

# ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037 Email id: [cs@onelifecapital.in](mailto:cs@onelifecapital.in) ; Web: [www.onelifecapital.in](http://www.onelifecapital.in)

5<sup>th</sup> October, 2016

To

**BSE Limited**

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400 001

**National Stock Exchange of India Limited**

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

**Ref: BSE code: 533632;**

**NSE Symbol: ONELIFECAP**

Respected Sir/Madam,

**Sub.: Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015:**

Dear Sir/ Madam,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the 9<sup>th</sup> Annual Report of the Company.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For Onelife Capital Advisors Limited**



**Priyanka Rawat**

**Company Secretary & Compliance Officer**



Encl.: a/a.

# ONELIFE CAPITAL ADVISORS LIMITED



onelife  
*one solution*

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

## INDEX

Contents	Page No.
Letter from Chairman's Desk	2
Company's Information	4
Notice of the Annual General Meeting	6
Board's Report	22
Management Discussion And Analysis Report	52
Corporate Governance Report	56
Declaration by Chief Executive Officer	76
Certificate of Corporate Governance	77
Certification by the Chief Executive Officer and Chief Financial Officer of the company	78
Independent Auditors Report	79
Balance Sheet	86
Statement of Profit & Loss	87
Cash Flow Statement	88
Significant Accounting Policies	89
Notes Forming Part of Financial Statement	97
Independent Auditors Report on Consolidated Financial Statement	103
Consolidated Balance Sheet	108
Consolidated Statement of Profit & Loss	109
Consolidated Cash Flow Statement	110
Principles of Consolidation and Significant Accounting Policies on Consolidated Accounts	111
Notes on Consolidated Financial Statement	122
Financial Information on Subsidiary Companies	131

## LETTER FROM CHAIRMAN'S DESK



Dear Shareholders,

It gives me great pleasure to welcome you all to the 9<sup>th</sup> Annual General Meeting of Onelife Capital Advisors Limited. The notice related to this Annual General Meeting, Director's Report, Audited Annual Accounts for the FY 2015-16, Consolidated Annual Audited Accounts and Cash Flow Statement are already with you. With your kind permission, I shall take it as read.

FY2015-16 has been a significant year for your company. It is the fiscal when your company has ventured to provide a business identity and growth option which may yield positive gains in the years to come.

**India- Economic Performance FY2015-16:**

Indian economy (GDP) grew at 7.6% for FY16, which is one of the highest growth rates amongst G-20 nations. It is important to note that despite global growth challenges from developed economies like USA, Europe and China, the Indian economy has been able to sustain high growth rates and is now benefiting from a strong currency with low crude and commodity prices. We feel there is now a mood of optimism emerging in the Indian economy. For Q4 FY2015-16, Indian economy grew at 7.9% to become one of the fastest growing economy in the world. Exports growth has been an area of concern with Y-O-Y negative growth rates, but the trade balance has been partially alleviated by the reduced trade deficit and current account deficits.

Services sector contributes almost 53% of the Indian GDP grew at a robust 10.2% during FY2016. Macroeconomic reforms expected in the tax regime like GST, coupled with the new policy and investment initiatives of the present government should augur a positive growth environment for the nation. Hence, we as management of this company firmly believe that India is perfectly augured to benefit from both global and local opportunities.

**India- Economic Outlook for FY2016-17**

India's consumption will continue to grow in FY2017. Good monsoons should help ease the inflationary pressures in the economy. India will continue to benefit from low crude prices and stable interest rates. Resolution of Non-Performing Assets in the banking system should further add growth momentum to the Indian economy. Despite global challenges expected due to Brexit, negative interest rates in Japan and USA indicating of a potential rise in interest rates FY2016-17. This highlights the tremendous confidence of the global economy on India's expected performance.

Indian economy which is estimated at US\$2 trillion today is expected to grow to US\$20 trillion in next 20 years, making India one of the largest and best performing economies in the world. Average age of the Indian population is at 35 years, indicating its tremendous income generating potential and the ability to provide a positive growth momentum to the global economies.

**Company Developments 2015-16:**

Your company has positioned itself to benefit from all the above opportunities by building a strategic business and investment portfolio that can help reflect and profit from these developments. Your company has further focused to provide a platform for generating value added business by focusing on investments and opportunities which are investment accretive. Execution and management are the two key elements on which your company wishes to reach this strategic goal.

