6396870/- for AY 2022-2023.	Intimation received under 143(1) for demand of Rs. 63,96,870 for assessment year 2022-23	Rectification under the process

Sr. No	Particular	Brief of the case	Next Date	Amount involved
1.	Mahim Police Station versus DR SAUMYA GAUTAM DESHPANDE (824/2020)	The complaint has filed on the ground that the signature of complainant has been forged and submitted the same to Municipal Corporation through online process and Registration certificate has been obtained under Shop and Establishment Act by the Accused for her own benefit and same has been recorded in C.R. No. 406/2019 under Sections 465, 468, 471 of IPC was filed. The charge sheet has been filed. The accused has been discharged by the Hon'ble Metropolitan magistrate bandra Court and the state has challenged	15/01/2026	NA

Sr. No	Particular	Brief of the case	Next Date	Amount involved
		the said discharge application in additional session court and the Additional session judge has set aside the said order filed by the applicant. The applicant again challenged the said order in Bombay High Court by filing criminal application under section 482 of CRPC. The matter is still subjudice in the court.		
2.	Mahim Police Station versus DR SAUMYA GAUTAM DESHPANDE (2010/2019)	An FIR was filed with Mahim Police Station on 28/01/2019 by Mr. Hemant Pikale & Mrs. Sangeeta Pikale (Complainant) under section 339, 340, 341 342 read with section 120 & 34 with an allegation of Forceful closure of grill of the only staircase entrance of the building by female bouncer under the lame excuses that the lift was not working of Family Care Hospital unit of Scandent Imaging Ltd under the supervision of Dr. Ashok Rathod & Ms. Pooja Mahadik under direct instructions from Dr. Sowmya Deshpande, Chargesheet has been filed in the said matter and The discharge application has been filed by the accused and same is pending in the Metropolitan Magistrate Bandra Court.	15/01/2026	NA
3.	Mahim Police Station versus Amit Jaywant Pai & Saumya Deshpande (724/2019)	FIR No.508/2018 dated 24/12/2018 was filed against Amit Jaywant Pai and Sowmya Deshpande under section 354, 506, 34. Since one Ms. Sangeeta Pikale was stuck in lift, Fire Brigade had to break open the lock on Meter Room and back Gate on 27th November 2018. On the next day Adv.Amit Pai along with Dr.Sowmya Deshpande had come to lock the same. Mrs. Yashika Koli being the Manager of Pikale Hospital illegally operating from 3rd	15/01/2026	NA

Sr. No	Particular	Brief of the case	Next Date	Amount involved
		<p>Floor obstructed them from locking the door. It is alleged they have assaulted with an intention to outrage her modesty by Adv. Amit Pai with instruction of Dr. Sowmya Deshpande</p> <p>The Anticipatory Bail is granted in Anticipatory Bail Application No.214 of 2019 on 4th February 2022 by Hon'ble Court of Sessions for Greater Bombay At Mumbai for Surety of Rs.15,000/-on the basis of the following findings:-</p> <p>Heard Ld. Advocate Mr. Amit Pai for applicant and Ld. APP Ms. Kanojia for state.</p> <p>In the said CCTV footage, the present applicant is seen. She is not seen while doing any act or quarrel with anybody on the spot. In the CCTV footage it is not seen that the present applicant instigated her advocate to commit any offence. Considering the said fact she released on pre-arrest bail.</p>		
4.	Mahim Police Station versus Priyesh Dilip Jaiswal & Saumya Deshpande (210/2021)	<p>FIR No.436/2018 was filed against Priyesh Dilip Jaiswal & Saumya Deshpande under section 354,341,323,506 and 34 of INDIAN PENAL CODE. It is alleged they have assaulted with an intention to outrage modesty of Dr. Sangeeta Pikale by Priyesh Dilip Jaiswal Bouncer of Dr. Sowmya Deshpande with instruction of Dr. Sowmya Deshpande. The charge sheet has been filed in the court and the accused has filed discharge application in the court and the same is still subjudice before the court.</p>	15/01/2026	NA

CAUTION

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company accepts no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

DISCLAIMER IN RESPECT OF JURISDICTION

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purposes of this Issue is BSE Limited.

