



# Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel No.: 022-25833206 Fax: 022-41842228 Email id: [cs@onelifecapital.in](mailto:cs@onelifecapital.in) Web: [www.onelifecapital.in](http://www.onelifecapital.in)

9<sup>th</sup> June, 2026

To

**BSE Limited**

Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001.

**Scrip Code: 533632**

**National Stock Exchange of India Ltd**

Department of Corporate Services  
Exchange Plaza,  
Bandra- Kurla Complex  
Mumbai- 400051

**Symbol: ONELIFECAP**

**Subject: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), we are enclosing herewith the Notice of Postal Ballot dated May 30, 2026 seeking approval of the Members of the Company by way of Postal Ballot through Remote E-voting on the following resolutions:

Sr. No.	Description of the Resolution(s)	Type of Resolution
1	Approval Of Material Related Party Transactions With Family Care Hospitals Limited For The FY 2026-2027	Ordinary Resolution
2	Approval Of Material Related Party Transactions With Dealmoney Commodities Private Limited For The FY 2026-2027	Ordinary Resolution
3	Approval Of Material Related Party Transactions With Dealmoney Realestate Private Limited For The FY 2026-2027	Ordinary Resolution
4	Approval Of Material Related Party Transactions With Oodnap Securities Limited For FY 2026–2027	Ordinary Resolution
5	Approval Of Material Related Party Transactions With Pran Fertilisers & Pesticides Private Limited For FY 2026–2027	Ordinary Resolution
6	Approval Of Material Related Party Transactions With Dp Engineering & Consulting Private Limited For FY 2026–2027	Ordinary Resolution



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7	Approval Of Material Related Party Transactions With Continental Controls Limited For The Fy2026-2027	Ordinary Resolution
8	Approval Of The Related Party Transactions Proposed To Be Entered Between Subsidiaries Of The Company During The Financial Year 2026-27	Ordinary Resolution
9	Approval Of Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026 (“Onelife –Esop Plan, 2026 /This Esop 2026/Plan”) And Grant Of Employee Stock Option To The Eligible Employees	Special Resolution
10	Approval Of Extension Of Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026 (“Onelife– Esop Plan, 2026/This Esop 2026/Plan”) To The Eligible Employees Of The Subsidiary (Ies) And / Or Associate Company(Ies), If Any Of The Company	Special Resolution
11	Appointment Of Mr. Pandoo Naig (Din: 00158221) As Chief Executive Officer (CEO) Of The Company And Revision In Remuneration	Special Resolution

The Board of Directors of the Company has appointed M/s M Siroya and Company, Company Secretaries, as the Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner

In accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("Circulars") Notice is being sent only through electronic mode today to all those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent (“RTA”) or Depositories as on **Friday, June 05, 2026** (“cut-off date”) and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system. In compliance with the



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requirements of the MCA Circulars, the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope will not be sending to the members whose email address are not registered.

The Notice of Postal Ballot (“Notice”) is available on the website of the Company at [www.onelifecapital.in](http://www.onelifecapital.in) and can also be downloaded by accessing website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com), website of Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Company has engaged the services of CDSL, to provide remote e-voting facility.

The remote e-voting facility will be available during the following period:

Commencement of Remote e-Voting	June 11, 2026 (Thursday) (at 9:00 AM)
Completion of Remote e-Voting	July 10, 2026 (Friday) (at 5.00 pm)

The remote e-voting shall not be allowed beyond 5:00 P.M on Friday, 10<sup>th</sup> July, 2026 and the remote e-voting module shall be disabled by CDSL thereafter.

Kindly take the same on your record.

**For Onelife Capital Advisors Limited,**

**Rohit Gupta**  
**Company Secretary & Compliance Officer**  
**A76294**



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## POSTAL BALLOT NOTICE

*(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To,  
The Members,  
**Onelife Capital Advisors Limited**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company (“Onelife Capital Advisors Limited”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, June 05, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-Voting for the purpose of providing remote e-voting facility to its Members.

The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <http://www.onelifecapital.in/>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Thursday, 11 June, 2026 at 09.00 AM	Friday, July 10, 2026 at 05:00 PM

The remote e-voting will be disabled by Central Depository Services (India) Limited (“CDSL”) immediately thereafter.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

### **SPECIAL BUSINESSES:**

#### **Item No. 1**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH FAMILY CARE HOSPITALS LIMITED FOR THE FY 2026-2027:**

**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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/arrangement(s)/transaction(s) (whether individually or as a series of transaction(s) taken together or otherwise) with Family Care Hospitals Limited (“FCHL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026-2027, on such terms and conditions as may be agreed upon between the Company and FCHL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects.”

## **Item No. 2**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH DEALMONEY COMMODITIES PRIVATE LIMITED FOR THE FY 2026-2027:**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into/execute new contract(s)/arrangement(s)/transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Dealmoney Commodities Private Limited (“DCPL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026-2027 on such terms and conditions as may be agreed upon between the Company and DCPL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

## **Item No. 3**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH DEALMONEY REALESTATE PRIVATE LIMITED FOR THE FY 2026-2027:**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted / empowered / to be constituted by the Board from time to time to exercise

its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into / execute new contract(s) / arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with **Dealmoney Real Estate Private Limited (“DREPL”)**, a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026–2027, on such terms and conditions as may be agreed upon between the Company and DREPL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this Resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No. 4**

#### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH OODNAP SECURITIES LIMITED FOR FY 2026–2027**

**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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into / execute new contract(s) / arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with **Oodnap Securities Limited (“OSL”)**, a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026–2027, on such terms and conditions as may be agreed upon between the Company and OSL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this Resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

## **Item No. 5**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PRAN FERTILISERS & PESTICIDES PRIVATE LIMITED FOR FY 2026–2027**

**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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into / execute new contract(s) / arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with **Pran Fertilisers & Pesticides Private Limited (“PFPPPL”)**, a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026–2027, on such terms and conditions as may be agreed upon between the Company and PFPPPL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this Resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

## **Item No.6**

### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH DP ENGINEERING & CONSULTING PRIVATE LIMITED FOR FY 2026–2027**

**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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted / empowered / to be constituted by the Board from time to time to exercise

its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into / execute new contract(s) / arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with **DP Engineering & Consulting Private Limited (“DP Eng”)**, a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026–2027, on such terms and conditions as may be agreed upon between the Company and DP Eng and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this Resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.7**

#### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH CONTINENTAL CONTROLS LIMITED FOR THE FY2026-2027:**

**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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into / execute new contract(s) / arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with **Continental Controls Limited (“CCL”)**, a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2026–2027, on such terms and conditions as may be agreed upon between the Company and CCL and as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection, including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this Resolution to any Director or Key Managerial Personnel or any officer / executive of the Company, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects.”

