

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd Off: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037 Email id: cs@onelifecapital.in; Web.: www.onelifecapital.in

11th January, 2016

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

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

Sub: Intimation to stock Exchange in pursuant to Regulation 30 of (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Respected Sir/Madam,

With reference to subject matter please find attached herewith the notice along with the Postal Ballot form for passing Special Resolution by way of Postal Ballot which includes voting by electronic means.

Kindly take the above on your record.

Thanking You,

Yours truly,

For Onelife Capital Advisors Limited



Priyanka Rawat
Company Secretary & Compliance Officer

ONELIFE CAPITAL ADVISORS LIMITED

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NOTICE FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013 & rules made thereunder)

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 M/s. Onelife Capital Advisors Limited (the Company/OCAL), CIN:L74140MH2007PLC173660, is seeking consent/approval/ratification of its members for the below mentioned resolutions by way of Postal Ballot which includes voting by electronic means.

SPECIAL BUSINESS

1. ALTERING THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO) FOR WHICH AMOUNT WAS RAISED -

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

"RESOLVED THAT pursuant to Section 27, 13 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), Rule 32 of The Companies (Incorporation) Rules, 2014, Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, read with other applicable Rules made thereunder, SEBI (Issue of Capital and Disclosure) Regulations, 2009 ("ICDR"), the Listing Regulations, 2015 and any amendment/modification thereof, from time to time, and subject to such approvals, permissions, sanctions and consents as may be required from such authorities concerned, consent/approval/ratification 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 as mentioned in the Prospectus dated 10th October, 2011 which were subsequently modified to "(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, pursuant to the approval of the members of the Company by way of Postal Ballot, results of which was declared on 23rd January, 2014".

RESOLVED FURTHER THAT the aforesaid objects be and are hereby further altered by the following objects as a result of which the balance IPO proceeds of Rs. 2625 lakhs is allocated for the following Objects viz.

- (i) IPO proceeds of Rs. 2430 lakhs is used for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and/or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company may decide from time to time; and**
- (ii) IPO proceeds of Rs. 195 lakhs be used for the renovation/addition in the Premises where Company's Registered Office is presently situated "**

RESOLVED FURTHER THAT in case of non receipt of approval of the concerned regulatory(ies)/authority(ies), Board of Directors be and are hereby further authorized to transfer/assign/sell the rights/interest to other acquirer(s)/buyer (s) with such terms and condition and consideration as may be approved by the Board of Directors and the acquirer(s)/buyer (s) and no further approval (s) is required form members.

RESOLVED FURTHER THAT the dissenting shareholders viz. those shareholders who do not agree to the proposal to alter/ vary the objects for which IPO proceeds were to be deployed, shall be given an exit offer by Mr. Pandoo Naig, Promoter and Managing Director of the Company at exit price as per guidelines prescribed/to be prescribed by the Securities and Exchange Board of India.

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 authorize 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."

2. APPROVAL FOR MAKING INVESTMENTS, PROVIDING LOANS, GUARANTEES AND SECURITIES BEYOND THE PRESCRIBED LIMITS:

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

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

**Pandoo Naig
Managing Director
DIN No. 00158221**

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parle (w).
Mumbai 400 049
CIN: L74140MH2007PLC173660
e-mail: cs@onelifecapital.in

Place: Mumbai
Date: 11/12/2015

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 31/12/2015.
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 including any Statutory modification(s) or re –enactment(s) and the Listing Regulations, 2015, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Members 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.onlifecapital.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.
6. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 12/02/2016 (i.e.17.00 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 13/02/2016 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 Exchanges, CDSL and the Registrar and Share Transfer Agents.
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 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 12/02/2016 (i.e.17.00 Hours)(IST).

11. E- voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, including any modifications or re-enactment thereof as amended from time to time, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote on the Postal Ballot by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e- voting to enable the shareholders to cast their vote electronically.

Process for E –Voting –

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com;
- ii. Click on “Shareholders” tab;
- iii. Now, select the “Onelife Capital Advisors Limited” from the drop down menu and click on “SUBMIT”;
- iv. Now Enter your User ID ;
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company/RTA.
- 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 last 8 digits of the demat account/folio number in the PAN field. - In case the folio 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 ADITYA SHARMA with folio number 100 then enter AD00000100 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.