DISCLAIMER CLAUSE OF BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchanges.

“[●]”

DISCLAIMER CLAUSE OF NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The disclaimer clause as intimated by NSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchanges.

“[●]”

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD IN “OFFSHORE TRANSACTIONS” AS DEFINED IN, AND IN RELIANCE ON, REGULATIONS UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS DRAFT LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer or where any action would be required to be taken to permit the Issue.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Draft Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who purchases or sells Rights Entitlements or makes an application for Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for

the Rights Equity Shares or the purchase or sale of Rights Entitlements, it will not be, in the United States and is authorized to purchase or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

FILING

This Draft Letter of Offer has been filed with the Stock Exchanges for their approval. Once the in-principle approval from Stock Exchanges are received, the Letter of Offer shall be filed with the Stock Exchanges and with the SEBI for information and dissemination at its head office situated at:

SEBI Bhavan Plot No. C4- A, “G” Block Bandra Kurla Complex, Bandra (East), Mumbai 400 051

GRIEVANCE REDRESSAL MECHANISM

The Company has an established mechanism for investor services and grievance handling, with RTA and the Compliance Officer of the Company for this purpose, being important functional nodes.

Some of the key steps undertaken by the Company for handling Investor Grievances are enumerated as follows:

- KFin Technologies Ltd (RTA) is entrusted with handling all share related matters.
- Investors can lodge a complaint by giving details of their name, folio no., DP ID / Client ID, nature and full particulars of their complaint directly to the company at cs@onelifecapital.in
- All the investor complaints/grievance received through SEBI by online “SEBI Complaints Redress System” (SCORES) are checked regularly and replied/resolved expeditiously.
- As required under Regulation 13 of the Listing Regulations, the Company files with the Stock Exchanges and places the statement of investor complaints at the Board meeting on a quarterly basis.

Status of outstanding investor complaints

As on the date of this Draft Letter of Offer, there are no outstanding investors complaints.

As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 15 (fifteen) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

Investor Grievances arising out of the Issue

Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue. The agreement between the Company and the Registrar to the Issue provides for a period for which records shall be retained by the Registrar to the Issue in order to enable the Registrar to the Issue to redress grievances of Investors.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB in case of ASBA process, giving full details such as Folio No. / Demat Account No., name and address, contact telephone/ cell numbers, email id of the first Applicant, number of Rights Equity Shares applied for, serial number of Application Form, amount blocked (in case of ASBA process) the name of the bank/ SCSB and the branch where the Application Form was deposited, along with a photocopy of the acknowledgement slip (in case of ASBA process)). In case of renunciation, the same details of the Renouncee should be furnished. For details on the ASBA, please refer to the chapter titled “*Terms of the Issue*” beginning on Page 84 of this Draft Letter of Offer.

Investors may contact the Compliance Officer at the below mentioned address and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post -Issue related problems such as non-receipt of allotment advice / share certificates / Demat credit / refund orders etc.

Registrar to the Issue

KFin Technologies Ltd
7th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp Guru Nanak Hospital, Off Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051
Email Id: oneliferights@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M.Murali Krishna
SEBI Registration No.: INR000000221

Company Secretary and Compliance Officer

Rohit Gupta
Plot No. A 356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West),
Maharashtra, India, 400604
Email: rohit.gupta@onelifecapital.in
Website: www.onelifecapital.in
Tel.: 022 41842345

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.kfintech.com). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties is: oneliferights@kfintech.com / einward.ris@kfintech.com .

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and directors and KMP are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make an independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, Investors proposing to apply in this Issue can apply only through ASBA or any other mode which may be notified by SEBI.

OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations, the SEBI ICDR Master Circular and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

Please note that our Company has opened a separate demat escrow account (namely, “[●]”) (“Demat Escrow Account”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund (“IEPF”) authority; or (c) where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations); or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason. Please also note that our Company has credited Rights Entitlements to the Demat Escrow Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Escrow Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Escrow Account, the Eligible Equity Shareholders are requested to provide relevant details (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two Working Days prior to the Issue Closing Date, i.e., by [●], to enable credit of their Rights Entitlements by way of transfer from the Demat Escrow Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Escrow Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Escrow Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Escrow Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along with the Rights Entitlement Letter. Upon submission of such documents /records no later than two Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, our Company will send/dispatch at least three days before the Issue Opening Date, the Entitlement Letter, Application Form and other issue material, ('Issue Materials') only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "Restrictions on Purchases and Resales" beginning on page 113. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard.

Investors can also access this Draft Letter of Offer, Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.onelifecapital.in ;
- the Registrar to the Issue at www.kfintech.com ;
- Securities and Exchange Board of India at www.sebi.gov.in; and
- the Stock Exchange at www.bseindia.com; and www.nseindia.com.

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.kfintech.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.kfintech.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company at www.onelifecapital.in. Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue Materials, including this Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Resident Eligible Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number and such other credentials for validation of the identity of the shareholder, as may be required.

The distribution of the Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this the Letter

of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this the Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

Our Company is undertaking the Issue on a rights basis to the Eligible Equity Shareholders and will send the Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided an Indian Address to our Company along with valid e-mail addresses.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" AS DEFINED IN AND IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of this Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Registrar, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including that such person is submitting and/ or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue, among others; or (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements, including in the United States; and our Company shall not be bound to issue or Allot any Rights Equity Shares in respect of any such Application Form.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI ICDR Master Circular and the ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account. Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “Grounds for Technical Rejection” on page 92. Our Company or the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper application. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Terms of the Issue- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 89 of this Draft Letter of Offer.

• ***Options available to the Eligible Equity Shareholders***

The rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to in the Issue.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- Apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- renounce its Rights Entitlements in full.

• ***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, please refer to Paragraph titled “*Procedure for Application through the ASBA process*” beginning on page 104 of this Draft Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number

CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's for Investors applying through ASBA

- a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB
- e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i) Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated Feb 13, 2020, read with press release dated June 25, 2021, September 17, 2021, March 30, 2022, and March 28, 2023.

Don'ts for Investors applying through ASBA

- a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b) Do not apply if you have not provided an Indian address.
- c) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- d) Do not send your physical Application to the company the Registrar, the Banker to the Issue (assuming that such Banker to the Issue are not SCSB's), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- e) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- f) Do not submit Application Form using third party ASBA account.
- g) Avoiding applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.
- h) Do not submit Multiple Application Forms.

• Application by Specific Investor(s), if any and applicable

In case of renunciation of Rights Entitlement to Specific Investor(s) by our Promoters or members of our Promoter Group

Our Promoters or members of our Promoter Group may renounce any portion of their Rights Entitlement to one or more Specific Investor(s) subject to disclosure of the same in terms of the SEBI ICDR Regulations. The name of the Specific Investor(s) (i.e., the Renouncee), the name of our Promoters or members of our Promoter Group (i.e. renouncer) and the number of Rights Entitlements renounced in favour of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.

In case of such renunciation of Rights Entitlement by our Promoters or members of our Promoter Group to any Specific Investor, all rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Specific Investor(s) (i.e., the Renouncee) as well.

Time limit for renouncing of Rights Entitlement by promoter and members of promoter and credit of Rights Entitlement to specific investor should be specified such that specific investor is able to apply before 11:00 am on Issue Opening Date. On-market Rights Entitlement renunciation may not be possible in such case considering T+2 rolling settlement.

The Application by such Specific Investor(s) shall be made on the Issue Opening Date before 11:00 a.m. (Indian Standard Time) and no withdrawal of such Application by the Specific Investor(s) shall be permitted. Our Company undertakes to disclose to the Stock Exchange(s) whether such Specific Investor(s) have made the Application or not, for dissemination on the Issue Opening Date by 11:30 a.m. (Indian Standard Time).

In case of allotment of any undersubscribed portion of the Rights Issue to Specific Investor.

