

ONELIFE CAPITAL ADVISORS LIMITED

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

CIN NO: L74140MH2007PLC173660

e mail:ib@onelifecapital.in website:www.onelifecapital.in Tel no 022 32268523

29/01/2015

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza
Plot No. C/1, G Block
Bandra-Kurla Complex
Mumbai- 400 051

SUB: Postal Ballot Notice and Form of Onelife Capital Advisors Limited

Please find enclosed herewith three copies Postal Ballot Notice, Postal Ballot Form and a self-addressed postage pre-paid reply envelope as per listing agreement.

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

Thanking You,

Kindly take the above on your record.

Thanking You,

Yours truly,

For Onelife Capital Advisors Limited


Mulraj Shah
Chief Financial Officer



ONELIFE CAPITAL ADVISORS LIMITED

Regd Off: 307, Raut Lane, Opp Iskcon, Vile Parle (W), Juhu, Mumbai - 400049
Tel no.: 022 - 32268523 • E mail : ib@onelifecapital.in • Website : www.onelifecapital.in
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NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013 & rules made there under)

Dear Shareholders,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 including any Statutory modification(s) or re-enactment(s) thereof for the time being in force that Onelife Capital Advisors Limited (the Company), CIN: L74140MH2007PLC173660, the Company is seeking consent of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

SPECIAL BUSINESS

1. Approval for Related Party Transaction.

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and M/s. Eyelid Infrastructure Private Limited (a related party) for taking the premises on leave and license agreement and any renewal thereof by the Company for its Registered Office or any other purpose as the Company may think fit in its absolute discretion on such terms and condition as deemed fit by the Board of Directors of the Company and M/s. Eyelid Infrastructure Private Limited and as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT no further approval shall be required for renewal of the leave and license agreement on the same terms and conditions from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution."

Registered Office:

307, Raut Lane,
Opp Iskcon,
Juhu, Vile Parle (W),
Mumbai -400049
CIN: L74140MH2007PLC173660
E-mail: ib@onelifecapital.in

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

T K Prabhakar Naig
Executive Chairman & WTD
DIN: 00716975

Place: Mumbai
Date: 15/01/2015

NOTES

1. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and Registrar & Share Transfer Agent on 16.01.2015.
3. The Board has appointed Mr. Mukesh Siroya, M Siroya and Company, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Member's who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email from the 'Investor Relations' section on the Company's website www.onelifecapital.in and send the duly completed and signed form to the Scrutinizer.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.

Hours) (IST) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

7. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 05th March, 2015 at the registered office of the Company and will also be displayed on the website of the Company <http://www.onelifecapital.in>, besides being communicated to the Stock Exchange, the Depository and the Registrar and Share Transfer Agents on the said date.
8. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. All the documents referred to in the Notice will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 02nd March, 2015, (i.e. 18.00 Hours) (IST).

INSTRUCTIONS FOR E-VOTING

- i. In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice, through Central Depository Services (India) Limited (CDSL).
- ii. The e-voting facility is available at the link www.evotingindia.com.
- iii. The e-voting facility will be available during the following voting period:
Start Date & Time End Date & Time
30th January, 2015 10.00 Hrs to 02nd March, 2015 18.00 Hrs
- iv. The instructions to Members for e-voting are as under:-
(i) Log on to the e-voting website www.evotingindia.com.
(ii) Click on "Shareholders" tab.
(iii) Now, select "ONELIFE CAPITAL ADVISORS LIMITED" from the drop down menu and click on "SUBMIT".
(iv) Now Enter your User ID

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID.	Folio Number registered with the Company

(v) Next enter the Image Verification as displayed and Click on Login

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the EVSN selection screen.
- However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- Note for Non-Individual Shareholders & Custodians:
- (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvii) Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD
150123006	FOLIO NUMBER/ DP id & CLIENT id	PAN NO / SEQUENCE NO

Please follow all steps from Sl. No. iv to Sl. No. xv above, to cast your vote by electronic means.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

1. Approval for related party transaction.

The Registered office of the Company was situated at 96-98, Mint Road, Mumbai -400 001. The premises of the registered office of the Company was on Leave & License basis between the Company and Mint Street Estates Pvt Ltd. Since, there was a change in the ownership and management of Mint Street Estates Pvt Ltd, the Leave & License agreement was terminated. The management urgently needed a new place where suitable changes could be made to accommodate the existing furniture & fixtures owned by the Company. Also since the Company was occupying an independent premise, the Company preferred to have a similar building with/ without any changes. Such arrangement was easily and readily available with M/s. Eyelid Infrastructure Private Limited, a Company in which Mr. Pandoo Naig is a shareholder and Director. The premises of M/s. Eyelid Infrastructure Private Limited is well furnished and situated in Vile Parle (W) and in ready to use condition which will save the shifting time of the Company. M/s. Eyelid Infrastructure Private Limited has further agreed to allow our Company for suitable changes in the premises as per our requirements for which necessary expenditure will be borne by our Company.

As Mr. Pandoo Naig, Managing Director is also Director and shareholder of M/s. Eyelid Infrastructure Private Limited therefore he is a related party within the meaning of section 2(76) of the Companies Act 2013. According to Section 188 of the Companies Act 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 the Company requires approval of the shareholders by way of special resolution for entering into related party transaction. Even though the transaction with M/s. Eyelid Infrastructure Private Limited is on arms length basis, prevailing market price and in normal course of business the Board thought it prudent to obtain approval of the shareholders for the transaction as a measure of abundant precaution.