- viii. After entering these details appropriately, click on “SUBMIT” tab;
- ix. Members holding shares in physical form will then reach directly the Company 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;
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;

- xi. Click on the EVSN for the relevant <ONELIFE CAPITAL ADVISORS LIMITED> on which you choose to vote;
- xii. 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;
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details;
- xiv. 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;
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system:
 - 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;
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com;
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on;
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.

12. The e-voting period commences from 10.00 a.m. on Thursday, 14th January, 2016 and ends at 05.00 p.m. on Friday, 12th February, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08th January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
13. 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 www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
14. 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
160109001	FOLIO NUMBER/ DP ID & CLIENT ID	PAN NO / SEQUENCE NO

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

Item No.1

The Company had vide Prospectus Dated October 10, 2011 issued 33,50,000 equity shares of Rs.10/- each for cash at a premium of Rs.100/- per share aggregating to Rs. 36,85,00,000 to the public. The objects for which the amount was raised, as stated in the Prospectus were:

- (i) Purchase of Corporate Office at Mumbai – Rs 700.00 Lakhs
- (ii) Development of Portfolio Management Services - Rs. 1157.80 Lakhs
- (iii) Brand building – Rs. 770.00 Lakhs
- (iv) General Corporate purposes – Rs. 897.60 Lakhs and
- (v) Issue expenses – Rs. 159.60 Lakhs

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 the 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 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 a reply 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 20, 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. 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 January, 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) issuing inter alia the following directions :

"Onelife Capital Advisors Ltd (PAN No. AAACO9540L) 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."

The Company received full IPO proceeds of the amount Rs. 35.25 crores. Rs 7.70 crores from M/s KPT Infotech Private Limited paid towards Brand Building. Rs 12 crores from Precise Consulting & Engineering Private Limited paid towards Development of Portfolio Management Services and General Corporate Purpose and Rs 15.55 crores from Fincare Financial & Consultancy Services Private Limited paid towards Development of PMS Business and payment of finder fees and Purchase of Corporate Office. Thus the Company complied with the directions given by SEBI in its order dated August 30, 2013.

The Company had received show cause notice dated 25th October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. The Company has received Adjudication order dated 28th November, 2014 imposing a penalty of Rs. 45 lacs on the Company, Rs.155 lacs on Managing Director Mr. Pandoo Naig and Rs.150 lacs on Executive Chairman Mr. T. K. P Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 lacs to SEBI as per the direction and

debited the penalty of Rs. 45 Lacs as expenses during the year ended 31st March, 2015 which has been disclosed under the head "Exceptional Items" in the Financial Results.

Besides this, on July 07, 2014 the Company has received a Notice under Regulation 25(1) of SEBI (Intermediaries) Regulations, 2008 whereby SEBI has alleged us in contravening the provisions of SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992 and SEBI (Merchant Bankers) Regulations, 1992 being not a 'fit and proper person' to act as stock-broker and a merchant banker. The Company has filed its reply.

Under the circumstances the Company was impacted and was not able to deploy the IPO Proceeds for the Objects mentioned in the Prospectus dated 10th October, 2011. The licenses held by the Company as Merchant Bankers, PMS, Clearing member and Broking were lapsed/surrendered and not renewed. However the application for surrender of Broking license was returned by BSE.

The Company had to look out for other opportunities of Business and so the Board considered the matter in the Board meeting held on October 30, 2013, and after due deliberations the Board of Directors, subject to the approval of members and such other approvals as may be required, approved alteration/modification/change of objects of the IPO as mentioned in the prospectus dated 10th October, 2011 and utilization of unused IPO proceeds for the following objects:-

- (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.

The aforesaid change in the IPO objects was approved by the members of the Company by way of Postal Ballot, results of which were declared on 23rd January, 2014.