## **Item No.8**

### **APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BETWEEN SUBSIDIARIES OF THE COMPANY DURING THE FINANCIAL YEAR 2026-27**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the subsidiaries and associates (as defined under the Companies Act, 2013) of the Company, to enter into and / or continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) specified under Regulation 2(1)(zc) of the Listing Regulation with related parties falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as more specifically set out in the explanatory statement to this resolution on the respective material terms & conditions set out in explanatory statement, for the Financial Year 2026-2027;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company/ subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) and/or any Key Managerial Personnel be and are hereby authorized to do all such acts, deeds, matters and things, to execute all such agreements, contracts, documents and writings, and to make such filings as may be necessary or expedient in order to give effect to this resolution.”

## **Item No.9**

### **APPROVAL OF ONELIFE CAPITAL ADVISORS LIMITED – EMPLOYEE STOCK OPTION PLAN, 2026 (“ONELIFE –ESOP PLAN, 2026 /THIS ESOP 2026/PLAN”) AND GRANT OF EMPLOYEE STOCK OPTION TO THE ELIGIBLE EMPLOYEES**

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 (the ‘Act’) read along with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (the ‘SEBI SBEB & SE Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the

‘Listing Regulations’), Foreign Exchange Management Act, 1999, (‘FEMA’) (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB & SE Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions, as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), SEBI and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to and accepted by the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“NRC”), further designated as “Compensation Committee” which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to introduce and implement the “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” (“Onelife –Esop Plan, 2026 /This Esop 2026/Plan”) the salient features of which are furnished in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are designated employees of the Company, whether working in India or outside India, and/or to the Directors of the Company, whether whole-time or not including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director under the “OCAL – ESOP Plan, 2026” and excluding the employees who are promoters or persons belonging to the promoter group and Director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Employee Stock Options (‘Stock Options or Options’) not exceeding 18,68,000 (Eighteen Lakh Sixty-Eight Thousand) Stock Options convertible into equivalent number of equity shares or such other number adjusted for change in capital structure or corporate actions in terms of “OCAL – ESOP Plan, 2026” as per applicable law, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, SEBI (SBEB & SE) Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereon, for the time being in force) and other rules regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to create, offer, issue and allot at any time not exceeding 18,68,000 (Eighteen Lakh Sixty-Eight Thousand) equity shares having face value of Rs 10/- (Rupees Ten Only) each (the “Equity Shares”) or such other number adjusted for change in

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, FEMA and other applicable laws, rules and regulations, and subject to such approvals, permissions and sanctions as may be necessary, the Company be and is hereby authorised to create, offer, issue and allot, at any time, not exceeding 18,68,000 (Eighteen Lakh Sixty-Eight Thousand) Equity Shares of face value of ₹10/- (Rupees Ten Only) each (i.e. pool of 5% of paid-up equity capital) , fully paid-up, to the eligible employees and directors of the Company under the “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” (“Onelife –Esop Plan, 2026 /This Esop 2026/Plan”), in one or more tranches, upon exercise of the Stock Options granted under the said Plan, on such terms and conditions as may be determined by the Board in accordance with the provisions of the Plan and applicable laws.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company, including dividend entitlement and voting rights.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, stock split, consolidation of shares or any other change in capital structure of the Company, the maximum number of Stock Options to be granted and the exercise price payable by the option grantees under the Plan shall be appropriately adjusted, subject to compliance with the applicable provisions of the SEBI (SBEB & SE) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” and to make any modifications, changes, variations, alterations or revisions in the said Plan from time to time or to suspend, withdraw or revive the Plan in conformity with the provisions of the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors, including the Nomination and Remuneration Committee/Compensation Committee, with power to further delegate to any executives/officers of the Company, to do all such acts, deeds, matters and things as may at its absolute discretion deem necessary, expedient or desirable for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” on BSE Limited and National Stock Exchange of India Limited in accordance with the applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and sign and execute all such documents, writings and filings as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution.”

#### **Item No.10**

**APPROVAL OF EXTENSION OF ONELIFE CAPITAL ADVISORS LIMITED – EMPLOYEE STOCK OPTION PLAN, 2026 (“ONELIFE– ESOP PLAN, 2026/THIS ESOP 2026/PLAN”) TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY (IES) AND / OR ASSOCIATE COMPANY(IES), IF ANY OF THE COMPANY –**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 (the ‘Act’) read along with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the ‘SEBI SBEB & SE Regulations’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), Foreign Exchange Management Act, 1999 (‘FEMA’) (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SEBI SBEB & SE Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions, as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), SEBI and/or any other competent

authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to and accepted by the Company, the consent of the Members of the Company be and is hereby accorded to extend the benefits of “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” (“Onelife – ESOP Plan, 2026 / This ESOP 2026 / Plan”) including the grant of Employee Stock Options (“Options” or “Stock Options”) and issuance of Equity Shares thereunder for the benefit of such person(s) who are employees of Subsidiary(ies) and/or Associate Company(ies), if any, of the Company, whether working in India or outside India, including future Subsidiary and Associate Companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), selected on the basis of criteria decided by the Board, but excluding an employee who is a Promoter or a person belonging to the Promoter Group and a Director who either himself/herself or through his/her relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are employees of Subsidiary and/or Associate Companies, if any, of the Company, whether working in India or outside India, and the future subsidiary and associate companies of the Company, if any, and/or to the Directors of the Subsidiary and Associate Companies whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the “OCAL – ESOP Plan, 2026” but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Employee Stock Options (“Options or Stock Options”) not exceeding 18,68,000 (Eighteen Lakh Sixty-Eight Thousand) Stock Options convertible into equivalent number of equity shares (together with the stock options proposed to be created/ offered/issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 10 in terms of OCAL – ESOP Plan, 2026) or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of “OCAL – ESOP Plan, 2026” as per applicable law, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, SEBI (SBEB & SE) Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment(s) thereon, for the time being in force) and other rules regulations and guidelines, if any, Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to create, offer, issue and allot at any time not exceeding 18,68,000 (Eighteen Lakh Sixty-Eight Thousand) equity shares having face value of ₹10/- (Rupees Ten Only) each (the “Equity Shares”) [together with the equity shares proposed to be created/offered/issued/allotted to or for the benefit of such persons who are in employment of the Company as mention in the Resolution No. 9 in terms of “OCAL – ESOP Plan, 2026”] or such other number adjusted for change in capital structure or corporate actions such as rights issues, bonus issues in terms of “OCAL – ESOP Plan, 2026” as per applicable law, to the employees of Subsidiary and Associate Companies upon exercise of Options at such price, in one or more tranches and on such terms and conditions including vesting conditions, as may be fixed or determined by the board in its sole and exclusive discretion.

