

ONELIFE CAPITAL ADVISORS LIMITED

Regd. Office: 96/98 Mint Road, Fort. Mumbai – 400001.

POSTAL BALLOT FORM

Serial No.: 826

1. Name(s) of Shareholder(s) :
(including joint holders, if any)
2. Registered address of the :
Sole/ First named Shareholder
3. DP ID No. & Client ID No. :
* (Applicable to investors holding
shares in dematerialised form)
4. Number of Shares held :
5. I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below :

Item No.	Description of Resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for altering the objects for which amount was raised through IPO.			

Place :

Date:

Signature of Shareholder

Note : Please read carefully the instructions printed overleaf before exercising the vote

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INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer, appointed by the Board of Directors of the Company, in the attached self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier, at the expenses of the registered shareholder, will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, 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. In case of Corporate Shareholders, this form should be signed by an authorised signatory, whose signature is already registered with the Company with copy of board resolution.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on January 20, 2014 by 5.p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on December 13, 2013.
7. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney / Resolution of Board of Directors. If the same is / are already registered with the Company, please quote the Registration No. beneath the signature.
8. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

ONELIFE CAPITAL ADVISORS LIMITED

Regd. Office: 96/98 Mint Road, Fort, Mumbai – 400001.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 that the Company is seeking shareholders consent to pass the proposed special resolution set out below by way of Postal Ballot:

Item No. 1

ALTERING THE OBJECTS FOR WHICH AMOUNT WAS RAISED THROUGH IPO

To consider and, if thought fit, to pass the following resolution as a Special Resolution for altering the objects for which amount was raised through IPO

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 1956, SEBI (Issue of Capital and Debentures) Regulations, 2009 ("ICDR"), the Listing Agreement entered with Stock Exchanges and subject to such other approvals, permissions, sanctions and consents as may be required from such authorities concerned, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter to be referred to as the "Board", which expression shall include any Committee thereof) to alter/modify/change the objects stated in the Prospectus dated October 10, 2011 for the Initial Public Offer of 33,50,000 equity shares of Rs.10/- each of the Company for cash at a premium of Rs.100/- per share, by deletion of the objects relating to (i) Purchase of Corporate Office at Mumbai; (ii) Development of Portfolio Management Services and (iii) Brand Building and to substitute in its place the following objects as a result of which the IPO proceeds shall be used for the following purposes viz:

- (i) Acquisition of Corporate Office/land/buildings/immovable property(ies)/office premises or any combination thereof and at such cost and expenses as the Board may decide PROVIDED HOWEVER THAT from out of the unutilized IPO proceeds, a sum not exceeding Rs 26.278 crores shall be utilized for these purposes and
- (ii) General Corporate purposes Rs 8.976 crores

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable for giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents(s), application(s), returns, letters and writings as may be necessary in respect thereof.

RESOLVED FURTHER THAT Mr. Pandoo Naig, Managing Director be and is hereby authorized to file necessary documents with Registrar of Companies and such other statutory and other authorities as may be required and to do all such acts, deeds, and things which may be necessary to give effect to the aforesaid resolution."

Enclosures:

1. Explanatory Statement
2. Postal Ballot Form & self addressed postage prepaid envelope.

NOTES:

- 1) The Company has appointed Mr. Mukesh Siroya, Proprietor of M Siroya and Company, Practicing Company Secretaries, C-1, 1st Floor, Everest Building, Opp BMC School, Dattapada Road, Borivali (E), Mumbai- 400066 as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
- 2) You are requested to read carefully the instructions printed on the reverse of the Postal ballot form and return the form duly completed in the attached self addressed business envelope so as to reach the Scrutinizer not later than the close of working hours on January 20, 2014 before 5.p.m.
- 3) The scrutinizer after completion of scrutiny, will submit his report to the Chairman of the Company. The result of the Postal ballot will be declared by the Chairman, or in his absence, by one of the Director authorized by the Board, at the registered Office of the Company. The result shall also be announced to the Stock Exchanges where Shares of the Company are listed and intimated through a Press Release in newspaper. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result.
- 4) The explanatory statement as required as per section 173 (2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
- 5) Voting rights are reckoned on the shares registered in the name of the Members/ Beneficial Owners as on December 13, 2013.
- 6) The special resolution mentioned above shall be declared as passed if the number of votes cast in its favor are not less than three times the number of votes cast, if any against the said resolutions.

By Order of the Board

For Onelife Capital Advisors Limited

Mumbai, December 16, 2013

Managing Director

ANNEXURE TO NOTICE OF POSTAL BALLOT

Explanatory Statement pursuant to Section 173 (2) of the Companies act, 1956, in respect of the business set out in the accompanying notice is as under:

Item No.1

The Company had vide Prospectus Dated October 10, 2011 issued 33,50,000 equity shares of Rs.10/- each of the Company for cash at a premium of Rs.100/- per share to the public. The objects for which the amount was raised, as stated in the Prospectus were:

- (i) Purchase of Corporate Office at Mumbai; (ii) Development of Portfolio Management Services; (iii) Brand building;
- (iv) General Corporate purposes and; (v) Issue expenses.

Subsequently, SEBI through an ex-Parte Ad-Interim order no. WTM/PS/IVD/ID-10/44/DEC/11 dated December 28, 2011 had alleged that prima-facie the Company had failed to disclose to the public, by way of advertisement, the developments that have taken place during the period between the date of registration of RHP/Prospectus and date of allotment of shares pursuant to the IPO. It also came to the prima facie conclusion that proceeds of the public issue were utilized for the objects other than the objects mentioned in the RHP/Prospectus.