Upon the aforesaid alteration, the Company utilized IPO proceeds of Rs. 900.00 lakhs by acquisition of property for its registered office by acquiring 100% Equity shares of Eyelid Infrastructure Private Limited as follows-

1. Acquisition of property by way of acquiring 100 % Equity Shares of Eyelid Infrastructure Pvt. Ltd.	Rs. 900.00 Lakhs.
2. Issue expenses from IPO Proceeds	Rs. 160.00 Lakhs.

Total	Rs. 1060.00 Lakhs.
	=====
Balance IPO proceeds	Rs. 2625 Lakhs.

OCAL was not in a position to identify appropriate opportunities for the Balance IPO Proceeds of Rs. 2625 lakhs, that will be in its best interests, as approved by the members by way of Postal ballot results of which was declared on 23rd January, 2014.

OCAL continued its efforts for appropriate opportunities to deploy the aforesaid amount. Meanwhile it came to know that majority of shareholders of 1. Destimoney Securities Private Limited ("DSPL") , 2. Destimoney Commodities Private Limited ("DCPL"), 3. Destimoney Distribution and Advisory Services Private Limited ("DDASPL") and 4. Sarsan Securities P Ltd. ("SARSAN") belonging to the "Destimoney Group" which is engaged in the business of financial products, advisory, research, share broking, commodities broking etc, intended to sell their shareholdings.

DSPL is engaged in the business of Securities Broking, Wealth Management, Depository Participants etc. DCPL is in the business of Commodities Broking. DDASPL is in the Business of Distribution of third party financial products such as insurance, mutual funds etc. and SARSAN is a Non Banking Finance Company. The vision is to build one of the successful customer centric financial services entities that delivers value to the financial needs of the average Indian, with global products and processes ultimately and managed by professionals at the Board level and top management level. It is currently having approximately 60,000 clients across 300 cities/towns, 20 branches and 1200 franchises with pan India presence.

OCAL intends to be present in the market of the business of the above four Companies. In this connection Purple India Holding Limited ("PIHL") through its Holding Company i.e. Purple Finance Limited was having "Right of first Refusal" for sale of shares of DSPL. As per the share purchase agreement dated 31st March, 2011 between the shareholders of DSPL, any shareholder who wants to exit is required to first offer the same to the existing shareholders only i.e. "First Right to Refusal". Purple Finance Limited had exercised its right through PIHL to acquire shares of DSPL subject to regulatory and other necessary approvals. All the shareholders of PIHL has sold their 100% shareholding to OCAL, thereby became wholly owned subsidiary of OCAL.

The majority shareholders of DSPL i.e. 1. Destimoney Enterprises Limited, Mauritius ("DELM"); 2. Mr. Raghuvinder Kataria; 3. Mr. Sudip Bandyopadhyay; and 4. Trustees of Destimoney Employees Benefit Trust, have signed Share Purchase Agreement (SPA) for sale of their shareholdings to PIHL subject to requisite regulatory approvals. Remaining shareholders of DSPL namely Dhanlakshmi Bank and Purple Finance Limited will continue to stay invested with DSPL.

Both the shareholders holding 100% Shares of DCPL i.e. 1. Mr. Sudip Bandyopadhyay and 2. Mr. Anand Dorairaj, have signed Share Purchase Agreement (SPA) for sale of their shareholdings to PIHL subject to requisite regulatory approvals.

All the shareholders holding 100% Shares of DDASPL i.e. 1. DSPL; 2. Mr. Anirudh Jain and 3. Mr. Sanjay Nayak, have signed Share Purchase Agreement (SPA) for sale of their shareholdings to PIHL.

Both the shareholders holding 100% Shares of SARSAN i.e. 1. DSPL; 2. QSK Advisory Private Limited, have signed Share Purchase Agreement (SPA) for sale of their shareholdings to PIHL subject to requisite regulatory approvals.