**RESOLVED FURTHER THAT** all actions taken by the Board/ NRC in connection with the above and all incidental and ancillary things done, including the appointment of Merchant Banker, under applicable laws and regulations, be and are hereby approved.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company upon the exercise of Options shall rank pari-passu in all respects including dividends with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall confirm the accounting policies, guidelines or accounting Standards including the disclosure requirements as prescribed from time to time under SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to “OCAL – ESOP Plan, 2026”.

**RESOLVED FURTHER THAT** the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme as it may deem fit, from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the scheme as the Board may in its absolute discretion think fit without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for In-principle Approval, Listing and Trading Approval of the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations and to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the “OCAL – ESOP Plan, 2026”, as it may, in its absolute discretion deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors or to any Key Managerial Personnel, or any other officers and employees as it may deem fit to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

#### **Item No.11**

#### **APPOINTMENT OF MR. PANDOO NAIG (DIN: 00158221) AS CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY AND REVISION IN REMUNERATION**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the

recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Pandoo Naig (DIN: 00158221), Executive Director of the Company, as the Chief Executive Officer (“CEO”) of the Company with effect from .

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197 and 198 of the Act read with Schedule V thereto and Regulation 17(6)(e) of the SEBI LODR Regulations and other applicable provisions, consent of the Members be and is hereby accorded for revision of remuneration payable to Mr. Pandoo Naig (DIN: 00158221), Executive Director and Chief Executive Officer of the Company, from ₹15,00,000/- (Rupees Fifteen Lakh Only) per annum to ₹1,20,00,000/- (Rupees One Crore Twenty Lakh Only) per annum, together with such allowances, perquisites, benefits and amenities as may be approved by the Board of Directors and/or the Nomination and Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Sections 197 and 198 of the Act, where in any financial year during the tenure of Mr. Pandoo Naig as CEO, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 and other applicable provisions of law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter, vary, revise, enhance or modify the terms and conditions of appointment and remuneration of Mr. Pandoo Naig from time to time, within the limits permissible under applicable laws.

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, filings, forms and writings as may be necessary or expedient to give effect to this Resolution.”

**Yours Faithfully,  
For Onelife Capital Advisors Limited**

**Sd/-  
Rohit Gupta  
Company Secretary & Compliance Officer  
ACS: 76294**

## NOTES:

- (1) The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.
- (2) In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
- (3) The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2026 has appointed M/s M. Siroya and Company, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.
- (4) The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final and binding. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <http://www.onelifecapital.in/> and shall also be communicated/forwarded to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Resolutions shall be deemed to have been passed on 10<sup>th</sup> July, 2026 (being the last date of e-voting period of postal ballot) subject to obtaining requisite votes thereto.
- (5) All the material documents referred to in the explanatory statement will be available at website of the Company at <http://www.onelifecapital.in/> and for inspection electronically until the last date for receipt of votes through the e- Voting process. Members seeking to inspect such documents can send an email [cs@onelifecapital.in](mailto:cs@onelifecapital.in)
- (6) Mr. Pandoo Naig, Executive Director & Mr. Rohit Gupta, Company Secretary of the Company are the officer authorized to ensure smooth conduct of the e-Voting.
- (7) In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 05<sup>th</sup> June, 2026 ("Cut-off Date")**.

The Notice is also uploaded on the website of the Company at <http://www.onelifecapital.in/> and can also be downloaded by accessing website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

For Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant(s) (DPs) and who wish to receive the Postal Ballot Notice and all other communications from time to time, can get their email addresses registered by the steps given under “General Guidelines for Shareholders”.

- (8) As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.
- (9) Any member who did not receive the Postal Ballot Notice may either send an email to the Company at [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Secretarial Department at Email: [cs@onelifecapital.in](mailto:cs@onelifecapital.in) or for any query/grievance with respect to e-Voting, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call at toll free no. 1800 21 09911.

- (10) A person, whose name is recorded in the Register of Members of Company or in the register of beneficial owners maintained by the depositories (viz. CDSL / NSDL) as on the **cut-off date i.e. 05<sup>th</sup> June, 2026** shall only be entitled to avail the facility of remote e-voting for the proposed Resolutions. The vote in this Postal Ballot cannot be cast/exercised through proxy.
- (11) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on 11<sup>th</sup> June, 2026.  
End of remote e-voting: At 5.00 p.m. (IST) on 10<sup>th</sup> July, 2026.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by the e-voting service providers. Once the vote on the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- (12) Members desirous of inspecting the documents referred to in this Notice or Explanatory Statement may send their request to [cs@onelifecapital.in](mailto:cs@onelifecapital.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
- (13) Pursuant to the requirement of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard- 2, the brief profile / particulars of the Directors of the Company seeking their appointment is annexed hereto.
- (14) The result of the postal ballot will be posted on the Company's website <http://www.onelifecapital.in/> and CDSL website [www.evotingindia.com](http://www.evotingindia.com) immediately after

the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-Voting will be final.

- (15) The remote e-voting process, in relation to the Three resolutions proposed in the Postal Ballot Notice of the Company has been segregated into 2 parts which is mentioned as hereunder:
- (A) E-Voting in case of Physical Shareholders & Non-Individual Shareholders (Physical / De-mat)
  - (B) E-Voting in case of Individual Shareholders having shares in electronic / De-mat mode

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

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

**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 9.00 a.m. (IST) on Thursday, 11<sup>th</sup> June, 2026, and ends on 5.00 p.m. (IST) on Friday, 10<sup>th</sup> July, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., Friday, 05<sup>th</sup> June, 2026 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.

