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

## Managing Director'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 16<sup>th</sup> Annual Report of the Company for the Financial Year 2022-23.

I hope all of you and your families are keeping safe and well.

With the COVID-19 outbreak and Russia's invasion of Ukraine, among other negative shocks that have affected the world economy over the previous three years, the situation is once again quite unclear. Financial markets have been shaken by the unexpected global economic failures of two specialized regional banks in the United States in mid-March 2023 and the loss of confidence in Credit Suisse, a major international bank. Depositors and investors have reconsidered the security of their holdings and have moved away from institutions and investments that they perceive to be vulnerable.

Due to solid macroeconomic fundamentals, the Indian economy has shown extraordinary resilience in the face of the worsening global scenario. India has become a desirable location for foreign investors thanks to measures to encourage ease of doing business, skilled labor, and the abundance of natural resources, as well as open FDI rules, a sizable domestic market, and expectations for robust GDP development. India is therefore anticipated to experience relatively faster growth in the future.

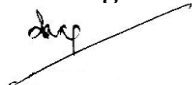
During the year, OCAL was in the process of developing and exploring the opportunities in the Broking services, E-commerce and Information technology (IT) Services. For gaining expertise in the IT sector, the Company has increased the employees in the IT team and trying to retain employees with maximum talent which will strive the company to grow in the IT, Artificial Intelligence (AI) and Data Science sectors. The Company is planning to diversify the business and increase the scope of growth of the Company as it has started growing in sectors of Financial Services after making the strategic investments in Dealmoney Group companies. The strategic objective is to build sustainable organizations that remain relevant to the agenda of the clients, while creating growth opportunities for the employees and generating profitable returns for the investors. Many of the businesses where we are operating and intend to operate are highly regulated. Hence, all our final management decision will be based on regulator and market growth considerations based on our business strengths.

During the FY, your Company's standalone income stood at Rs. 570.36 Lakhs. The Company reported a Profit after Tax of Rs. 0.22 Lakhs. With our ongoing strategy to keep growth and investments as the key focus area in place to handle future business, we are hopeful that all our efforts will converge into real value creation for all our stakeholders in the coming times.

I extend my sincere gratitude for your trust and support to all of our customers, business partners, shareholders, investors and communities, 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**



**Yours sincerely**  
**TKP Naig**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS:**

Mr. Prabhakara Naig	Chairman and Whole-time Director
Mr. Pandoo Naig	Executive Director
Mr. Dhananjay Parikh	Director (Non – Executive Independent Director)
Mr. Aneish Kumar	Director (Non – Executive Independent Director)
Mrs. Sonam Jain	Director (Non – Executive Independent Director)

**BOARD COMMITTEES:**

**AUDIT COMMITTEE**

Mr. Dhananjay Parikh	Chairperson
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**STAKEHOLDER RELATIONS COMMITTEE**

Mrs. Sonam Jain	Chairman
Mr. Dhananjay Parikh	Member
Mr. Aneish Kumar	Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Dhananjay Parikh	Chairman
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Dhananjay Parikh	Chairman
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**CHIEF FINANCIAL OFFICER:**

Mr. Manoj Malpani

**COMPANY SECRETARY:**

Ms. Divya Modi

**STATUTORY AUDITORS:**

M/s. Bagaria & Co LLP  
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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://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](mailto:dalvianil.shantaram@karvy.com)

**Website:** [www.karvycomputershare.com](http://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

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**NOTICE OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 16<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2023 AT 3:00 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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 and the Report of the Auditors thereon.

**2. APPOINTMENT OF A DIRECTOR:**

To appoint a Director in place of Mr. Prabhakara Naig (DIN: 00716975), who retires by rotation and being eligible, offers himself for re-appointment.

**3. TO APPOINT STATUTORY AUDITOR:**

To consider and, if thought fit, to pass with or without modification(s), 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. N R Tibrewala & Co. LLP, Chartered Accountants (Firm Registration No. W100608), be and are hereby appointed as the Statutory Auditors of the Company, for a term of five years commencing from the financial year 2023-24, to hold office from the conclusion of the 16<sup>th</sup> Annual General Meeting until the conclusion of the 21<sup>th</sup> Annual General Meeting to be held in the year 2028, on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

**SPECIAL BUSINESSES:**

**4. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PANDOO PRABHAKAR NAIG (DIN: 00158221) AS DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** Mr. Pandoo Naig (DIN: 00158221), who was appointed as an Additional (Executive) Director who holds office upto the date of this Annual General Meeting in terms of Section of the Companies Act by the Board of Directors with effect from March 23, 2023 on section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this resolution.”

**5. REGULARIZATION OF ADDITIONAL DIRECTOR MR. ANEISH KUMARAN KUMAR (DIN: 08766256) AS DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** Mr. Aneish Kumar (DIN: 08766256), who was appointed as an Additional Director (Non-Executive & Independent) who holds office upto the date of this Annual General Meeting in terms of Section of the Companies Act by the Board of Directors with effect from March 23, 2023 on section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company to hold office for a term up to 5 consecutive years.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this resolution.”

**6. TO APPROVE RELATED PARTY TRANSACTIONS:**

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company for the following transaction(s) related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses, availing or rendering of services, leasing of property etc. proposed to be entered into by the company with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 cr for

the Financial Year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee or Director of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **7. TO INCREASE THE OVERALL MANAGERIAL REMUNERATION OF THE DIRECTORS OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable beyond specified limits under Section 197 of Companies Act 2013 in respect of any financial year as per notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager or Executive Director without the approval of the Central Government but by the approval of members in the general meeting via special resolution .

**RESOLVED FURTHER THAT** where in any Financial Year, the Company has no profits or profits are inadequate, the overall managerial remuneration paid to Directors including all Executive Directors shall not exceed Rs. 60,00,000/- (Rupees Sixty Lakhs Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

#### **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](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)  
Tel no.: 022-25833206

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

**Sd/-  
Prabhakara Naig  
Executive Chairman  
DIN: 00716975**

**Place: Thane**

**Date: 5<sup>th</sup> September 2023**



## **NOTES**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [cs@onelifecapital.in](mailto:cs@onelifecapital.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance



with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- 1) **Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- 2) **Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (i) The voting period begins on 26<sup>th</sup> September, 2023 (09.00 A.M. IST) and ends on 28<sup>th</sup> September, 2023 (05.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option

<p><b>CDSL Depository</b></p>	<p>will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at</li> </ol>