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one of more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar.

• Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of nonreceipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar and the Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- 1) Name of our Company, being Onelife Capital Advisors Limited;
- 2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- 3) Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- 4) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- 5) Number of Equity Shares held as on Record Date;
- 6) Allotment option – only dematerialised form;
- 7) Number of Rights Equity Shares entitled to;
- 8) Number of Rights Equity Shares applied for within the Rights Entitlements;
- 9) Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- 10) Total number of Rights Equity Shares applied for;
- 11) Total amount paid at the rate of ₹ [●] per Rights Equity Share;
- 12) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- 13) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 14) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- 16) All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 113, and shall include the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/ We hereby make representations, warranties and agreements set forth herein.

I/We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties and agreements set forth therein."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.kfintech.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

• Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see **"Terms of the Issue – Credit of Rights Entitlement in dematerialized account of Eligible Equity Shareholders"** on page 93.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
3. The remaining procedure for Application shall be same as set out in ***“Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”*** beginning on page 89.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the applicable Regulations and in the manner as set out in ***“Basis of Allotment”*** beginning on page 104.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares.

Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their rights entitlement; (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights entitlement, to specific investor(s). Please refer section titled “Summary of Letter of Offer” on page 14.

Allotment of the under-subscribed portion of the Issue

Our Company does not intend to allot the under-subscribed portion of the Rights Equity Shares in this Issue to any Specific Investor(s). For details regarding Underwriting, please see “General Information - Underwriting” on page 39.

Additional general instructions for Investors in relation to making of an Application

- a) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section ***“Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”*** on page 89.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“Demographic Details”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository.

Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.
- t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

- (c) Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (q) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- (r) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (s) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see ***“Procedure for Applications by Mutual Funds”*** on page 102.

In cases where Multiple Application Forms are submitted, including cases where (a) an Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in ***“Capital Structure - Intention and extent of participation by our Promoter”*** mentioned above.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.kfintech.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.onelifecapital.in).

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. www.kfintech.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION & TRADING OF THE RIGHTS ENTITLEMENTS

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “On Market Renunciation”); or (b) through an off-market transfer (the “Off Market Renunciation”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Issue Equity Shares.

₹ [●] per Issue Share (including premium of ₹ [●] per Issue Share) shall be payable on Application.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a. On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on ‘T+2 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

b. Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository

participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

BASIS FOR THIS ISSUE

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in the dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date i.e. [●].

Terms of Payment

Full amount of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) shall be payable on Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank pari-passu with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received In-Principle approval from the BSE and the NSE through letters bearing reference number [●] dated [●] and reference number [●] dated [●] respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip code: 533632) and on NSE (Scrip code: ONELIFECAP) under the ISIN: INE912L01015. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter, see “***Summary of Letter of Offer- Intention and extent of participation by our Promoter***” on page 14.

Rights of Holders of Equity Shares of our Company

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to receive surplus on liquidation;
- c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d. The right to free transferability of Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in the Letter of Offer; and
- f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment of Rights Equity Shares shall be in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants (“DPs”) of the Eligible Equity Shareholders (Investors) would prevail. Any Eligible Equity Shareholders (Investor) holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its respective Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares will be traded in dematerialised form only and therefore the marketable lot is one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant this Issue. However, the Investors should note that pursuant to the provisions of the SEBI LODR Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. However, the Letter of offer, Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue and stock exchanges. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Thane, where our Registered Office is situated).

The Letter of Offer, and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Rights Equity Shares to non-resident Equity Shareholders including additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at email oneliferights@kfintech.com or physically/postal means at the address of the Registrar mentioned on the cover page of this Draft Letter of Offer. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Rights Entitlement Letter and Application Form shall be sent to the email address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at the office of the registrar to the issue at 23, R N Mukherjee Road, 5th Floor, Kolkata, West Bengal, 700001 or e-mail at [\[1\]](#).

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 104.

ISSUE SCHEDULE:

Last date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation*	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

Note: Our Board/Securities Issue Committee may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date*

***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date. Our Company, and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●].

