

ONELIFE CAPITAL ADVISORS LIMITED



"To be a credible destination of repute for effective financial solutions."

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CHAIRMAN'S SPEECH

Respected Shareholders,

On behalf of Onelife Capital Advisors Limited (“OCAL”) and its Board of Directors, I am pleased to present before you the 12th Annual Report of your Company.

The new financial year has started with the Modi Government returning to power with a thunderous majority voicing an ambitious target to make India a \$5 trillion economy by 2024. A strong mandate at the Centre makes a strong case for stability and clarity in possible policy outlook and long-term reforms substantiating our theme of Growing India, Glowing India.

Growth is expected to remain weak in the first half of 2020 on weak consumption demand and export income. The rising collections of GST collection and constant growth in direct tax to GDP ratio are welcome for the Indian economy. We expect the inflation framework (low food prices and positive real rates), fiscal consolidation, infrastructure spending, FDI focus and strong external affair policies should help revive growth in second half of 2019-20. However, a below normal monsoon, spike in oil prices and global trade disputes, are the key risks that could dampen the growth outlook.

With a view to improve compliance and strengthen our business efficiency, the Company had filed a Scheme of Amalgamation involving merger of six wholly owned subsidiaries with the Company. In this regard, the Honorable National Company Law Tribunal's ("NCLT"), Mumbai Bench, had approved the Scheme vide its order dated July 18, 2019. The certified copy of which has since been filed with the Registrar of Companies, Mumbai. With this step, the Scheme has become effective from the Appointed Date, viz., April 1, 2018. The scheme would thereby cut down many unnecessary expenses leading to further focus and growth of your Company.

For OCAL, Fiscal year 2018-19 was a mixed bag in terms of business and operations. While we continued to put strong building blocks in place for the future through investments in innovation, people and digital, our overall performance fell short of our aspirations and in-house targets. We are taking a number of corrective actions to address this anomaly.

The income of your Company stood at Rs. 1064.74 Lacs, more than the previous year's income of Rs.742.13 Lacs. But due to the rise in expenses, your Company has suffered a loss of Rs. 1.80 Lacs compared to the previous year's profit of Rs. 7.47 Lacs. Our management team is deeply committed to turnaround this business situation. They continue to show admirable resilience and agility in responding to the macroeconomic challenges. I am confident that together, we will deliver a stronger fiscal year 2019-20 and will have better inputs to share with you all.

We remain committed to our vision of servicing clients by offering the next generation financial solutions and right advice to clients that will help us to create value for our investors and customers at all times. In this context, we are continuously focusing on expanding our bouquet of financial solutions and improving our digital offerings to provide a holistic experience. Our business model is relatively simple. It revolves around the thumb rule that if we treat prospective and existing clients the way we would want to be treated, they will choose to build a relationship with us and thus do more business with us. SERVICE and TRUST are the pillars on which we are molding this organization.

Your company has adhered to a set of principles that ensure responsible behavior and value systems. Since our inception, and you as owners, your company is confident that these principles that define what we do every day at your Company will define the future we are building for a better tomorrow. We're confident that our approach can help all our stakeholders take ownership of their financial future.

To all our customers, business partners, shareholders, investors and communities, my sincere gratitude for your trust and support through the years. At OCAL, we often say that we are only as good as what we do next. So, I look forward to your continued partnership as we craft the best years of OCAL.

Thank you for your ongoing trust and confidence.

Best Regards

A handwritten signature in black ink, appearing to read 'TKP Naig', with a long, sweeping horizontal stroke extending to the right.

**Yours sincerely
TKP Naig**

COMPANY'S INFORMATION**BOARD OF DIRECTORS:**

Mr. Prabhakara Naig	Executive Chairman & Whole-time Director
Mr. Pandoo Naig	Managing Director & CFO
Mr. Ram Narayan Gupta	Director (Independent Director)
Mr. Amol Shivaji Autade	Director (Independent Director)
Ms. Sonam Satish Kumar Jain	Director (Independent Director)
Mr. Mahendra Salunkhe (upto 13 th June, 2018)	Director (Independent Director)

BOARD COMMITTEES:**AUDIT COMMITTEE**

Mr. Ram Narayan Gupta	Chairman
Mr. Pandoo Naig	Member
Mr. Amol Shivaji Autade	Member

STAKEHOLDER RELATIONS COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Ms. Sonam Satish Kumar Jain	Member
Mr. Ram Narayan Gupta	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Ram Narayan Gupta	Member
Ms. Sonam Satish Kumar Jain	Member

RISK MANAGEMENT COMMITTEE

Mr. Pandoo Naig	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Sonam Satish Kumar Jain	Member

COMPANY SECRETARY:

Ms. Aditi Mahamunkar

STATUTORY AUDITORS:

M/s. Khandelwal Jain & Co.
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Ajay Kumar & Co.
Practicing Company Secretaries

INTERNAL AUDITORS:

G.S. Toshniwal & Associates
Chartered Accountants

REGISTERED OFFICE:

Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Registered Address: Plot No. A356, Road No. 26, Wagle Industrial Estate,
MIDC, Thane (West) - 400604, Maharashtra

Tel no.: 022-25833206

Email Id: cs@onelifecapital.in

Website: www.onelifecapital.in

BANKERS:

Indian Bank

Axis Bank

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENT:

Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad,
Telangana – 500 032

Contact Details: +91 40 67161631

E-mail: dalvianil.shantaram@karvy.com

Website: www.karvycomputershare.com

SHARES LISTED AT:

BSE Limited (Scrip code: 533632)

National Stock Exchange of India Limited (Symbol: ONELIFECAP)

DEPOSITORIES:

National Securities Depository Limited

Central Depository Services (India) Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON THURSDAY, 26TH DECEMBER, 2019 AT 11.00 A.M. AT BRAHMAN SEVA SANGH, 19, BRAHMAN SOCIETY, LATE DIVAKAR GANESH GANGAL ROAD, NAUPADA, THANE (WEST) - 400602, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:**1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt:

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

To appoint a Director in place of Mr. Pandoo Naig (DIN: 00158221), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:**3. RE-APPOINTMENT OF MR. RAM NARAYAN GUPTA (DIN: 01130155) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass, with or without modification(s) the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Ram Narayan Gupta (DIN: 01130155), who was appointed as an Independent Director at the Seventh Annual General Meeting of the Company and holds office up to the ensuing Annual general meeting and has already attained the age of 75 years and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years effective from this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

4. RE-APPOINTMENT OF MR. AMOL AUTADE (DIN: 06788961) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, with or without modification(s) the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Amol Autade (DIN: 06788961), who was appointed as an Independent Director at the Seventh Annual

General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years effective from this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

5. APPROVAL FOR CONTINUATION OF OFFICE BY MR. PRABHAKARA NAIG (DIN: 00716975) AS A WHOLE-TIME DIRECTOR OF THE COMPANY UPON ATTAINING THE AGE OF 70 YEARS

To consider and if thought fit to pass, with or without modification(s) the following resolution as **Special Resolution:**

“RESOLVED That pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby granted for continuation of holding of office as a Whole-Time Director by Mr. Prabhakara Naig (DIN: 00716975) who has attained the age of 70 (Seventy) years as on January 20, 2019 upto the expiry of his present term of office, on the existing terms and conditions duly approved by the shareholders through a special resolution passed at the Ninth Annual General Meeting held on September 30, 2016.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

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

**T.K.P Naig
Executive Chairman
DIN: 00716975**

Registered Office:

Regd. Off: Plot No. A356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West) - 400604, Maharashtra
CIN: L74140MH2007PLC173660

E-mail: cs@onelifecapital.in

Website: www.onelifecapital.in

Tel no.: 022-25833206

Place: Thane

Date: 13th November, 2019

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and rules made thereunder, in respect to item no. 3- 5 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from Friday, 20th December 2019 to Thursday, 26th December, 2019 (both the days inclusive).**
6. The members are requested to Intimate to the Company's Registrars and Share Transfer Agents, Karvy Fintech Private Limited having registered office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032, India (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondences;
7. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed **Form SH-13** with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
8. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
9. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
10. To note that no gift or gift coupons will be distributed at the meeting.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.

13. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.

14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.

Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address or send an E-mail to cs@onelifecapital.in so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

15. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. The Company has designated an exclusive email ID called redressal@onelifecapital.in for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at redressal@onelifecapital.in or cs@onelifecapital.in.

17. Members may also note that the Notice of the twelfth AGM and Annual Report 2018-2019 will be available on the Company's website www.onelifecapital.in. Relevant documents referred to in the accompanying Notice will also be available at the Company's Registered Office for inspection on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at cs@onelifecapital.in.

18. The shares of the Company are listed at the **BSE Limited**, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 and **National Stock Exchange of India**, Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The Listing fees have been paid in time for the year ended 31st March, 2019.

19. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.

20. The relevant details as required under Regulation 36 (3) of SEBI (Listing and Disclosure requirement) Regulations, 2015, person seeking appointment/re-appointment as director under item no. 2, 3 & 4 of the notice are annexed.

21. The Board of Directors of the Company has appointed Mr. Mukesh Siroya, Proprietor, M. Siroya & Co., Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

22. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.onelifecapital.in and on the website of Karvy <https://evoting.karvy.com> within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

24. At the Tenth AGM held on September 27, 2017 the members approved appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) as Statutory Auditors of the Company to hold office for a period of four years from the conclusion