- (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 **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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) 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</li> </ol>

	5) system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be redirected to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful

demat mode) login through their <b>Depository Participants (DP)</b>	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

(v) **Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (ix) Click on the EVSN for the relevant Onelife Capital Advisors Limited on which you choose to vote.
- (x) 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.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@onelifecapital.in](mailto:cs@onelifecapital.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company i.e** [cs@onelifecapital.in](mailto:cs@onelifecapital.in) or **RTA email id** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:**

### **Item No. 1 to Item no.7 – Approval of Material Related Party Transactions with Companies mentioned in Item no. 1 to Item No. 7 for the FY 2026-2027:**

The Company, in the ordinary course of its business and on an arm's length basis, has entered into and/or proposes to enter into various transactions with the following related parties **mentioned in Resolution no. 1 to Resolution No. 7:**

- Family Care Hospitals Limited
- Dealmoney Commodities Private Limited
- Dealmoney Realestate Private Limited
- Oodnap Securities Limited
- Pran Fertilisers & Pesticides Private Limited
- Dp Engineering & Consulting Private Limited
- Continental Controls Limited

The aforesaid entities are related parties within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The transactions with the aforesaid related parties include, inter alia:

- **Availing and/or providing fund-based support, including inter-corporate deposits (ICDs), loans and advances;**
- **Payment and/or receipt of interest and other related income or expenses;**
- **Sharing and/or usage of resources and reimbursement of expenses; and**
- **Availing and/or rendering of various services.**

Pursuant to Regulation 23(4) of the SEBI LODR, all material related party transactions require prior approval of the shareholders of the Company. A related party transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower. The proposed transactions with the aforesaid related parties during FY 2026–27 may exceed the prescribed materiality thresholds and, accordingly, require approval of the shareholders of the Company.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed transactions at their respective meetings after considering, inter alia, the business requirements, strategic importance of such transactions, operational synergies and the long-term interests of the Company and its stakeholders. The said transactions are proposed to be carried out in the ordinary course of business and on an arm's length basis, with terms and conditions comparable to those entered into with unrelated parties.

Accordingly, the Board of Directors recommends the resolutions set out at Item Nos. 1 to 7 for approval of the Members by way of Ordinary Resolution, together with the disclosures pertaining to the proposed material related party transactions for the financial year 2026–27, as set out in the Explanatory Statement below.

The Board of Directors, after considering the rationale, business requirements and overall benefits of the proposed transactions, recommends the resolutions set out at Item Nos. 1 to 7 for approval of the Members as Ordinary Resolutions.

The disclosures relating to the proposed transactions with the related party(ies) of the Company, as required under the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (“RPT Industry Standards”)”, are provided below for the purpose of seeking approval of the Members.

Sr. No.	Particulars of the information	Information by the Management						
<b>A. Details of the related party and transactions with the related party</b>								
<b>A (1). Basic details of the related party</b>								
		<b>Resolution at item no. 1</b>	<b>Resolution at item no. 2</b>	<b>Resolution at item no. 3</b>	<b>Resolution at item no. 4</b>	<b>Resolution at item no. 5</b>	<b>Resolution at item no. 6</b>	<b>Resolution at item no. 7</b>
1)	Name of the related party	Family Care Hospitals Limited	Dealmoney Commodities Private Limited	Dealmoney Realestate Private Limited	Oodnap Securities Limited	Pran Fertilisers & Pesticides Private Limited	Dp Engineering & Consulting Private Limited	Continental Controls Limited
2)	Country of incorporation of the related party	India	India	India	India	India	India	India
3)	Nature of business of the related party	Hospital Services	Financial and insurance Service, Financial Advisory, brokerage and Consultancy Services	Real estate activities	Financial and insurance activities	Wholesale Trading	Financial and insurance Service	Engaged in the manufacture of Thermal Overload Protector
<b>A(2). Relationship and ownership of the related party</b>								
4)	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Promoter Group Company	Promoter Group Company	Promoter Group company, Director and Key Managerial Person is having	Promoter Group company, Director and Key Managerial Person is having	Promoter Group company, Director and Key Managerial Person is having	Promoter Group company	Promoter Group Company, Director and Key Managerial Person is having

				significant influence	significant influence	significant influence		significant influence
5)	Shareholding or contribution % or profit & loss sharing % of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i>  Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has Control	NIL	89.34%	100%	NIL	NIL	NIL	24.56%
6)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>sA(3). Financial performance of the related party ( ` in Lakhs)</b>								
7)	Standalone turnover of the related party for							

	each of the last three financial years:	790.46	269.34	Nil	Nil	Nil	Nil	Nil
	<i>FY 2024-25</i>	4000.73	2153.39	Nil	Nil	Nil	Nil	Nil
	<i>FY 2023-24</i>	4204.23	2,158.01	8.11	Nil	Nil	Nil	597.22
	<i>FY 2022-23</i>							
8)	Standalone net worth of the related party for each of the last three financial years:							
	<i>FY 2024-25</i>	1345.95	3740.12	(309.02)	(120.12)	241.82	283.04	212.95
	<i>FY 2023-24</i>	5837.25	3594.34	(107.15)	(115.76)	311.92	293.24	206.06
	<i>FY 2022-23</i>	4580.97	(452.95)	(66.56)	(11.33)	13.10	(0.06)	236.91
9)	Standalone net profits of the related party for each of the last three financial years:							
	<i>FY 2024-25</i>	(4402.05)	145.77	(201.88)	(4.36)	(70.10)	(10.21)	6.89
	<i>FY 2023-24</i>	1256.29	441.30	(40.59)	(104.43)	298.83	293.30	(30.85)
	<i>FY 2022-23</i>	527.22	39.30	1.97	2.27	15.17	0.92	(173.25)
<b>A(4). Details of previous transactions with the related party</b>								
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	<i>FY 2024-25</i>	<i>FY 2024-25</i>	<i>FY 2024-25</i>	<i>FY 2024-25</i>	<i>FY 2024-25</i>	<i>FY 2024-25</i>	<i>FY 2024-25</i>
	<i>FY 2024-25</i>	62.75	Nil	320.00	5.00	80.85	125.00	3.84
	<i>FY 2023-24</i>							
	<i>FY 2023-24</i>	631.50	Nil	NIL	(460.90)	(8962.59)	(105.00)	Nil
	<i>FY 2022-23</i>							
	<i>FY 2022-23</i>	172.17	Nil	NIL	431.45	44.25	(2387.75)	Nil
	Note: Details need to be disclosed separately for listed entity and its subsidiary.							