The Management of OCAL in their wisdom viewed it as an appropriate opportunity in the best interests of the Company. After due deliberation, discussion and as advised/recommended by the Audit Committee, the Board of OCAL in its Board Meeting held on 10th September, 2015 decided to acquire following Equity shares with its all rights and obligations subject to regulatory and other necessary approvals if any:

1. To Purchase 1400000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited ("PIHL") for a consideration of Rs. 1,40,03,000/-
2. To Acquire 2400000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Destimoney Distribution and Advisory Services Private Limited ("DDASPL") for a consideration of Rs. 4,00,00,334/- through its wholly owned subsidiary i.e. PIHL.
3. To Acquire 1100000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Destimoney Commodity Private Limited ("DCPL") for a consideration of Rs. 5,25,00,477/- through its wholly owned subsidiary i.e. PIHL
4. To Acquire 1363435 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Sarsan Securities P Ltd ("SARSAN") for a consideration of Rs. 11,00,00,000/-through its wholly owned subsidiary i.e. PIHL
5. To Acquire 69078029 fully paid up class A Equity shares of Rs. 10 each (i.e. 76.25% Class A Equity shares) for a consideration of Rs. 89,17,336/- and 27305825 fully paid up class B Equity shares of Rs. 10 each (i.e. 96.28% Class B Equity shares) for a consideration of Rs. 1,76,24,649/- of Destimoney Securities Private Limited ("DSPL") through its wholly owned subsidiary i.e. PIHL

Investment decision as stated in this notice may or may not be directly reflective of historical profits/performance/net worth/conventional valuation criteria adopted for the valuation of the PIHL, DDASPL, DCPL, SARSAN and DSPL, but based on potentials of these outfits in business, initiatives/strategies taken /adopted from time to time will justify the valuation. IPO proceeds of Rs. 2430 Lakhs is utilized for acquisitions of Equity shares as mentioned above and/or repayment of debt and/or working capital and/or any combinations thereof of PIHL, DDASPL, DCPL, SARSAN and DSPL. The Board of OCAL took various factors into consideration with respect to valuation in the above investments as a whole after considering the existing market share of business, Professional management, technology, customer base, branches, franchisees etc. to establish in the present form & condition and future potentials involved in the these businesses. Returns to OCAL due to above investments may be expected to be over a long period of time and not of a immediate nature.

Financial Summary of the aforesaid Companies for the last 3 years is as follows:

A) Purple India Holding Limited

(Amount In Rupees)

Particulars	Financial year end as on		
	31/03/2015	31/03/2014	31/03/2013
Total Revenue	19,21,263.95	3,74,14,152.61	82,56,037
Total Expenditure	(7,73,301.12)	(2,58,95,895.66)	(3,13,16,064)
Profit/(Loss) Before Depreciation and Interest and Tax	11,47,962.83	1,15,18,256.95	(2,30,60,027)
Depreciation	(1,03,172.69)	(13,13,062.67)	(9,17,341)
Profit/(Loss) Before Interest and Tax	10,44,790.14	1,02,05,194.28	(2,39,77,368)
Interest Expense	(1,38,377.49)	(7,14,984.42)	(61,191)
Profit/(Loss) Before Tax	9,06,412.65	94,90,209.86	(2,40,38,559)
Tax Expense			
(i) Current Tax	(2,00,000.00)	(20,00,000.00)	-
(ii) Deferred Tax	(46,090.00)	3,73,170.00	(70310)
Profit/(Loss) after Tax	6,60,322.65	78,63,379.86	(2,41,08,869)
Basic/Diluted Earnings Per Share	0.53	6.29	(19.29)

B) Destimoney Distribution and Advisory Services Private Limited

(Amount In Rupees)

Particulars	Financial year end as on		
	31/03/2015	31/03/2014	31/03/2013
Total Revenue	1,66,64,685	4,64,79,477	93,80,990
Total Expenditure	(3,28,58,712)	(4,56,86,117)	(74,17,287)
Profit/(Loss) Before Depreciation and Interest and Tax	(1,61,94,027)	7,93,360	19,63,703
Depreciation	-	-	-
Profit/(Loss) Before Interest and Tax	(1,61,94,027)	7,93,360	19,63,703
Interest Expense	(91,747)	(255,396)	(16,48,296)
Profit/(Loss) Before Tax	(1,62,85,774)	5,37,964	3,15,407
Tax Expense			
(i) Current Tax	-	(1,88,320)	(97,461)
(ii) Deferred Tax	-	-	-
Profit/(Loss) after Tax	(1,62,85,774)	3,49,644	2,17,946
Basic/Diluted Earnings Per Share	(6.79)	0.15	0.09