In FY2015-16, your company, through M/s Purple India Holding Limited, a 100% subsidiary of Onelife Capital Advisors Limited, has entered into a shareholding agreement, subject to all regulatory approvals, to acquire Destimoney group of companies. Destimoney is amongst India's leading full service equity brokerage and third party financial services company, with its own NBFC. Your company has ventured to acquire and thereafter to build upon the existing business networks, infrastructure and clientele of Destimoney. This acquisition should help your company to catapult itself to become amongst one of the India's leading financial services business. Your company expects this acquisition should offer the ability to use its management strengths effectively to generate positive value to shareholders. This venture should be a good strategic fit to your company business.

Your company also acquired 100% shareholding in Eyelid Infrastructure Private Limited, with the intention to develop and use the underlying assets in the company for business purposes.

During FY2015-16, your company revenue was Rs. 209.50 lakh, with a net profit of Rs 0.38 lakh. The income was primarily by earned interest on the fixed deposits of the company.

Considering that your company is in an investment mode, the management has decided not to declare any dividend for the year.

#### **Company Outlook for FY2016-17**

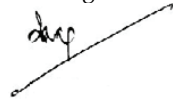
Your company is working to secure the necessary regulatory permissions, by addressing the ground challenges and possibilities. Your company is also looking at parallel business opportunities to rebuild on the business options as they may arise. Your company expects to conclude on this transaction by end of FY2017 and has built on future plans to integrate and manage this new business. We are looking forward to make a quick turnaround and growth for this new venture once all initial approvals and hurdles are cleared.

#### **Our Sincere Appreciation and Acknowledgements**

Your Directors, and I the Chairman, would like to take this opportunity, to put across our personal gratitude for the support demonstrated by our shareholders for the company initiatives conducted by us. We will remain committed to try and build a formidable business for the shareholders. The board will continue to provide the role of the mentor for this company and help it navigate in these interesting times.

I would again like to thank our shareholders, Banks, Employees, and other stakeholders of our business, whose support and guidance has enabled our enterprise reach these business targets and have been an inspiration to us.

Best Regards



Yours sincerely  
TKP Naig

**COMPANY'S INFORMATION**

**BOARD OF DIRECTORS:**

Mr. T.K.P Naig	Executive Chairman
Mr. Pandoo Naig	Managing Director
Mr. Ram Narayan Gupta	Director (Independent Director)
Mr. Amol Shivaji Autade	Director (Independent Director)
Ms. Sonam Satish Kumar Jain	Director (Independent Director)
Mr. Mahendra Salunke	Director (Independent Director)

**BOARD COMMITTEES:****AUDIT COMMITTEE**

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

**STAKEHOLDER RELATIONS COMMITTEE**

Mr. Amol Shivaji Autade	Chairman
Ms. Sonam Satish Kumar Jain	Member
Mr. Mahendra Salunke	Member

**NOMINATION AND REMUNERATION COMMITTEE**

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

**RISK MANAGEMENT COMMITTEE**

Mr. Pandoo Naig	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Mahendra Salunke	Member

**COMPANY SECRETARY:**

Ms. Priyanka Rawat

**CHIEF FINANCIAL OFFICER:**

Mr. Mulraj Shah

**STATUTORY AUDITORS:**

M/s. Khandelwal Jain & Co.  
Chartered Accountants

**INTERNAL AUDITORS:**

G.S. Toshniwal & Associates  
Chartered Accountants

**REGISTERED OFFICE:**

307, Raut Lane, Opp. ISKCON,  
Vile Parel (West)  
Mumbai - 400 049  
Tel: +91 22 26210036  
Fax: +91 22 26210037  
Email Id: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)  
CIN No: L74140MH2007PLC173660

**BANKERS:**

Indian Bank  
Axis Bank  
Kotak Mahindra Bank

**REGISTRAR & SHARE TRANSFER AGENT:**

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad,  
Telangana - 500 032  
**Contact Details:** +91 40 6716 2222  
**Fax number:** +91 40 2342 0814  
**E-mail:** [onelifecapital.ris@karvy.com](mailto:onelifecapital.ris@karvy.com)  
**Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)

**SHARES LISTED AT:**

BSE Limited  
National Stock Exchange of India Limited

**DEPOSITORY:**

National Securities Depository Limited  
Central Depository Services (India) Limited

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON FRIDAY, 30<sup>TH</sup> SEPTEMBER, 2016 AT 10.30 A.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:****1 - Adoption of Financial Statements:****To receive, consider and adopt:**

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

**2 - Appointment of a Director:**

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

**3 - Ratification of appointment of Auditors:**

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 Section 139 and other applicable provisions if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the members at the Seventh Annual General Meeting, the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) as Auditor of the Company to hold office until the conclusion of Annual General Meeting to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred in the performance of their duties."