11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders)	Nil	256.72	Nil	Nil	Nil	Nil	NIL
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	YES	YES	YES	YES	YES	YES	YES
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	NO	NO	NO	NO	NO	NO	NO
<b>A(5). Amount of the proposed transactions (All types of transactions taken together)</b>								
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	upto 1,000 Lakhs	Upto 5000 Lakh	Upto 500 Lakh	Upto 200 Lakh	Upto 200 Lakh	Upto 200 Lakh	Upto 5000 Lakh

15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	YES	YES	YES	YES	YES	YES	YES
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA	NA	NA	NA	NA	NA	NA
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to	N.A	1856.39%	N.A	N.A	N.A	N.A	N.A
18)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	126.51%	NA	NA	NA	NA	NA	NA



4	Indicative date / timeline for undertaking the transaction	Y 2026-27	Y 2026-27	Y 2026-27	Y 2026-27	Y 2026-27	Y 2026-27	Y 2026-27
5	Whether omnibus approval is being sought?	YES	YES	YES	YES	YES	YES	YES
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	upto 1,000 Lakhs The maximum value of single transaction during shall not exceed 1 Crore.	Upto 3000 Lakh The maximum value of single transaction during shall not exceed ` 1 Crore.	Upto 500 Lakh The maximum value of single transaction during shall not exceed ` 1 Crore	Upto 200 Lakh The maximum value of single transaction during shall not exceed ` 1 Crore	Upto 119 Lakh The maximum value of single transaction during shall not exceed ` 1 Crore	Upto 200 Lakh The maximum value of single transaction during shall not exceed 1 Crore .	Upto 5000 Lakh The maximum value of single transaction during shall not exceed 1 Crore.

7	<p>Whether the RPTs proposed to be entered into are:</p> <ul style="list-style-type: none"> <li>• not prejudicial to the interest of public shareholders, and</li> <li>• going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</li> </ul>	<p>The proposed related party transaction/(s) are not prejudicial to the interest of public shareholders/stakeholders and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party on arm's length basis for business operation and expansion purpose</p>
8	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>All transactions will be entered into in the ordinary course of business and on an arm's length basis, considering the commercial and operational requirements of the Company. The transaction is expected to facilitate efficient utilisation of resources, strengthen business operations, and support the strategic objectives of the Company and its subsidiaries/group entities. The Audit Committee and the Board have reviewed the rationale, pricing mechanism, terms and conditions, and other relevant factors pertaining to the proposed RPT and are of the opinion that the transaction is fair, reasonable, and in the best interests of the Company and its public shareholders. The proposed arrangement is expected to provide operational and financial benefits to the Company, including business continuity, improved liquidity/support for business expansion, better utilisation of group synergies, and overall value enhancement for stakeholders..</p> <p>As part of the group's integrated operations, the companies within the group will engage in intercompany transactions to optimize efficiency and leverage shared resources. These transactions will be structured in line with globally accepted transfer pricing principles to ensure fairness, transparency, and regulatory compliance.</p> <ul style="list-style-type: none"> <li>• Scope of Intercompany Transactions</li> <li>• Shared services (finance, HR, IT support, payroll processing).</li> <li>• Intragroup financing support where required.</li> <li>• All transactions will be carried out on an arm's length basis, as if they were conducted between independent enterprises.</li> <li>• Appropriate allocation keys (e.g., headcount, turnover, usage) will be applied</li> </ul>

		<p>for cost-sharing arrangements Or as per agreed terms between the entities as the case may be.</p> <ul style="list-style-type: none"> <li>• Margins will be determined using benchmark studies to align with industry practices Or as per agreed terms between the entities as the case may be</li> <li>• Strategic Benefits for the Group</li> <li>• Streamlined operations through specialization of functions across entities.</li> <li>• Cost optimization by avoiding duplication of efforts.</li> <li>• Transparent pricing to minimize tax risks and ensure smooth statutory compliance across jurisdictions.</li> <li>• Clear basis for planning, budgeting, and performance monitoring within the group.</li> <li>• Documentation &amp; Review Detailed documentation will be prepared to support the arm’s length nature of all transactions.</li> <li>• Periodic reviews will be conducted to ensure consistency with market standards and evolving regulations.</li> </ul>						
9	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any</p>	NA	NA	NA	NA	NA	NA	NA

	<p>person over which an individual has control including interest held through relatives.</p> <ul style="list-style-type: none"> <li>• Name of the director / KMP</li> <li>• Shareholding of the director / KMP, whether direct or indirect, in the related party</li> </ul>							
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>							

11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA	NA	NA	NA	NA	NA
12	Other information relevant for decision making.	-	-	-	-	-	-	-

**B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction**

13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	<p>The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.</p> <p>Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision making process</p>						
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered	<p>As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm’s length pricing. Hence, there is no regulatory obligation to invite external bids in this instance. Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders</p>						
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.							
16	Where bids were not invited, the fact shall be disclosed along with the							

	justification for the same.
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.

**B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary**

	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Internal Fund	Internal Fund	Internal Fund	Internal Fund	Internal Fund	Internal Fund	Internal Fund
18								
19	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	NO	NO	NO	NO	NO	NO	NO
	a. Nature of indebtedness	NA	NA	NA	NA	NA	NA	NA
	b. Total cost of borrowing	NA	NA	NA	NA	NA	NA	NA
	c. Tenure	NA	NA	NA	NA	NA	NA	NA
	d. Other details	NA	NA	NA	NA	NA	NA	NA

20	Material covenants of the proposed transaction	NA	NA	NA	NA	NA	NA	NA
21	<p>Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:</p> <ul style="list-style-type: none"> <li>• To any party (other than related party):</li> <li>• To related party.</li> </ul> <p>Explanation s:  Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</p>	NA	NA	NA	NA	NA	NA	NA

22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA	NA	NA
23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA	NA	NA
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA	NA	NA	NA	NA	NA	NA
25	Maturity / due date	NA	NA	NA	NA	NA	NA	NA





**ITEM 8: APPROVAL OF RELATED PARTY TRANSACTIONS BETWEEN SUBSIDIARIES OF THE COMPANY**

The Company, being a listed entity, is required to comply with the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

Since these entities fall within the definition of “Related Parties” under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), all such transactions require prior approval of the members if the value of such transactions, individually or taken together, exceeds the thresholds prescribed under Section 188 of the Act or Regulation 23 of SEBI LODR.