C) Destimoney Commodity Private Limited

(Amount In Rupees)

Particulars	Financial year end as on		
	31/03/2015	31/03/2014	31/03/2013
Total Revenue	5,67,23,122	9,82,43,196	15,10,98,971
Total Expenditure	(5,45,94,306)	(9,13,38,293)	(14,36,69,792)
Profit/(Loss) Before Depreciation and Interest and Tax	21,28,816	690,4903	74,29,179
Depreciation	(3,27,672)	(4,21,195)	(4,01,395)
Profit/(Loss) Before Interest and Tax	18,01,144	64,83,708	70,27,784
Interest Expense	(15,91,748)	(61,16,481)	(56,85,243)
Profit/(Loss) Before Tax	2,09,396	3,67,227	13,42,541
Tax Expense			
(i) Current Tax	-	(2,66,447)	(3,00,000)
(ii) Tax of Earlier years	(10,33,893)	-	-
(iii) Deferred Tax	37,936	1,40,469	-
Profit/(Loss) after Tax	(7,86,561)	2,41,249	10,42,541
Basic/Diluted Earnings Per Share	(0.72)	0.22	0.95

D) Sarsan Securities P. Ltd.

(Amount In Rupees)

Particulars	Financial year end as on		
	31/03/2015	31/03/2014	31/03/2013
Total Revenue	3,49,16,864	2,32,13,270	1,37,17,319
Total Expenditure	(3,77,61,489)	(1,81,17,248)	(67,53,306)
Profit/(Loss) Before Depreciation and Interest and Tax	(28,44,625)	50,96,022	69,64,013
Depreciation	(4,69,009)	(23,170)	-
Profit/(Loss) Before Interest and Tax	(33,13,634)	50,72,852	69,64,013
Interest Expense	(1,96,89,605)	(43,01,646)	60,62,867
Profit/(Loss) Before Tax	(2,30,03,239)	7,71,206	9,01,146
Tax Expense			
(i) Current Tax	-	(2,38,446)	(3,94,261)
(ii) Deferred Tax	22,489	(22,489)	-
Profit/(Loss) after Tax	(2,29,80,750)	5,10,271	5,06,885
Basic Earnings Per Share	(37.12)	0.84	0.83
Diluted Earnings Per Share	(37.12)	0.52	0.83

E) Destimoney Securities Private Limited

(Amount In Rupees)

Particulars	Financial year end as on		
	31/03/2015	31/03/2014	31/03/2013
Total Revenue	44,13,65,466	45,61,25,101	45,48,59,985
Total Expenditure	(48,19,85,489)	(52,78,73,486)	(56,66,46,790)
Profit/(Loss) Before Depreciation and Interest and Tax	(4,06,20,023)	(7,17,48,385)	(11,17,86,805)
Depreciation and Amortization	(74,39,810)	(78,03,736)	(1,46,57,586)
Profit/(Loss) Before Interest and Tax	(4,80,59,833)	(7,95,52,121)	(12,64,44,391)
Interest Expense	(4,04,95,295)	(3,02,01,352)	(2,56,51,828)
Profit/(Loss) Before Tax	(8,85,55,128)	(10,97,53,473)	(15,20,96,219)
Less: Tax Expense			
(iii) Current Tax	-	-	-
(iv) Deferred Tax	-	-	-
Profit/(Loss) after Tax	(8,85,55,128)	(10,97,53,473)	(15,20,96,219)
Basic/Diluted Earnings Per Share of Rs. 10 each			
- Class A Equity Shares - Reported	(0.38)	(0.50)	(0.71)
- Class A Equity Shares - Restated	-	-	(0.68)
- Class B Equity Shares - Reported	(0.38)	(0.50)	(1.41)
- Class B Equity Shares - Restated	-	-	(1.34)

The Audited Balance sheets of the all the aforesaid Companies for the last 3 years 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 12/02/2016.