If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such Shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer.

Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e. www.kfintech.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e. www.kfintech.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or the optional mechanism.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●], see “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 90.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdiction.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means if feasible in the current COVID-19 situation. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Rights Entitlement Letter, the Issue Materials and the Application Form. However, the Letter of offer, Application Form and other applicable Issue materials will be made available on the websites of the Company, registrar to the issue and stock exchanges. Further, best efforts will be made to reach out the Eligible Equity Shareholders who have not registered their e-mail id with our Company including but not limited to sending SMS or audio-visual advertisement on television or digital advertisement, etc.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (www.kfintech.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.onelifecapital.in).

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date i.e. [●] and applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “Grounds for Technical Rejection” on page 92 of this Draft Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 89 of this Draft Letter of Offer.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies (“OCBs”), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Application Form.

Investment / Procedure for applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Investment by Systemically Important Non-Banking Financial Companies (NBFC – SI)

In case of an application made by Systemically Important NBFCs registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45 – IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Investment by AIFs, FVCIs, VCFs and FDI Route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts

with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Applications by mutual funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with the Board and that such applications shall not be treated as multiple applications. the application made by an asset management company or by custodian of a mutual fund shall clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for Applications by non-resident Indians (NRIs)

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Last Date for Application

The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e., [●]. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date i.e. [●]

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section, "***Basis of Allotment***" on page 104 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period (before Issue Closing) by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

MODES OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

For Resident Investors

All payments on the Application Forms shall be made only through ASBA. Applicants are requested to strictly adhere to these instructions.

For Non-Resident Investors

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company.

Note: In case of non-resident Eligible Equity Shareholders, , the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at [\[\]](#) or at the Office of Registrar to the Issue situated at 7th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Opp Guru Nanak Hospital, Off Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investor has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. [●] AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

BASIS OF ALLOTMENT

Subject to the provisions contained in the Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to specific investor(s) any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be ‘unsubscribed’.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches or Controlling branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

- (a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;
- (b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- (c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

ALLOTMENT ADVICES/REFUND ORDERS/UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund instructions/intimations (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted

Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company and “our Directors” who are officers in default shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days’ period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 4 days of the Issue Closing Date i.e. [●].

The allotment advice or refund order (if any) or unblocking advice would be sent by e-mail or registered post or speed post to the sole/ first Investor’s address provided by the Eligible Equity Shareholders to our Company but the Applicant’s Depository Participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant’s depository account. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked ‘Account Payee only’ and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Notes:

1. There will be no voting rights against such Rights Equity Shares kept in the demat suspense account. However, the respective Eligible Equity Shareholders will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares in proportion to amount paid-up on the Rights Equity Shares, as permitted under applicable laws.
2. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. The Eligible Equity Shareholders should obtain their own independent tax and legal advice and may not rely on our Company or any of their affiliates including any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Rights Equity Shares (including but not limited to any applicable short-term capital gains tax, or any other applicable taxes or charges in case of any gains made by such Eligible Equity Shareholders from the sale of such Rights Equity Shares).
3. Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be liable in any manner and not be responsible for acts, mistakes, errors, omissions and commissions, etc., in relation to any delay in furnishing details of demat account by such Eligible Equity Shareholders, any resultant loss to the Eligible Equity Shareholders due to sale of the Rights Equity Shares, if such details are not correct, demat account is frozen or not active or in case of non-availability of details of bank account of such Eligible Equity Shareholders, profit or loss to such Eligible Equity Shareholders due to aforesaid process, tax deductions or other costs charged by our Company, or on account of aforesaid process in any manner.

Payment Terms

₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share) shall be payable as under:

Due Date	Face Value (₹)	Premium (₹)	Total (₹)
On Application	[●]	[●]	[●]
Total (₹)	[●]	[●]	[●]

Rights Equity Shares in respect of which the Calls payable remains unpaid may be forfeited, after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and our Articles of Association.