**SPECIAL BUSINESS:****4 - Approval for Re-appointment of Mr. Pandoo Naig (DIN 00158221), as a Managing Director of the Company:**

**To Consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:**

**"RESOLVED** pursuant to the provisions of sections 196,197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013,schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force),pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is herby accorded to the re-appointment of Mr. Pandoo Naig as the



Managing Director of the Company for the further period of 5 years w.e.f. 2<sup>nd</sup> December, 2016 till 1<sup>st</sup> December, 2021, on the terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pandoo Naig.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment.”

**5 - Approval for Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as a Chairman of the Company.**

**Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of sections 196,197, 198 and other applicable provisions, if any, of the Companies Act, 2013, schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force) and pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for the further period of 5 years w.e.f. 2<sup>nd</sup> December, 2016 till 1<sup>st</sup> December, 2021, on such terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. T.K.P. Naig.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment.”

**6- Approval of Related Party Transaction:**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under and in terms of Regulation 23 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and related parties for acquiring share in the subsidiaries

and step down subsidiaries as follows:

1. To acquire/purchase 3838057 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Gas Energy & Infrastructure Limited, ("Subsidiary Company") at a rate of Rs. 5 per shares amounting to Rs. 19,190,285/-;
2. To acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up in M/s. Goodyield Farming Limited, ("Step Down Subsidiary Companies") at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-;
3. To acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up in M/s. Good Yield Fertilizers and Pesticides Private Limited ("Step Down Subsidiary Companies"), at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-

in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

**T.K.P Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

307, Raut Lane, Opp. ISKCON,  
Vile Parel (W), Mumbai 400 049  
CIN: L74140MH2007PLC173660  
E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2016**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from, Saturday 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both the days inclusive).**
5. The members are requested to:  
Intimate to the Company's Registrars and Share Transfer Agents, Karvy Computer Share Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032, India (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
6. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
7. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
8. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
9. To note that no gift or gift coupons will be distributed at the meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
12. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.

15. The Ministry of Corporate Affairs, Government of India has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
17. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Company has designated an exclusive email ID called [redressal@onelifecapital.in](mailto:redressal@onelifecapital.in) for redressal of shareholders’ complaints/grievances. In case you have any complaints/grievances; please write to us at [redressal@onelifecapital.in](mailto:redressal@onelifecapital.in) or [cs@onelifecapital.in](mailto:cs@onelifecapital.in). Notice of the Meeting is also available on website of the company i.e. [www.onelifecapital.in](http://www.onelifecapital.in).
19. Members may also note that the Notice of the Ninth AGM and Annual Report 2016 will be available on the Company’s website [www.onelifecapital.in](http://www.onelifecapital.in). The physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at [cs@onelifecapital.in](mailto:cs@onelifecapital.in).
20. The shares of the Company are listed at the **BSE Limited**, Mumbai, Phiroze Jeejeeboy Towers, Dalal Street, Mumbai – 400 001 and **National Stock Exchange**, Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The Listing fees have been paid in time for the year ended 31<sup>st</sup> March, 2016.
21. The relative explanatory statement pursuant to section 102 of the companies act 2013 setting out material facts concerning the business under item No.4, 5 and 6 of the notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation, of the person seeking appointment-reappointment as Director under item No 2, 4 and 5 the notice are also annexed as **Annexure: A**.
22. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23<sup>rd</sup> September, 2016, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27<sup>th</sup> September, 2016 and ends on Thursday, 29<sup>th</sup> September, 2016 at 05.00 p.m. and in addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members

attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. In through Central Depository Services (India) Limited (CDSL).