However due to combination of factors including high administrative and other expenses of DSPL, DCPL, DDSAPL and SARSAN was incurring losses or having negligible profit as mentioned above. The management of OCAL feels that after the acquisition it has the ability to reduce high administrative costs etc, invigorate the businesses through suitable mix and strategies and by adapting such other strategies including technology, across the vast client base to achieve appropriate returns on investments. This is a strategic long term investment and may or may not necessarily give good return on investment immediately.

By making a single acquisition of PIHL, OCAL will be in the position to have a presence in the above four key business segments in the financial sector. The leg-up time to enter and get stabilized in these businesses is expected to be an advantage to OCAL through the said investment, to an extent off setting for the time missed in the business activities since IPO. Although they are not strictly in the same businesses as stated at the time of IPO, yet it is very much related to the same markets.

In the event of non receipt of approval of the concerned regulatory(ies)/authority(ies), Board of Directors are hereby further authorized to transfer/assign/sell the rights/interest to other acquirer(s)/buyer(s) with such terms and condition and consideration as may be approved by the Board of Directors and the acquirer(s)/buyer (s) and no further approval of Shareholders will be require for the same.

To fund the aforesaid acquisition and the operations thereafter, the Board of Directors have, subject to the approval of members and such other approvals as may be required, approved the alteration/modification/change of objects of the IPO and utilization of the Balance IPO proceeds for the purposes as stated in the Special Resolution mentioned in the notice.

OCAL had acquired property from M/s. Eyelid Infrastructure Private Limited by way of acquiring 100% shareholding of M/s. Eyelid Infrastructure Private Limited from Mr. Pandoo Naig Managing Director of OCAL as related party, The members of OCAL had approved the related party transaction by way of passing special resolution in the Annual General Meeting held on 30th September, 2015. The premises require addition/renovation for use as registered office. For addition/renovation Rs. 195.00 lakhs is required to use for the same.

The Board of Directors of OCAL are of the opinion that the proposed alteration/modification/change of objects for utilization of IPO proceeds would be in the best interests of the OCAL.

In terms of the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder, consent/approval/ratification of the members is being sought for making alteration/modification/change in the objects for which IPO proceeds were to be deployed.

Further, in terms of section 27, the dissenting shareholders viz. those shareholders who do not agree to the proposal to alter/ vary the objects for which IPO proceeds were to be deployed, shall be given an exit offer by Mr. Pandoo Naig, Promoter and Managing Director of the Company at such exit price, and in such manner and conditions as may be specified by the Securities and Exchange Board by making regulations in this behalf.

Copies of the agreements/contracts/SPAs 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, February 6, 2012, June 25, 2012 and January 24, 2013 passed by the Hon'ble SAT, Show cause notices issued by SEBI dated 25th October 2013 and 07th July 2014 are

available for inspection by any Member at the Registered Office of the Company between 10.00 a.m. to 05.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays).

Your Directors recommend the passing of the resolution set out in Item Nos. 1 of the Notice as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The information required under Companies (Prospectus and Allotment of Securities) Rules, 2014 including any modifications or re-enactment thereof as amended from time to time are furnished hereunder:

1.	The Total money raised	Rs. 3685 Lakhs
2.	The Total Money utilised for the objects of the Company stated in the prospectus and extent of achievement of the proposed objects	Rs. 1060 Lakhs which constitutes 28.77% of achievement of the proposed objects
3.	The unutilised amount out of the money so raised through prospectus	Rs. 2625 Lakhs
4.	The particulars/terms of the proposed alteration or change in the object	(i) IPO proceeds of Rs. 2430 lakhs is used for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company may decide from time to time. and (ii) IPO proceeds of Rs. 195 lakhs be used for the renovation/addition in the Premises where Company's Registered Office is presently situated"
5.	The reason and justification for the alteration or change in objects	The Company raised IPO proceeds in the month of September – October, 2011 for the objects stated in the prospectus dated 10th October, 2011. Immediately thereafter SEBI started the investigations for utilization of IPO proceeds and directed the Company not to proceed further till the investigations are over. SEBI passed the final order on 30th August, 2013 and directed the Company to bring back the money so raised. The Company received back all the IPO proceeds as per the direction of the SEBI. In the changed circumstance, the Company changed the Object which was stated in the prospectus dated 10th October, 2011 by way of Postal Ballot, results of which was declared on 23rd January, 2014. Further in accordance with the objects, the Board of Directors utilized Rs. 900 Lakhs for acquiring the property by way of purchase of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited, Leaving Balance IPO amount of Rs. 2625 Lakhs. The Management of OCAL in their wisdom viewed financial and related business activities as an appropriate opportunity in the best interests of the Company. After due deliberation, discussion and as advised/recommended by the Audit Committee, the Board of OCAL in its Board Meeting held on 10th September, 2015 decided to acquire 100% Equity shares of Purple India Holdings Limited (PIHL) with its all rights and obligations subject to regulatory and other necessary approvals. PIHL has signed Share Purchase Agreement (SPA) to acquire majority shareholding of Destimoney Securities Private Limited ("DSPL"). Destimoney Distribution and Advisory Services Private Limited ("DDASPL"), Destimoney Commodities Private Limited ("DCPL") and Sarsan Securities P Ltd. ("SARSAN") are group Companies of DSPL and the majority shareholders of DDASPL, DCPL and SARSAN have signed SPA to sale of their 100% shareholding to PIHL. IPO proceeds of Rs. 2430 Lakhs is utilized for acquisitions of Equity shares as mentioned above and/or repayment of debt and/or working capital and/or any combinations thereof of PIHL, DDASPL, DCPL, SARSAN and DSPL. The Board of OCAL took various factors into consideration with respect to justification of the above investments as a whole after considering the existing market share of business, Professional management, technology, customer base, branches, franchisees etc. to establish in the present form & condition and future potentials involved in the businesses of the above entities. Thus by making a single acquisition of PIHL, OCAL will be in the position to have a presence in the above four key business segments in the financial sector. The leg-up time to enter and get stabilized in these businesses is expected to be an advantage to OCAL through the said investment.
6.	The amount proposed to be utilized for the new object	Rs. 2625 Lakhs.

7.	The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company	After the above utilization of the IPO proceeds, the overall consolidated earnings and cash flow of the Company is expected to improve in the long term either directly or through its subsidiaries. This is a strategic long term investment and may or may not necessarily give good return on investment immediately.
8.	The other relevant information which is necessary for the member to take an informed decision on the proposed resolution	As mentioned in the notice and explanatory statement which is available on Company's website i.e. www.onelifecapital.in .
9.	The place from where any interested person may obtain a copy of the notice of the resolution to be passed	Registered office of the Company and Company's website i.e. www.onelifecapital.in
10.	The original purpose or object of the Issue	The objects for which the amount was raised, as stated in the Prospectus dated 10 th October, 2011 were: (i) Purchase of Corporate Office at Mumbai – Rs 700.00 Lakhs (ii) Development of Portfolio Management Services - Rs. 1157.80 Lakhs (iii) Brand building – Rs. 770.00 Lakhs (iv) General Corporate purposes – Rs. 897.60 Lakhs and (v) Issue expenses – Rs. 159.60 Lakhs The above object was further altered/modified/changed and approved by the members of the Company by way of Postal Ballot, results of which were declared on 23 rd January, 2014 as follows: (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 2628 lakhs shall be utilized for these purposes and (ii) General Corporate purposes Rs 898 lakhs.
11.	The proposed time limit within which the proposed varied objects would be achieved	Upon obtaining requisite approvals as may be required.
12.	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	As mentioned in the notice and explanatory statement which is available on Company's website i.e. www.onelifecapital.in .
13.	The risk factors pertaining to the new objects	Regulatory approvals, Market Conditions, Performance of economy at the country and global levels, Regulatory controls etc. that may come in future, Human resources, Unforeseen circumstances inspite of Best efforts, Ability to mobilize increase to working capital and such other resources in due course, Returns on investment being of a long term nature and pertaining to the future.
14.	Name of the Director who voted against the proposed variation/alteration	None of the Directors present at the meeting held on 10 th September, 2015 had voted against the proposed variation/alteration.