Hence SEBI issued certain directions to the Company, its Directors, Fincare Financial and Consultancy Services Pvt. Ltd., Precise Consulting & Engineering Pvt. Ltd. and its Merchant Banker. (For detailed information please see the SEBI order copy dated December 28, 2011, which is available on below mentioned link: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1325083137664.pdf). Copies of the aforesaid documents/order are kept at the registered office of the Company and are available for inspection by members. Against the above referred directions issued by SEBI, the Company preferred an Appeal before the Hon'ble Securities Appellate Tribunal ("SAT") inter alia setting out in detail, the various reasons as to why SEBI's order dated December 28, 2011 was incorrect and also pointing out that there were inherent contradictions in the said order passed by SEBI and it was prayed that the impugned order may be set aside. The Hon'ble SAT, vide order dated January 20, 2012, inter alia, directed SEBI to treat the said Appeal as objection to the said Order dated December 28, 2011, consider the same as expeditiously as possible and pass an order within 15 days of the Hon'ble SAT's order. Copies of the aforesaid orders/appeals/documents are kept at the registered office of the Company and are available for inspection by members.

On February 15, 2012, SEBI passed a clarificatory order whereby SEBI modified its Ex-Parte Ad-Interim order only to the extent of clarifying that the Company was permitted to deal in shares for the limited purpose of meeting its existing obligations of Underwriting for minimum subscription under the ICDR Regulations. Copies of the aforesaid orders/appeals/documents are kept at the registered office of the Company and are available for inspection by members. The Company then filed a fresh appeal against the aforesaid orders of SEBI dated December 28, 2011 and February 15, 2012 with the Hon'ble SAT. By an order dated June 25, 2012, the Hon'ble SAT disposed the appeal, inter alia, directing SEBI to complete its investigations by 31st October 2012. Further, it had stayed the directions of the SEBI which directed the company to call back funds given to Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited, pending completion of investigation by the SEBI. (For detailed information please see the SAT order copy dated January 01, 2012 and dated June 25, 2012, which are available on below mentioned link: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1327056363349.pdf and http://www.sebi.gov.in/cms/sebi_data/attachdocs/1341221347195.pdf). Copies of the aforesaid orders/appeals/documents are kept at the registered office of the Company and are available for inspection by members. SEBI's aforesaid orders, inter alia, contained various allegations that the funds raised in the IPO have not been utilized for the objects and purposes as described in the DRHP/RHP/Prospectus. These allegations had been comprehensively dealt with and denied in the aforesaid appeals filed by the Company in the Hon'ble SAT, copies of which are available for inspection at the registered office of the Company. Since the same are bulky. For the reasons as set out in the said appeals, it is the Company's case that the funds raised in the IPO have only been deployed/used for the objects/purposes as disclosed in the DRHP/RHP/Prospectus, for the business of the Company. On January 16, 2013, SEBI passed a confirmatory order which was considered by SAT in the appeal pending before it and the Hon'ble SAT has disposed of the appeal directing that the Board shall issue show cause notice to the appellants within five weeks and pass final order within a period of four months from the date of the order dated January 24, 2013. The Company then received the show cause notice dated 26th February 2013. The Company gave reply to the show cause and filed consent application on 13th May 2013 which was rejected by SEBI vide its letter dated 02nd August, 2013.

SEBI has passed final order dated August 30, 2013 (For detailed information please see the SEBI final order dated August 30, 2013 which is available on the link http://www.sebi.gov.in/cms/sebi_data/attachdocs/1377858926719.pdf and also available at the registered office of the Company at 96/98 Mint Road, Mumbai- 400 001) issuing inter alia the following directions:

"Onelife Capital Advisors Ltd (PAN No. AAAC09540L) and its managing director Mr. Pandoo P. Naig (PAN No. ACNPN2800J) shall be remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner for a period of 3 years from the date of the ad interim order i.e December 28, 2011".

"SEBI has directed the Company to bring back the IPO funds given to 'Fincare Financial and Consultancy Services Private Limited', 'Precise Consulting and Engineering Private Limited' and 'KPT Infotech Private Limited', aggregating to Rs 35.25 cr within six months from the date of the order i.e. 30th August, 2013".

In the changed circumstances, in the Board meeting held on October 30, 2013, the Board of Directors have subject to the approval of members and such other approvals as may be required, approved alteration/modification/change of objects of the IPO and utilization of unused IPO proceeds for the purposes as stated in the Special Resolution mentioned accompanying this Explanatory Statement.

The Board of Directors are of the opinion that the proposed change of objects for utilization of IPO proceeds would be in the best interest of the Company. If approved by the Members, the unused IPO proceeds as and when received shall be utilised for the following purposes:

- (i) Acquisition of Corporate Office/land/building(s)/immovable property(ies)/office premises or any combination thereof and
- (ii) General Corporate purposes,

for the amounts mentioned in the accompanying Special Resolution.

In terms of the provisions of section 61 of the Companies Act, 1956, approval of the members is being sought for making variation in the objects for which IPO proceeds were to be deployed.

Copies of the agreements/contracts/MoUs mentioned in the resolution and copies of the SEBI orders dated December 28, 2011; February 15, 2012, confirmatory order dated January 16, 2013 and final order dated August 30, 2013 and copies of the appeals filed by the Company and copies of the orders dated January 20, 2012, June 25, 2012 and January 24, 2013 passed by the Hon'ble SAT are available for inspection by any Member at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays).

Your Directors recommend the passing of the resolution as set out in Item No. 1 of the Notice as a Special Resolution.

None of the Directors of the Company are concerned or interested in the aforesaid resolution except to the extent of their shareholding/being party to the order of the SEBI.

By Order of the Board
For Onelife Capital Advisors Limited

Mumbai, December 16, 2013

Managing Director