Failure to credit specified securities/issue instructions for unblocking funds/refund

The specified securities shall be credited to the demat account of the creditors, or instructions shall be issued for unblocking of funds from ASBA account of the investors within fifteen days of the closure of the issue and in case of delay, the company and its directors shall be responsible for payment of interest at the prescribed rate. In case of refund of application money, such refund shall be made within fifteen days of closure of the issue. In case of delay in payment of refund, the company and its directors (who are officers in default) shall be liable to pay interest at the prescribed rate.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

- a) **Unblocking amounts blocked using ASBA facility**- The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.
- b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- c) **National Electronic Fund Transfer (“NEFT”)** – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- d) **Direct Credit** – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
- f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

Refund payment to Non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT ESCROWACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING

EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and an agreement with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

- a) Tripartite Agreement between our Company, National Securities Depository Limited and the Registrar to the Company dated March 04, 2011
- b) Tripartite Agreement between our Company, Central Depository Service India Limited and the Registrar to the Company dated February 21, 2011

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- Non-transferable allotment advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue.
- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
- Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form" as mentioned above.

IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

- i. *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

- ii. *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- iii. *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three (3) times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Underwriting

The Issue is not underwritten.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared, and the Stock Exchange will also be informed promptly.

The Registrar to the Issue will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 has amended Regulation 71 of the SEBI ICDR Regulations as per which the company is required to file the Draft Letter of Offer with the stock exchange and there is no requirement to file the Draft Letter of Offer with SEBI.

Further, the company will file the Letter of Offer with SEBI for information and dissemination on Board's website.

Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Draft Letter of Offer /Letter of Offer to the e-mail address: cfddil@sebi.gov.in.

INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "**Risk Factors**" beginning on page 17 of this Draft Letter of Offer.

All enquiries in connection with this Draft Letter of Offer, Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "**Onelife Capital Advisors Limited – Rights Issue**" on the envelope to the Registrar at the following address:

Kfin Technologies Ltd

7th floor, 701, Hallmark Business Plaza,
Sant Dnyaneshwar Marg, Opp Guru Nanak Hospital, Off Bandra Kurla Complex,
Bandra (East), Mumbai, Maharashtra, 400051

Email Id: onelife.rights@kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M. Murali Krishna

SEBI Registration No.: INR000000221

In accordance with SEBI ICDR Master Circular, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar www.kfintech.com Further, the helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is www.kfintech.com.

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.kfintech.com or www.onelifecapital.in
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: www.kfintech.com or www.onelifecapital.in
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form, as applicable: www.kfintech.com or www.onelifecapital.in ; and
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders: www.kfintech.com or www.onelifecapital.in

The Issue will remain open for minimum period of 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- b) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- c) The funds required for unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- e) No further issue of securities shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription, etc. other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.
- f) In case of refund/unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- g) Adequate arrangements shall be made to collect all ASBA Applications.
- h) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- i) As on date our Company does not have any convertible debt instruments.
- j) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.

Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

UTILIZATION OF ISSUE PROCEEDS

Our Board of Directors/ Rights issue Committee members declares that:

- A. All monies received out of issue of shares or specified securities to the public shall be transferred to a separate bank account.
- B. Details of all monies utilised out of the issue referred to in clause (A) shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilised; and
- C. Details of all unutilised monies out of this issue referred to in clause (A) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal (FIFP) to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "SOP"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route, but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "Competent Authority") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 ("FDI Policy 2020"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non-Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non-institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), including the exemption under Regulation S ("Regulation S") of the U.S. Securities Act.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND REALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with the Stock Exchanges.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

The Letter of Offer and its accompanying documents shall be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold in “offshore transactions” as defined in, and in reliance on, Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions.

The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit the Letter of Offer into the United States at any time.

Representations, Warranties and Agreements by Purchasers

The Rights Entitlements and the Rights Equity Shares offered are being offered in “offshore transactions” as defined, and in reliance on, Regulation S under the U.S. Securities Act.

