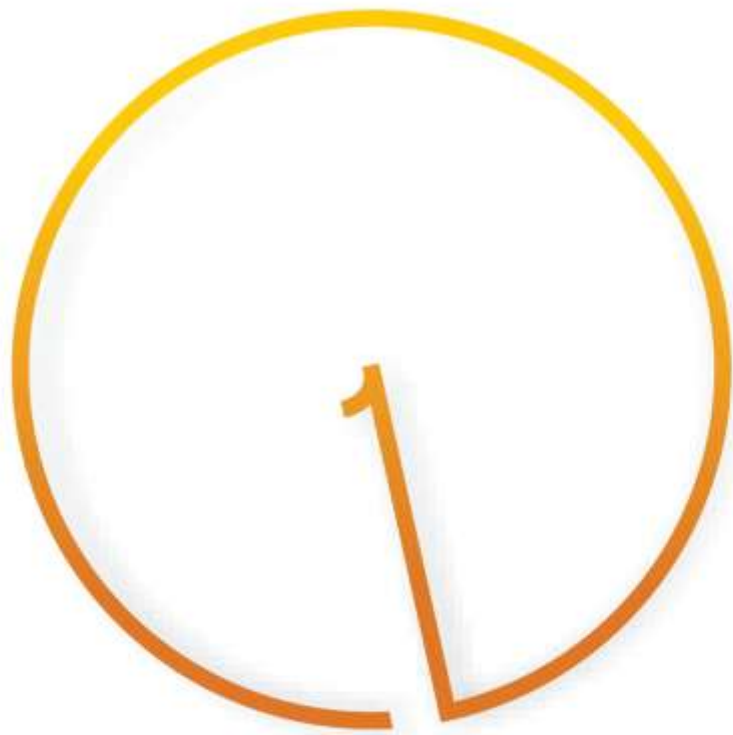


14th Annual Report 2020-21

ONELIFE CAPITAL ADVISORS LIMITED



onelife
one solution

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

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COMPANY'S INFORMATION

BOARD OF DIRECTORS:

| | |
|------------------------------|--|
| Mr. Prabhakara Naig | Chairman and Whole-time Director |
| Mr. Pandoo Naig | Managing Director and CFO |
| Mr. Gurunath Mudlapur | Director (Non – Executive Non- Independent Director) |
| Mr. Dhananjay Parikh | Director (Non – Executive Independent Director) |
| Mr. Amol Shivaji Autade | Director (Non – Executive Independent Director) |
| Mrs. Sonam Satish Kumar Jain | Director (Non – Executive Independent Director) |

BOARD COMMITTEES:

AUDIT COMMITTEE

| | |
|------------------------------|-------------|
| Mrs. Sonam Satish Kumar Jain | Chairperson |
| Mr. Pandoo Naig | Member |
| Mr. Amol Shivaji Autade | Member |

STAKEHOLDER RELATIONS COMMITTEE

| | |
|------------------------------|----------|
| Mr. Amol Shivaji Autade | Chairman |
| Mrs. Sonam Satish Kumar Jain | Member |
| Mr. Pandoo Naig | Member |

NOMINATION AND REMUNERATION COMMITTEE

| | |
|------------------------------|----------|
| Mr. Amol Shivaji Autade | Chairman |
| Mr. Prabhakara Naig | Member |
| Mrs. Sonam Satish Kumar Jain | Member |

RISK MANAGEMENT COMMITTEE

| | |
|------------------------------|----------|
| Mr. Pandoo Naig | Chairman |
| Mrs. 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 No: 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:

KFin Technologies Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad,
Telangana – 500032.

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 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIOVISUAL MEANS (“OAVM”) 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, 2021 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, 2021 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.

3. APPOINTMENT OF AUDITORS:

To appoint Auditor and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No. 113447W/W-100019), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 14th Annual General Meeting held in the year 2021 till the conclusion of the 19th Annual General Meeting to be held in the year 2026, in place of M/s. Khandelwal Jain

& Co. (Firm Registration Number 105049W) whose tenure expires at the 14th Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

SPECIAL BUSINESSES:

4. RE-APPOINTMENT OF MR. PANDOO NAIG (DIN: 00158221) AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr. Pandoo Naig (DIN: 00158221) as Managing Director (‘MD’) of the Company for the further period of 5 years w.e.f. 2nd December, 2021 till 1st December, 2026 upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

5. RE-APPOINTMENT OF MR. PRABHAKARA NAIG (DIN: 00716975) AS WHOLE-TIME 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr. Prabhakara Naig (DIN: 00716975) who has attained the age of 70 years as Whole-time Director (‘WTD’) of the Company for the further period of 5 years w.e.f. 2nd December, 2021 till 1st December, 2026 upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and WTD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of WTD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and WTD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

6. ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd., on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”), the provisions of the Foreign Exchange Management Act, 1999, (the “FEMA”) as amended from time to time and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by SEBI, RBI, Stock Exchanges or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board”) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 2,00,00,000 (Two Crore Only) convertible warrants (“Warrants”) at a price of Rs. 17.04/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“Equity

Shares”) at a premium of Rs. 7.04 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / specified persons (“proposed allottees”) of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

| Sr. No. | Name of the investors | Category | Number of Warrants | Value of warrants (in Rs.) |
|----------------|------------------------------------|--------------------|---------------------------|-----------------------------------|
| 1. | Mr. Pandoo Naig | Promoter Group | 50,00,000 | 8,52,00,000 |
| 2. | Mr. Prabhakara Naig | Promoter Group | 50,00,000 | 8,52,00,000 |
| 3. | Shree Balajee Enterprises | Non-Promoter Group | 30,00,000 | 5,11,20,000 |
| 4. | Sareen Enterprises | Non-Promoter Group | 30,00,000 | 5,11,20,000 |
| 5. | Atherstone Capital Markets Limited | Non-Promoter Group | 10,00,000 | 1,70,40,000 |
| 6. | Global Focus Fund | Non-Promoter Group | 15,00,000 | 25,560,000 |
| 7. | Aegis Investment Fund | Non-Promoter Group | 15,00,000 | 25,560,000 |
| | Total | | 2,00,00,000 | 34,08,00,000 |

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 31st August, 2021 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of

the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in 3 years for Promoter Group and 1 year for non-promoter group, as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and