



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel No.: 022-25833206 Fax: 022-41842228 Email id: cs@onelifecapital.in Web: www.onelifecapital.in

29th May 2024

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: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024

Dear Sir/Madam,

In Compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, we are enclosing a copy of Annual Secretarial Compliance Report for the financial year 2023-24 issued by M/s Ajay Kumar & Co., Practicing Company Secretaries, Mumbai.

We request you to take this information on Records.

Thanking You.

For Onelife Capital Advisors Limited,

Prabhakara Naig

Whole Time Director

DIN: 00716975

Encl: a/a

AJAY KUMAR & CO.

PRACTISING COMPANY SECRETARIES

Off.: 103, A.S. Dias Building, 1st floor, 268/272, Dr. Cawasji Hormasji Street, Marine Lines, Mumbai - 400 002.

Tel.: (O) 22078438 • Fax : 22076151 • (R) : 24171151 • Mobile : 9821227358 • E-mail : ajay_199@yahoo.com • Website : www.csajaykumar.com

Secretarial compliance report of ONELIFE CAPITAL ADVISORS LIMITED for the year ended 31st March, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by ONELIFE CAPITAL ADVISORS LIMITED (hereinafter referred as 'the listed entity'), having its Registered office at Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W), - 400604, Thane, Thane, Maharashtra, India, 400604. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

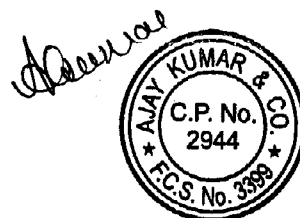
- (a) all the documents and records made available to us and explanation provided by ONELIFE CAPITAL ADVISORS LIMITED [CIN: L74140MH2007PLC173660] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure

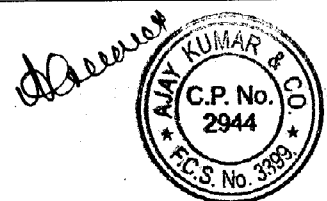


- Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable during the review period]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable during the review period]
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the review period]
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2015; [Not applicable during the review period]
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period;

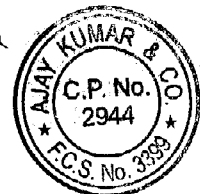
- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 30 and schedule III Para A of SEBI (Listing Obligation and Disclosure Requirements) Regulation	Regulation 30 and schedule III Para A of SEBI (Listing Obligation and Disclosure	Intimation for resignation of Director Mr. Gurunath Subramanyam Mudlapur was not given to stock			The company had provided delayed intimation for resignation of director on 25.07.2023. There was of				



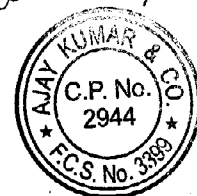
	ns, 2015	Requirements) Regulations, 2015	exchange in 24 hours as required by the regulation			delay of 4 days .				
2.	Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay of 1 day in submission of the disclosure of related party transaction on consolidated basis.	BSE	Penal Action	The company made a delay of 1 day in submission of the disclosure of related party transaction on consolidated basis.	Rs. 5,000/-	In compliance with the email of BSE, the Company has paid the Fine of Rs. 5,000/-.	There was an inadvertent delay of 1 day in filing the disclosure under Regulation 23(9) and company is committed to compliance .	The Company has paid required Fine for the said violation
3.	Regulation 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	The company failed to comply with the provision of the said regulation requiring minimum 6 Directors on the board.	NSE	Penal Action	The company failed to comply with the provision of the said regulation requiring minimum 6 Director on the board during 2 nd , 3 rd and 4 th board meeting of FY	Rs. 3,65,000	The Company has made a request for waiver of the fine. Response from NSE is awaited.	There were less than minimum no. of 6 Directors due to certain unavoidable circumstances.	The Company has applied for Waiver.

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						2023-2024.				
4.	Regulation 6(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 6(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	Following the resignation of Mr. Himanshu Unadakt, the company failed to appoint compliance officer within the prescribed time limit	BSE	Penal Action	Following the resignation of Mr. Himanshu Unadakt, the company failed to appoint compliance officer within the prescribed time limit of 3 Months.	Rs. 5,000	Originally BSE levied fine of Rs. 1,22,000/-. The company accordingly made a request for waiver which was approved by BSE and fine amount was reduced to Rs. 5,000. The company has paid the said fine.	Due to administrative reasons, There was delay in appointment of Compliance officer.	The Company has paid the required fine for the said violation.
5.			There was a significant movement in price of shares of the company	BSE	Clarification	The Exchange has sought clarification from Onelife Capital Advisors Ltd on 26.03.2024 with reference to significant movement in price		The Company has replied to the Clarification sought by BSE on 27.03.2024.		The company has furnished the required clarification.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: [NOT APPLICABLE]

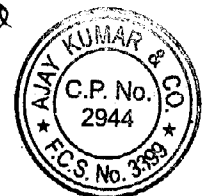


Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an Auditor		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	The auditor had resigned w.e.f 28.08.2023. The said period aggregates to 59 days after end of quarter as on 30.06.2023 which is more than 45 days. The auditor before his resignation has issued the limited review/ audit report for quarter ended 30.06.2023 but he has not issued limited review/ audit report for the next quarter ended on 30.09.2023
	(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	No	
	(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for	NA	

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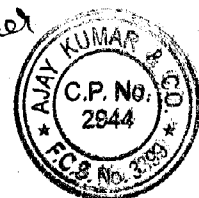


3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	
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III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

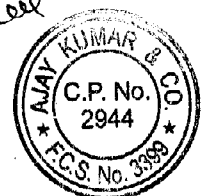
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks of the Practicing Company Secretary
1.	Secretarial Standard: The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	Maintenance and disclosures of Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities	Yes	

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	<p>have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>		
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmations whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Details provided in para I (a) above	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as</p>	Details provided in para I (a) above	

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	provided under separate paragraph herein.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature:

Ajay Kumar

AJAY KUMAR
Ajay Kumar & Co.
Practising Company Secretary
FCS No. 3399
C.P. No. 2944

UDIN: F003399F000479479

Peer Review Certificate No. 1119/2021

Date: 29-5-2024
Place: Mumbai



AJAY KUMAR & CO.

Practising Company Secretaries

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268/272, Dr. C.H. Street,

Marine Lines, Mumbai-400 002.

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