Further, Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“Industry Standards”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 (“SEBI Circular”). The Industry Standards inter- alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval

The Audit Committee and the Board of Directors of the Company, after due deliberations, have approved the said transactions, subject to the approval of the members of the Company, as required under Regulation 23 of the LODR Regulations.

Accordingly, the Board of Directors recommends seeking approval of the members of the Company by way of an ordinary resolution, for entering into related party transactions through Dealmoney Commodities Private Limited with other subsidiaries of the Company, up to an aggregate annual limit of ₹ 170 Crores (Rupees One Hundred and Seventy Crores only) for each financial year, on such terms and conditions as may be mutually agreed between the concerned parties.

Accordingly, the approval of the Members of the Company is sought for entering into material related party transactions between the Deal Money Commodities Private Limited (Subsidiary) of the Company and Related party during the financial year 2026-27, up to the limits as detailed below:

Transactions of Deal Money Commodities Private Limited (Subsidiary of Onelife Capiatal Advisors Limited) of the Company with following subsidiary of Onelife Capiatal Advisors Limited

Sr. No.	Particulars of the information	Information by the Management				
<b>A. Details of the related party and transactions with the related party</b>						
<b>A (1). Basic details of the related party</b>						
1)	Name of the related party	Sarsan Securities Private Limited	Dealmoney Distribution And	Continental Control	Dealmon ey Real Estate	Dealmoney Distributio n & E-

		(Wholly Owned Subsidiary)	Advisory Services Private Limited (Wholly Owned Subsidiary)	Limited (Associate)	Private Limited (Subsidiary w.e.f 31.03.2025)	marketing Private Limited (Subsidiary w.e.f 31.03.2025)
2)	Country of incorporation of the related party	India	India	India	India	India
3)	Nature of business of the related party	Non Banking Finance Company and other permitted financial activities	Financial Advisory, brokerage and Consultancy Services	engaged in the business of manufacturing of Thermal Overload Protector	Real estate activities	Distribution, sales and marketing activities, Travel agency and tour operators

**A(2). Relationship and ownership of the related party**

4)	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Group Company	Group Company	Group Company	Group Company	Group Company
5)	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has Control	100%	100%	24.56%	100%	100%

6)	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL	NIL	NIL	NIL	NIL
<b>A(3). Financial performance of the related party ( ` in Lakhs)</b>						
7)	Standalone turnover of the related party for each of the last three financial years: <i>FY 2024-25</i> <i>FY 2023-24</i> <i>FY 2022-23</i>					
		341.99	NIL	NIL	NIL	598.06
		281.11	NIL	NIL	NIL	1676.15
		120.45	NIL	597.22	8.11	469.08
8)	Standalone net worth of the related party for each of the last three financial years: <i>FY 2024-25</i> <i>FY 2023-24</i> <i>FY 2022-23</i>					
		856.01	(256.44)	212.95	(309.02)	(1993.39)
		683.65	(227.49)	206.06	(107.15)	(1199.26)
		623.69	(182.14)	236.91	(66.56)	(1053.42)
9)	Standalone net profits of the related party for each of the last three financial years: <i>FY 2024-25</i> <i>FY 2023-24</i> <i>FY 2022-23</i>					
		172.37	(28.96)	6.89	(201.88)	(794.12)
		60.26	(44.91)	(30.85)	(40.59)	(145.84)
		6.09	(43.95)	(173.25)	1.97	(2101.10)
<b>A(4). Details of previous transactions with the related party</b>						
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be	FY 2024-25	FY 2024-25	FY 2024-25	FY 2024-25	FY 2024-25
		295.01	44.05	NIL	820.00	962.45
		FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24	FY 2023-24
		284.27	1.02	NIL	NIL	NIL
		FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23	FY 2022-23

	disclosed separately for listed entity and its subsidiary.	5.88	NIL	NIL	NIL	NIL
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	1.56	10.19	NIL	16.53	48.26
12	Whether prior approval of Audit Committee has been taken for the above	YES	YES	YES	YES	YES
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	NO	NO	NO	NO	NO
<b>A(5). Amount of the proposed transactions (All types of transactions taken together)</b>						
14	Total amount of all the proposed transactions being placed for approval in the current meeting.	upto 4000 Lakh	Upto 1000 Lakh	Upto 4000 Lakh	Upto 4000 Lakh	Upto 4000 Lakh
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	YES	YES	YES	YES	YES
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA	NA	NA	NA	NA

17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	1485.12 %	371.28 %	1485.12 %	1485.12 %	1485.12
18)	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	1169.63%	NA	NA	NA	668.83%

**B. Details for specific transactions**

**B(1). Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)**

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Any	Any	Any	Any	Any
2	Details of the proposed transaction	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee	The transaction between the related parties will be in the nature of any of purchase/sale of services or giving of loans /guarantee
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27	FY 2026-27	FY 2026-27	FY 2026-27	FY 2026-27

4	Indicative date / timeline for undertaking the transaction	FY 2026-27	FY 2026-27	FY 2026-27	FY 2026-27	FY 2026-27
5	Whether omnibus approval is being sought?	YES	YES	YES	YES	YES
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	upto 4000 Lakh  The maximum value of single transaction during shall not exceed 1 Crore.	Upto 1000 Lakh  The maximum value of single transaction during shall not exceed ` 1 Crore.	Upto 4000 Lakh  The maximum value of single transaction during shall not exceed ` 1 Crore	Upto 4000 Lakh  The maximum value of single transaction during shall not exceed ` 1 Crore	Upto 4000 Lakh  The maximum value of single transaction during shall not exceed ` 1 Crore
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	The proposed related party transaction/(s) are not prejudicial to the interest of public shareholders/stakeholders and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party on arm's length basis for business operation and expansion purpose				
		<p>All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency. The pricing and terms of these transactions are benchmarked against prevailing market conditions, ensuring they are competitive and reflect standard industry practices. This arrangement promotes operational synergy, enabling seamless collaboration and enhancing the ease of doing business. Moreover, these transactions are subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee, ensuring compliance with regulatory requirements and safeguarding the interests of the entities.</p> <p>As part of the group's integrated operations, the companies within the group will engage in intercompany transactions to optimize efficiency and leverage shared resources. These transactions will be structured in line with globally accepted transfer pricing principles to ensure fairness, transparency, and regulatory compliance.</p>				

