

Date: 27 October, 2014

Bombay Stock Exchange Limited
Department of Corporate Services
P.J Towers, Dalal Street
Fort, Mumbai- 400 001

National Stock Exchange of India Ltd
Exchange Plaza
Bandra-Kurla Complex
Bandra, Mumbai- 400 051

Respected Sir,

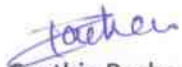
Sub: Minutes of Annual General Meeting of the Company

Please find enclosed herewith the minutes of the Annual General Meeting of the Company held at DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai- 400 001 on 29th September, 2014 at 10.00 a.m

Kindly acknowledge the receipt.

Yours Truly,

For Onelife Capital Advisors Limited



Cynthia Pacheco
Company Secretary

Enclosed : As above

MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED HELD AT DBS OFFICE BUSINESS CENTER, DBS HERITAGE HOUSE, PRESCOTT ROAD, OPP. CATHEDRAL SENIOR SCHOOL, FORT, MUMBAI- 400 001 ON MONDAY, 29TH SEPTEMBER, 2014 AT 10.00 A.M

PRESENT

1	Mr. T.K.P Naig	-	Executive Chairman & Member
2	Mr. Pandoo Naig	-	Managing Director & Member
3	Mr. Ram Gupta	-	Independent Director
4	Mr. Amol Autade	-	Independent Director

and 22 other members were present personally.

Members present in proxy: Nil

Invitee

1.	Mr. Mukesh Siroya	-	Practicing Company Secretary
2.	Mr. Siddharth Kala	-	M/s Khandelwal Jain & Co

IN ATTENDANCE

1.	Ms. Cynthia Pacheco	-	Company Secretary
2.	Mr. Mulraj Shah	-	Chief Financial Officer

The Company Secretary of the Company commenced the meeting by welcoming the members to the 07th Annual General Meeting. She introduced the Directors present on the dais. Mr. D.C Parikh, Non Executive Director was not able to attend the meeting due to some assignments.

Mr. T.K.P Naig, Chairman of the Company took the Chair and on request of the shareholders the Chairman's speech was taken as read.

The Chairman ascertained the quorum as per the attendance register of the AGM maintained by the Registrar & Transfer agent and accordingly called the Meeting in order.

The Company Secretary commenced with the formal agenda of the AGM and with the consent of the members the Auditors Report was taken as read. She also informed the members that the Registers and other documents as per the Statutory requirements are kept open for inspection by the members.

Thereafter, the Company Secretary informed the members that the Companies Act, 2013 had come into effect from 01st April, 2014 and has brought about several changes in the procedure for conduct of AGM including changes in voting procedure at the AGM. The Company Secretary briefed the members about the voting procedure. Considering all the statutory requirements under the Companies Act, 2013 and the Listing Agreement the Company had decided to follow a process that ensured larger participation and also provided equal opportunity to all the members in the voting process at the AGM. It was stated that the Company had provided the facility of e-voting to the members to enable

them to cast their vote electronically. She informed the members that until last year the consent of the resolutions proposed in the AGM was taken by voting on show of hands. In line with the regulatory changes during the year, voting by show of hands was not permitted at the general meeting where e-voting was offered to the members. Therefore the voting by the members would be conducted by Poll.

The Company Secretary informed the members that those members who had not cast their vote through e-voting process could cast their vote through poll. Ballot forms were already distributed to the shareholders and the shareholders were advised to vote on the resolutions after moving with all the resolutions as per the agenda of the notice of AGM and after voting the ballot forms are to be put in the ballot box.

The Company Secretary took up the agenda as mentioned in the Notice of Annual General Meeting:

Ordinary Business:

- 1) (a) To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Statement of Profit & Loss for the year ended thereon together with the report of the Directors and the Auditor's Report thereon for the year ended on 31st March 2014.
(b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2014.

The Company Secretary invited the attention of the members to Item No. 1 of the resolution and with the consent of the members present, the Ordinary resolution for Item No. 1 of the notice pertaining to adoption of accounts for the financial year ended 31st March, 2014 was taken as read.

Proposed by: Mr. Nilesh Uttamchand Shah
Seconded by: Mr. Arpit Mahesh Jain

The resolution for Item No. 1 of the Notice read as follows:

"RESOLVED THAT the audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended on 31st March, 2014 together with report of the Directors and the Auditor's Report thereon for the financial year ended on 31st March 2014 as laid before the meeting be received, considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended on 31st March, 2014 as laid before the meeting be received, considered and adopted."

- 2) Re-appointment of M/s Khandelwal Jain & CO. as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM)

Attention of the members was invited to Item No. 2 of the notice convening the meeting.

Proposed by: Mr. Narendra Trivedi
Seconded by: Mr. Beruz Feramroz Pouredchi

The resolution for Item No. 2 of the Notice read as follows:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, Khandelwal Jain & Co., (Registration Number 105049W with ICAI), the retiring auditors of the Company, be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties."

Special Business

3) To appoint Mr. Ram Narayan Gupta (DIN: 01130155) as an Independent Director

Attention of the members was invited to Item No. 3 of the notice convening the meeting being an Ordinary Resolution and the explanatory statement attached thereto.

Proposed by: Mr. Ronald Fernandes
Seconded by: Mrs. Shobha Suresh Shenoy

The resolution for Item No. 3 of the Notice read as follows:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ram Narayan Gupta (DIN: 01130155), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, not liable to retire by rotation."

4) To appoint Mr. Amol Shivaji Autade (DIN: 06788961) as an Independent Director

Attention of the members was invited to Item No. 4 of the notice convening the meeting being an Ordinary Resolution and the explanatory statement attached thereto.