**Procedure for Remote E-VOTING:**

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

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

Start Date & Time End Date & Time:

Tuesday, 27<sup>th</sup> September, 2016 at 09.00 a.m. to Thursday, 29<sup>th</sup> September, 2016 till 5.00 p.m.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 27<sup>th</sup> September, 2016 at 09.00 a.m. and ends on Thursday, 29<sup>th</sup> September, 2016 till 5.00 p.m. 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) on 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**A. In case of Members receiving e-mail:**

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>• Any person who becomes member of the company after the dispatch of the notice and holds shares of the company as on the cut off date i.e. 23<sup>rd</sup> September, 2016 and whose PAN is not registered with the</li> </ul>

	company may obtain the sequence number detail by writing to the company at <a href="mailto:cs@onlifecapital.in">cs@onlifecapital.in</a> or contact the Compliance Officer.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **OneLife Capital Advisors Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy:**

- (a) Please follow all steps mention above to cast vote.
- (b) In case you have any queries or issue regarding e-voting, you may refer the frequently asked questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**General Instructions:**

- a. The e-voting period commences on 27<sup>th</sup> September, 2016 at 9.00 a.m. till 29<sup>th</sup> September, 2016 at 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2016.
- c. The Board of Directors of the Company has appointed Mr. Mukesh Siroya, Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website: [www.onelifecapital.in](http://www.onelifecapital.in) and on the website of CDSL: [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

\*\*\*\*\*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item 4:**

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Pandoo Naig as the Managing Director of the Company to manage the day to day affairs of the Company. Mr. Pandoo Naig is a co-founder of our Company and has more than a decade of experience in capital markets. He is H.S.C in science passed from S.S.P.M from Pune University. He has been associated with our Company since its inception and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.

The Shareholders at its Annual General Meeting held on 25<sup>th</sup>September, 2013 has appointed Mr. Pandoo Naig as a Managing Director of the Company for a period of 3 (three) years. His term of office as Managing Director expires on 1<sup>st</sup>December,, 2016. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup>August,, 2016, subject to necessary approval of shareholders, has approved there-appointment Mr. Pandoo Naig as Managing Director for a further period of 5 years with effect from 2<sup>nd</sup>December,2016 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The Re-appointment is subject to approval of the Shareholders at Annual General Meeting of the Company. The terms and conditions for such re-appointment is given as follows:

1. Mr. Pandoo Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. Pandoo Naig as Managing Director of the Company for a period of 5 years with effect from December 2, 2016 till December 1, 2021 on the following terms and conditions:
  - Salary, Allowances & Perquisites: Not Exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

The proposed resolution is required to be passed as an Ordinary Resolution as required under the Companies Act, 2013 and as such, the Directors recommend your approval.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting.

Mr. Pandoo Naig being the proposed appointee and Mr. T.K.P. Naig being his Father are interested or concerned; no other Directors are concerned or interested in this resolution.



**Item 5:**

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. T.K.P. Naig as an Whole Time Director designated as an Executive Chairman of the Company to overall supervise the affairs of the Company.

The Shareholders at its Annual General Meeting held on 25<sup>th</sup>September,, 2013 has appointed Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for a period of 3 (three) years. His term of office expires on December 1, 2016. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup>August, 2016,subject to necessary approval of shareholders, has approved the re-appointment Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for a further period of 5 years with effect from 2<sup>nd</sup>December2016on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The Re-appointment is subject to approval of the Shareholders at Annual General Meeting of the Company. The terms and conditions for such re-appointment is given as follows:

1. Mr. T.K.P. Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. T.K.P. Naig as a Executive Chairman and Whole Time Director of the Company for a period of 5 years with effect from 2<sup>nd</sup>December, 2016 till 1<sup>st</sup>December , 2021 on the following terms and conditions:
  - Salary, Allowances & Perquisites: Not Exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

Pursuant to the Section 196 of the Companies Act, 2013 and rule made thereunder read with the Schedule V of the Act, the appointment of a person who has attained the age of seventy years may be made by passing a Special Resolution with the justification for appointing such person is given in the explanatory statement;

Hence for appointing Mr. T.K.P. Naig aged 67 years for the further period of five years as Whole Time Director designated as Executive Chairman will complete the age of seventy years in the upcoming years. Therefore, for such appointment required to be taken by way of Special Resolution.

Mr. T.K.P. Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 30 years of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FII's like Scrodders London,

Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting.