8	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<ul style="list-style-type: none"> <li>• Scope of Intercompany Transactions</li> <li>• Shared services (finance, HR, IT support, payroll processing).</li> <li>• Centralized procurement and distribution of raw materials.</li> <li>• Sale/purchase of semi-finished or finished goods.</li> <li>• Licensing of intellectual property, trademarks, and technology.</li> <li>• Intragroup financing support where required.</li> <li>• Pricing Philosophy</li> <li>• All transactions will be carried out on an arm’s length basis, as if they were conducted between independent enterprises.</li> <li>• Appropriate allocation keys (e.g., headcount, turnover, usage) will be applied for cost-sharing arrangements Or as per agreed terms between the entities as the case may be.</li> <li>• Margins will be determined using benchmark studies to align with industry practices Or as per agreed terms between the entities as the case may be</li> <li>• Strategic Benefits for the Group</li> <li>• Streamlined operations through specialization of functions across entities.</li> <li>• Cost optimization by avoiding duplication of efforts.</li> <li>• Transparent pricing to minimize tax risks and ensure smooth statutory compliance across jurisdictions.</li> </ul>				
		<ul style="list-style-type: none"> <li>• Clear basis for planning, budgeting, and performance monitoring within the group.</li> <li>• Documentation &amp; Review Detailed documentation will be prepared to support the arm’s length nature of all transactions.</li> <li>• Periodic reviews will be conducted to ensure consistency with market standards and evolving regulations.</li> </ul>				
	Details of the promoter(s)/	Mr	Mr	Mr	Mr	Mr

9	<p>director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Prabhakar Naig who Holds directly or Indirectly 51.68%	Prabhakar Naig who Holds directly or Indirectly 51.68%	Prabhakar Naig who Holds directly or Indirectly 51.68%	Prabhakar Naig who Holds directly or Indirectly 51.68%	Prabhakar Naig who Holds directly or Indirectly 51.68%
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>					
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA	NA	NA	NA
12	Other information relevant for decision making.	-	-	-	-	-

<b>B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>						
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.				
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered	Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision making process				
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance. Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders				
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.					
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.					
<b>B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary</b>						
18	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Internal Fund	Internal Fund	Internal Fund	Internal Fund	Internal Fund
19	Where any financial indebtedness is incurred to	NO	NO	NO	NO	NO

	give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.					
	a. Nature of indebtedness	NA	NA	NA	NA	NA
	b. Total cost of borrowing	NA	NA	NA	NA	NA
	c. Tenure	NA	NA	NA	NA	NA
	d. Other details	NA	NA	NA	NA	NA
20	Material covenants of the proposed transaction	NA	NA	NA	NA	NA
21	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: • To any party (other than related party): • To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	NA	NA	NA	NA	NA
22	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA

23	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	NA	NA	NA	NA	NA
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA	NA	NA	NA	NA
25	Maturity / due date	NA	NA	NA	NA	NA
26	Repayment schedule & terms	NA	NA	NA	NA	NA
27	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
28	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency	All transactions will be carried out as part of ordinary course of business and at arm's length basis, ensuring fairness and transparency
30	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	NA	NA	NA	NA	NA

## **Item No. 9– APPROVAL OF ONELIFE CAPITAL ADVISORS LIMITED – EMPLOYEE STOCK OPTION PLAN, 2026 (“ONELIFE ESOP PLAN, 2026”):**

Employee stock options are an effective tool to attract, motivate, reward and retain talented employees and directors and to align their interests with the long-term growth and value creation objectives of the Company.

In order to reward employees and provide them an opportunity to participate in the future growth and profitability of the Company, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee acting as the Compensation Committee, has approved the introduction of the “Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026” (“Onelife ESOP Plan, 2026” or “Plan”), subject to approval of the Members.

The Plan has been formulated in accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The disclosures as required under Regulation 6(2) of the SEBI SBEB & SE Regulations are as under:

### **A. Brief Description of the Plan**

The Plan is intended to attract, retain, motivate and reward employees and eligible directors of the Company by providing them an opportunity to participate in the ownership and growth of the Company through stock options.

### **B. Total Number of Stock Options to be Granted**

In terms of the Onelife Capital Advisors Limited – Employee Stock Option Plan, 2026, the total pool size available under the Plan shall not exceed **5% of the paid-up equity share capital of the Company**, subject to adjustments on account of corporate actions such as stock splits, bonus issues, rights issues, mergers, amalgamations, demergers or other changes in capital structure in accordance with the provisions of applicable laws and the Plan.

Pursuant to the approval sought from the Members under this Resolution, the Company proposes to create and grant up to **18,68,000 (Eighteen Lakh Sixty-Eight Thousand) Employee Stock Options**, each convertible into one Equity Share of face value of ₹10/- each, representing the ESOP pool approved under the Plan.

The aggregate number of Equity Shares that may be issued pursuant to exercise of Options granted under the Plan shall not exceed 18,68,000 Equity Shares, subject to such adjustments as may be required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

### **C. Identification of Classes of Employees Entitled to Participate**

The following persons shall be eligible to participate in the Plan:

1. Permanent employees of the Company working in India or outside India;
2. Directors of the Company, whether whole-time or not, excluding Independent Directors;
3. Such other employees as may be permitted under the SEBI SBEB & SE Regulations.

The following shall not be eligible:

- An employee who is a Promoter or belongs to the Promoter Group;
- A Director who either by himself/herself or through relatives or any body corporate directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company.

#### **D. Requirements of Vesting and Period of Vesting**

The vesting of Options shall be determined by the Compensation Committee in accordance with the Plan.

No Option shall vest earlier than one year from the date of grant.

The standard vesting schedule proposed under the Plan is:

- 10% at the end of Year 1;
- 20% at the end of Year 2;
- 30% at the end of Year 3;
- 40% at the end of Year 4;

subject to applicable laws and conditions prescribed by the Compensation Committee.