Proposed by: Mrs. Shobha Suresh Shenoy
Seconded by: Mr. Ronald Fernandes

The resolution for Item No. 4 of the Notice read as follows:


CHAIRMAN'S INITIALS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amol Shivaji Autade (DIN: 06788961), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, not liable to retire by rotation."

5) Revision in remuneration of Mr. T.K.P Naig, Executive Chairman of the Company

Attention of the members was invited to Item No. 5 of the notice convening the meeting being an Ordinary Resolution and the explanatory statement attached thereto.

Proposed by: Mr. Beruz Feramroz Pouredehi

Seconded by: Mr. Arpit Mahesh Jain

The resolution for Item No. 5 of the Notice read as follows:

"RESOLVED THAT in partial modification of Resolution No. 5 passed at the Annual General Meeting held on 25th September, 2013 for reappointment and terms of remuneration of Mr. T.K.P Naig, Executive Chairman and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such other approvals/Consents/ sanctions/permissions as may be necessary, the approval of the members be and is hereby accorded for revision in remuneration of Mr. T.K.P Naig, Executive Chairman of the Company whereby he be paid monthly remuneration of Rs 1,25,000/- only (Salary and perquisites) w.e.f 01st October, 2014 as per his respective terms of appointment as per the details given in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms and conditions of remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013"

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

6) Revision in remuneration of Mr. Pandoo Naig, Managing Director of the Company

Attention of the members was invited to Item No. 6 of the notice convening the meeting being an Ordinary Resolution and the explanatory statement attached thereto.

Proposed by: Mr. Beruz Pouredahi
Seconded by: M. Ronald Fernandes

The resolution for Item No. 6 of the Notice read as follows:

"RESOLVED THAT in partial modification of Resolution No. 6 passed at the Annual General Meeting held on 25th September, 2013 for reappointment and terms of remuneration of Mr. Pandoo Naig, Managing director and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such other approvals/Consents/ sanctions/permissions as may be necessary, the approval of the members be and is hereby accorded for revision in remuneration of Mr. Pandoo Naig, Managing Director whereby he be paid monthly remuneration of Rs 1,25,000/- only (Salary and perquisites) w.e.f 01st October, 2014 as per his respective terms of appointment as per the details given in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms and conditions of remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013. "

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

After the resolutions were moved, proposed and seconded in accordance with the provisions of Sec 109 of the Companies Act, 2013, the Chairman ordered for poll to be taken on all the resolutions forming part of the Notice. The ballot box was then handed over to the Scrutinizer. The Company Secretary informed the members that the combined results of evoting done previously and the poll would be declared within two days of passing the resolution. The results declared along with Scrutinizers Report would be available on the website of the Company <http://www.onelife capital.in> and on <https://www.evotingindia.com> within two days of passing the resolution and the communication of the same to the stock exchanges too


CHAIRMAN'S INITIALS

HELD AT Mumbai ON 29/09/14 TIME 10:00 am**VOTE OF THANKS:**

There being no other business the meeting ended with a Vote of Thanks to the Chair. The Chairman declared the proceedings of the Annual General Meeting closed.

The consolidated results of the e-voting and poll were declared by the Company on 01st October, 2014 on the website of the Company and the Stock Exchanges, the details of results declaration are enclosed as Annexure I to the Minutes.

DATE : 27/10/2014**PLACE: Mumbai****CHAIRMAN**

Annexure 1

Outcome of Annual General Meeting held on 29th September, 2014 at 10.00 a.m at DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai- 400 001

Sr. No	Description	Particulars
1	Date of the AGM	29 th September, 2014
2	Book Closure Date	23 rd September to 29 th September (both the days inclusive)
3	Total no. of shareholders as on the record date	1234

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 2

Public: 22

No. of Shareholders attended the meeting through Video Conferencing: Nil

Promoters and Promoter Group:-

Public:-

Agenda Wise

The mode of voting for all resolutions was:

1. Evoting conducted between 23rd September to 25th September, 2014 and
2. Poll conducted at the meeting

Given below is the resolution wise combined result of evoting and Poll.

ORDINARY BUSINESS

Resolution 1 (a) To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Statement of Profit & Loss for the year ended thereon together with the report of the Directors and the Auditor's Report thereon for the year ended on 31st March 2014 and

(b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2014. (Ordinary Resolution)

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In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25	-	12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

Resolution 2: Re-appointment of Statutory Auditors i.e M/s. Khandelwal Jain & Co (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25	-	12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

SPECIAL BUSINESS

Resolution 3: Appointment of Mr. Ram Narayan Gupta (DIN: 01130155) as an Independent Director(Ordinary Resolution)

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In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25		12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

Resolution 4: Appointment of Mr. Amol Shivaji Autade (DIN: 06788961) as an Independent Director (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25		12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

Resolution 5: Revision in remuneration of Mr. T.K.P Naig, Executive Chairman of the Company (Ordinary Resolution)

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25		12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

Resolution 6: Revision in remuneration of Mr. Pandoo Naig, Managing Director of the Company (Ordinary Resolution)
In case of Poll/Pestal-ballet/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)*	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	9960000	9960000	100.00	9960000	-	100.00	-
Public – Institutional holders	1728635	-	-	-	-	-	-
Public-Others	1671365	207	0.012	182	25		12.08
Total	13360000	9960207	74.55	9960182	25	99.99	0.01

*excludes invalid votes

As per the consolidated results of e-voting and poll on Item No. 1 to 6 of the notice of AGM all the resolutions are passed by requisite majority.

DATE : 01st October, 2014
PLACE: Mumbai

Naig
CHAIRMAN