The Company accordingly proposes this resolution for the consideration and approval of the Members. **Mr. Pandoo Naig, Managing Director of the Company is a Director and Mr. Prabhakar Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) are therefore interested in the above transaction thus are prohibited to**

vote as per the provisions of Section 188 of the Act, through Postal Ballot for passing the Special Resolution as set out in the above Notice.

The information required under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1.	Name of the Related Party	M/s. Eyelid Infrastructure Private Limited																											
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Pandoo Naig - Managing Director Mr. Prabhakar Naig – Executive Chairman & Whole Time Director																											
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	<table> <tr> <td>1.</td><td>Address of the premises</td><td>307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai -400049</td></tr> <tr> <td>2.</td><td>Area</td><td>117.40 SQ. Mtrs.</td></tr> <tr> <td>3.</td><td>Duration of the Agreement</td><td>Upto 31st March, 2018</td></tr> <tr> <td>4.</td><td>Date of Agreement</td><td>15th January,2015</td></tr> <tr> <td>5.</td><td>Effective date</td><td>5th March,2015</td></tr> <tr> <td>6.</td><td>Refundable security Deposit paid</td><td>Rs. 4.00 Cr</td></tr> <tr> <td>7.</td><td>Initial Monthly Rent</td><td>Rs. 9500 Per Month</td></tr> <tr> <td>8.</td><td>Increase in monthly rent</td><td>Nil</td></tr> <tr> <td>9.</td><td>Usage of the premises</td><td>Regd. Office of the Company or any other purpose as the Company may think fit in its absolute discretion</td></tr> </table>	1.	Address of the premises	307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai -400049	2.	Area	117.40 SQ. Mtrs.	3.	Duration of the Agreement	Upto 31st March, 2018	4.	Date of Agreement	15th January,2015	5.	Effective date	5th March,2015	6.	Refundable security Deposit paid	Rs. 4.00 Cr	7.	Initial Monthly Rent	Rs. 9500 Per Month	8.	Increase in monthly rent	Nil	9.	Usage of the premises	Regd. Office of the Company or any other purpose as the Company may think fit in its absolute discretion
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9.	Usage of the premises	Regd. Office of the Company or any other purpose as the Company may think fit in its absolute discretion																											
4.	Payments	Advance deposit of Rs.4 crores																											
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	-																											

Registered Office:
307, Raut Lane,
Opp Iskcon,
Juhu, Vile Parle (W),
Mumbai -400049
CIN: L74140MH2007PLC173660
E-mail: ib@onelifecapital.in

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

T K Prabhakar Naig
Executive Chairman & WTD
DIN: 00716975

Place: Mumbai
Date: 15/01/2015

Encl:

1. Postal Ballot Form
2. Self Address prepaid postage envelope

POSTAL BALLOT PAPER

SI No:

Name of the Company: ONELIFE CAPITAL ADVISORS LIMITED

Registered Office: 307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai-400049

CIN: L74140MH2007PLC173660

S No	Particulars	Details
1.	Name(s) of Member(s) : (including Joint-holders, if any) (In block	
2.	Postal address	
3.	Registered Folio No.* : (*Applicable to Member(s) holding shares in physical form) DP ID No. & Client ID No.** : (**Applicable to Member(s) holding shares in dematerialised form))	
4.	Number of Share held	

I/we hereby exercise my / our vote in respect of Special Resolutions enumerated below by recording my/ our assent or dissent to the said resolutions in the following manner:

No	Item No	No. of Equity shares held	I assent to the Resolution (FOR)	I dissent to the resolution (AGAINST)
1.	Approval for Related Party Transaction for taking premises on Leave & License.			

Place:

Date:

(*Signature of the shareholder)

EVS (E-VOTING SEQUENCE NUMBER)	USER ID	# DEFAULT PAN
150123006		

Since you have not Registered / Updated your PAN with the Company/Dipository Participant, please use the number in the PAN field for e-voting login.

** USE YOUR ACTUAL PAN REGISTERED WITH DP/COMPANY

The e voting facility will be available during the following voting period:

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "Voting through electronic means" in the Postal Ballot Notice attached hereto

INSTRUCTIONS:

1. A member desirous to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Registered Shareholders will also be accepted.
2. The self addressed envelopes bears the address of the scrutinizers appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholders as per specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, in respect of shares held in physical form or dematerialized form respectively. In case of Joint Shareholdings, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned Postal Ballot Form will be rejected. The exercise of vote by Postal Ballot is not permitted through proxy.
4. Duly completed Postal Ballot Forms should be reached to the Scrutinizer not later than close of working hours on 2nd March, 2015 (18.00 Hrs). All the Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not received and shall not be counted for the purpose of passing of the resolution.
5. A Shareholder may request to issuance of Postal Ballot Form, if so required to the Company. However, the duly filled in duplicate postal ballot form should reach to the Scrutinizer not later than the date than close of working hours on 2nd March, 2015 (18.00 Hrs).
6. In case of Shares held by the Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
7. Voting Rights shall be reckoned on the paid value of shares registered in the name of the shareholders on the date of dispatch of the Notice.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelop in as much as well such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before sending the Postal Ballot Form. Incomplete, Unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected. Postal Ballot Form bearing tick mark in both the columns will render the Postal Ballot Form invalid.

Postage
Will be
Paid by
Addressee

BUSINESS REPLY ENVELOPE

B.R. PERMIT NO.: 742
JACOB CIRCLE P.O.
MUMBAI 400 011.

No
Postage
Necessary
If Posted
In India

To,

Scrutinizer

PURVA SHAREGISTRY (INDIA) PVT. LTD.

9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Near Lodha Excellus,
Lower Parel (East), Mumbai - 400 011.