#### **E. Maximum Period Within Which Options Shall be Vested**

Options may vest over a period extending up to four years from the date of grant or such other period as may be determined by the Compensation Committee in accordance with the Plan and applicable laws.

#### **F. Exercise Price or Pricing Formula**

The Exercise Price shall be determined by the Compensation Committee and may be at face value, market price, discount to market price or any other price as may be permitted under applicable laws.

#### **G. Exercise Period and Process**

The vested Options may be exercised within such period as may be specified in the grant letter and the Plan.

The exercise period shall generally be between three to five years from the date of vesting or such other period as may be determined by the Compensation Committee.

#### **H. Appraisal Process for Determining Eligibility**

The grant of Options shall be based on criteria such as:

- Role and responsibility;
- Performance evaluation;
- Tenure;
- Leadership potential;
- Criticality of position;
- Retention requirements; and
- Any other parameters as may be determined by the Compensation Committee.

#### **I. Maximum Number of Options to be Issued Per Employee and in Aggregate**

The aggregate number of Options that may be granted under the Plan shall not exceed 18,68,000 Options.

The maximum number of Options that may be granted to any eligible employee shall be determined by the Compensation Committee from time to time subject to the overall ceiling approved by the Members and compliance with applicable laws.

#### **J. Maximum Quantum of Benefits**

Apart from the appreciation in value of the underlying Equity Shares, the beneficiaries shall not be entitled to any additional benefit.

#### **K. Whether the Plan is to be Implemented and Administered Directly or Through a Trust**

The Plan shall be implemented and administered directly by the Company.

#### **L. Whether the Plan Involves Fresh Issue of Shares or Secondary Acquisition**

The Plan shall involve issuance of fresh Equity Shares by the Company upon exercise of vested Options.

#### **M. Amount of Loan to be Provided for Implementation of the Plan**

Not Applicable.

#### **N. Statement Regarding Accounting Policies**

The Company shall follow applicable accounting standards, including Ind AS 102 and such other accounting policies as may be prescribed under applicable laws and regulations.

#### **O. Method of Valuation**

The Company shall use the Fair Value Method for valuation of Options granted under the Plan in accordance with applicable accounting standards.

#### **P. Diluted Earnings Per Share**

The Company shall disclose the diluted Earnings Per Share in accordance with applicable accounting standards and regulatory requirements.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution except to the extent that they may be eligible to participate in the Plan.

## **ITEM NO. 10**

### **APPROVAL FOR EXTENSION OF BENEFITS OF ONELIFE ESOP PLAN, 2026 TO EMPLOYEES OF SUBSIDIARY(IES) AND/OR ASSOCIATE COMPANY(IES)**

Pursuant to Regulation 6(3)(c) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, separate approval of the Members by way of Special Resolution is required for extending the benefits of an employee stock option scheme to employees and directors of subsidiary companies and/or associate companies.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee acting as Compensation Committee, has approved extending the benefits of the “Onelife ESOP Plan, 2026” to eligible employees and directors of the existing and future subsidiary companies and/or associate companies of the Company, subject to Members' approval.

The extension of the Plan to employees of subsidiaries and associate companies is expected to strengthen employee engagement, improve retention of key talent across the group and align employee interests with the long-term objectives of the Company and its group entities.

The total number of Options available under the Plan shall continue to remain within the overall ceiling of **18,68,000 (Eighteen Lakh Sixty-Eight Thousand) Options** approved under Item No. 9 and no separate pool is being created pursuant to this Resolution.

The principal terms of the Plan including eligibility, vesting, exercise, exercise price, treatment upon separation, corporate actions and other conditions shall remain the same as approved under Item No. 9.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution except to the extent that they may be eligible to participate in the Plan in accordance with the applicable provisions of law.

## **ITEM NO. 11**

### **APPOINTMENT OF MR. PANDOO NAIG (DIN: 00158221) AS CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY AND REVISION IN REMUNERATION**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), has approved the appointment of Mr. Pandoo Naig (DIN: 00158221), presently serving as an Executive Director of the Company, as the Chief Executive Officer (“CEO”) of the Company and revision in his remuneration from ₹15,00,000/- (Rupees Fifteen Lakh Only) per annum to ₹1,20,00,000/- (Rupees One Crore Twenty Lakh Only) per annum, subject to the approval of the Members.

Mr. Pandoo Naig has been associated with the Company for several years and has played a significant role in its growth, business expansion and strategic development. He provides leadership across key business functions including technology initiatives, business development, strategic planning and execution of growth strategies. Under his leadership, the Company has strengthened its market position and expanded its business operations.

The Nomination and Remuneration Committee noted that the remuneration payable to Mr. Pandoo Naig has remained unchanged at ₹15,00,000/- per annum for nearly ten years. During this period, there has been no material revision despite substantial increase in the scale, complexity and responsibilities associated with his role. The existing remuneration is significantly below prevailing industry standards for comparable leadership positions in listed financial services companies.

The Committee also considered the significant contribution made by Mr. Pandoo Naig towards the successful completion of the Company's Rights Issue aggregating approximately ₹36 Crores, which has strengthened the Company's capital base and positioned it for future growth opportunities. The proposed remuneration has been benchmarked against remuneration levels prevailing in comparable listed entities and is considered appropriate considering his qualifications, experience, expertise, leadership role and contribution towards the growth and future prospects of the Company.

Mr. Pandoo Naig is an Executive Director and belongs to the Promoter Group of the Company. The Company has reported net profits of approximately ₹2 Crores for the relevant financial year. The proposed remuneration of ₹1,20,00,000/- per annum exceeds the limits prescribed under Section 197 of the Companies Act, 2013 and also exceeds the threshold specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for promoter executive directors. Accordingly, approval of the Members by way of Special Resolution is being sought pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors and the Nomination and Remuneration Committee, after considering various factors including his experience, leadership capabilities, industry benchmarks, business performance, strategic contributions and long-term value creation for the Company, are of the opinion that the proposed remuneration is fair, reasonable and commensurate with the duties and responsibilities entrusted to Mr. Pandoo Naig.

Mr. Pandoo Naig is interested in the resolution concerning his appointment and remuneration. Mr. Prabhakar Naig, being related to Mr. Pandoo Naig, may also be deemed to be interested in the resolution. Except the aforesaid persons and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out in the accompanying Notice for approval of the Members.