Item 2

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. OCAL was having the sanction of the members when it was a Private Limited Company. Keeping in mind the future requirement and Company's Business your directors deem it fit to take the approvals of the members again for the same Amount i.e. Rs. 500 crores.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as set out in Item No. 2 of the Postal Ballot Notice for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. Your approval is being sought by

voting through Postal Ballot pursuant to the provisions of Section 110 of the Act and the Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

For and on behalf of the Board of Directors

ONELIFE CAPITAL ADVISORS LIMITED

Pandoo Naig
Managing Director
DIN No. 00158221

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parle (w)Mumbai 400 049
CIN: L74140MH2007PLC173660
e-mail: cs@onelifecapital.in

Place: Mumbai
Date: 11/12/2015

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd Off: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037 Email id: cs@onelifecapital.in; Web.: www.onelifecapital.in**POSTAL BALLOT FORM****Sr. No.**

1	Name & Registered Address of the Sole/ first named Member (including Joint-holders, if any) (In block letters)	
2	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)	
3	No. of Equity Share(s) held	

I/ We hereby exercise my/ our vote in respect of the following resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice of Postal Ballot dated 11th December, 2015 of the Company, by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick (✓) mark at the appropriate box below:

Item No.	Particulars of Resolutions	Number of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Altering the objects of the Initial Public Offer (IPO) for which amount was raised.			
2.	Special Resolution for Approval for making investments, providing loans, guarantees and securities beyond the prescribed limits.			

Place:

Date:

Signature of the Member(s)

EVS (Electronic Voting Sequence Number)	User ID	*Default PAN/ Password
160109001		

*** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN filed.**

NOTES:

1. If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions overleaf before exercising your vote. For e-voting instructions, kindly refer the Notice of Postal Ballot.
2. The facility to exercise vote by physical postal ballot form and e-voting will be available during the following period: **Commencement of voting from 10.00 a.m. (IST) on Thursday, 14th January, 2016 End of voting Up to 5.00 p.m. (IST) on Friday, 12th February, 2016.**
3. The Postal Ballot Forms received after 5.00 p.m. (IST) on Friday, 12th February, 2016 will be treated as if the reply from the Member has not been received.
4. Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.

IMPORTANT INSTRUCTIONS:

- I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the Member / Beneficial Owners as on the cut-off date i.e. Friday, 8th January, 2016.
- II. Voting by Postal Ballot in physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
- III. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
- IV. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- V. A Member can opt only one mode for 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 form will be treated as invalid.
- VI. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
The result of the postal ballot would be declared by the Company not later than 5.00 p.m. (IST) on and before Saturday, 13th February, 2016. These results will be displayed at the Registered Office of the Company, hosted on the website of the Company i.e. www.onelifecapital.in and will be simultaneously communicated to the Stock Exchanges.
Any queries/grievances pertaining to voting by physical postal ballot can be addressed to the Company Secretary & Compliance Officer at the Registered Office of the Company or by sending an e-mail at cs@onelifecapital.in.

Instructions for Voting by Physical Postal Ballot Form

- I. A Member desirous of exercising vote by physical postal ballot should complete the Form in all respects and send it after signature to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
- II. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- III. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- IV. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member are required to enclose an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- V. In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter giving requisite authority to the person voting on the Postal Ballot Form.
- VI. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member in the respective column.
- VII. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed business reply 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.
- VIII. Postal Ballot Forms with following deficiencies will be rejected on the following grounds:
 - If the form other than one issued by the Company has been used.
 - If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - If the signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/ Depository Participant.
 - If it is not possible to determine without any doubt the assent or dissent of the Member.
 - If neither assent nor dissent is mentioned.
 - Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
 - If the envelope containing the postal ballot form is received after the last date Prescribed.
 - If the postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - If the Postal Ballot Form is defaced /mutilated in such a way that it's identity as a genuine form cannot be established.
 - If a Member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - If the Postal Ballot Form is received after the stipulated period.