In addition to the applicable representations, warranties and agreements set forth above, each purchaser outside the United States by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “**purchaser**”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.
2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any “directed selling efforts” (as defined in Regulation S under the U.S. Securities Act).
3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.
5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
6. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.
7. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
8. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements except in India or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
9. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.
10. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

11. Prior to making any investment decision to exercise the Rights Entitlements and renounce and/or subscribe for the Rights Equity Shares, the Investor (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.
12. Without limiting the generality of the foregoing, (i) the purchaser acknowledges that the Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited and the National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) our Company, any of its affiliates, has not made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
13. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including the Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company.
14. The purchaser will not hold our Company responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it.
15. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in the Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is in the United States, or is ineligible to participate in this Issue under applicable securities laws.
16. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.
17. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares.
18. If the purchaser is outside India, the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
19. If the purchaser is outside India, the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence.

20. The purchaser is authorized to consummate the purchase of the Rights Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.
21. Except for the sale of Rights Equity Shares on one or more of the Stock Exchanges, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
22. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties or agreements set forth above and elsewhere in the Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.
23. The purchaser acknowledges that our Company, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

SECTION IX - OTHER INFORMATION
STATUTORY INFORMATION

Please note that

1. The allotment of the equity shares under Rights Issue shall be in Dematerialised Form.
2. Copies of Annual Reports for the Financial Years 2025, 2024 and 2023 can be viewed at the link www.onelifecapital.in

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the registered office of the Company between 10 a.m. and 5 p.m. on all working days from the date of the Letter of Offer until the Issue Closing Date and Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to cs@onelifecapital.in

A) Material contracts for the Issue

1. Registrar Agreement dated December 10, 2025 between our Company and Registrar to the Issue.
2. Bankers to the Issue Agreement dated December 10, 2025 amongst our Company, Banker(s) to the Issue and the Registrar to the Issue.
3. Monitoring Agency Agreement dated December 10, 2025 between our Company and the Monitoring Agency.

B) Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated December 10, 2025 in relation to the Issue and other related matters.
3. Resolution passed by our Rights Issue Committee dated [●] finalizing the terms of the Issue including Record Date and the Rights Entitlement ratio.
4. Consents of our Promoters, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Legal Advisor to the Issue, the Registrar to the Issue, Monitoring Agency, Bankers to our Company, and Banker to the Issue to include their names in this Draft Letter of Offer and to act in their respective capacities.
5. Statement of Special Tax Benefits report by our Statutory Auditor, M/s Rafik & Associates, dated December 10, 2025.
6. Annual Reports of our Company for Fiscal 2025, 2024 and 2023 and limited review report for the quarter and half year ended on September 30, 2025.
7. Resolution of our Board of Directors dated December 10, 2025, approving and adopting the Draft Letter of Offer.
8. In-principle listing approvals dated [●] and [●] issued by BSE and NSE respectively under Regulation 28(1) of the SEBI Listing Regulations.
9. Tripartite agreement dated February 21, 2011 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue
10. Tripartite agreement dated March 04, 2011 amongst our Company, National Securities Depository Limited and Registrar to the Issue.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHAIRPERSON & WHOLE TIME DIRECTOR OF THE COMPANY

SD/-

Prabhakara Naig

Chairperson & Whole Time Director

Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE EXECUTIVE DIRECTOR AND CFO OF THE COMPANY

SD/-

Pandoo Prabhakar Naig

Executive Director and CFO

Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE-NON-INDEPENDENT DIRECTOR OF THE COMPANY

SD/-

Shalini Patidar
Non-Executive-Non-Independent Director
Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY

SD/-

Dhananjay Chandrakant Parikh
Non-Executive-Independent Director

Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY

SD/-

Abhay Kumar Sethia
Non-Executive-Independent Director
Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY

SD/-

Ranu Jain
Non-Executive-Independent Director
Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY

SD/-

Nitesh Shrinath Singh
Non-Executive-Independent Director
Place: Mumbai

Date: December 10, 2025

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

SD/-

Rohit Gupta
Company Secretary and Compliance Officer
Place: Mumbai

Date: December 10, 2025