After considering the rich and extensive experience in management of the overall affairs of corporate bodies, the Directors recommend your approval for the appointment of the Mr. T.K.P. Naig as Whole Time Director designated as an Executive Chairman of the Company.

Mr. T.K.P. Naig being the proposed appointee and Mr. Pandoo Naig being his Son are interested or concerned, no other Directors are concerned or interested in this resolution.

#### **Item 6:**

The provisions of Section 188 (1) of the Companies Act, 2013 [“Act”] which governs the related party transactions require a company to obtain prior approval of the Board of Directors and in certain cases the prior approval of shareholders is also required to be sought by way of an Ordinary Resolution.

First Proviso to Section 188(1) provides that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions not exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by way of an Ordinary Resolution.

Second Proviso to Section 188(1) provides that no member of the company shall vote on such ordinary resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party:

Third Proviso to Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) provides as under:

Regulation 23 (1), the listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions:

***Explanation:- A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.***

Regulation 23(4): All material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

The Proposal:

1. Presently, M/s. Onelife Gas Energy & Infrastructure Limited (“Onelife Gas”) is a subsidiary of Onelife Capital Advisors Limited (“OCAL”/“Company”) with 50.72% shareholding. It is proposed to acquire 3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90,285, constituting 30.64%, from related parties in addition, the Company also propose to acquire the remaining shareholding of 18.64 % from the other unrelated parties. Post this,

Onelife Gas will become a wholly owned subsidiary of the Company;

2. It is proposed to acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up in M/s. Goodyield Farming Limited (“GFL”), a 73.46% subsidiary of Onelife Gas at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-. Post this, GFL will become a wholly owned subsidiary of the Company; and
3. It is proposed to acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up in M/s. Good Yield Fertilizers and Pesticides Private Limited (“GFPPL”), at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-. This constitutes 100% of its shareholding thus making it a wholly owned subsidiary of the Company. Presently, it is 65% owned by GFL.

The other shareholders of this Company are promoters/related to promoters of the Company and therefore the transactions are considered as related party transactions. The Audit Committee and the Board of Directors at their respective meetings held on 13<sup>th</sup> August, 2016, approved these transactions subject to the approval of the Shareholders. Therefore, it is proposed to seek approval of the members to these transactions.

The proposed transactions are in the ordinary/normal course of Business and at arm’s length basis, based on valuation arrived by the independent valuers. However, Regulation 23 of the SEBI LODR, it is necessary to obtain members approval to all material related party transactions.

The Company accordingly proposes this resolution for the consideration and approval of the members. Mr. Pandoo Naig, Managing Director of the Company and Mr. T.K.P Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) and their close relatives are members in GFL and GFPPL and Mr. TKP Naig and his relatives are members in Onelife Gas and therefore both of them are interested in the above transaction thus are prohibited to vote as per the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI LODR for passing ordinary resolution as set out in the above notice.

Save and except Mr. Pandoo Naig and T.K.P Naig and their relatives, to the extent of their shareholding interest in the Company and respective shareholding in the companies to be acquired, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Audited Financial Statement of the Subsidiary M/s. Onelife Gas Energy & Infrastructure Limited (Onelife Gas”), Step Down Subsidiary M/s. Goodyield Farming Limited and (“GFL”) and Good Yield Fertilizers and Pesticides Private Limited (“GFPPL”) for last three years and the valuation report from Independent valuer is available at the Registered Office of the Company for inspection by any member of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM).

The information required under Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or re-enactment thereof as amended from time to time is furnished hereunder:

Sl. No.	Disclosures Required	Onelife Gas Energy & Infrastructure Limited (Onelife Gas”)	Goodyield Farming Limited (“GFL”)	Good Yield Fertilizers and Pesticides Private Limited (“GFPPL”)
1.	Name of the Related Party	(1) Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3)Mrs. Anandhi Naig; (4) Mrs. Sowmya Gautam Deshpande;	(1) Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3) Mrs. Radhabai Naig; (4) Mrs. Anandhi Naig; (5) Mrs. Sowmya	(1)Mr. T.K.P.Naig- Executive Chairman; (2) Mr. Pandoo Naig – Managing Director and (3) Goodyield Farming Limited(“GFL”)

		(5) Mr. Gautam Deshpande and (6) Good Yield Fertilizers and Pesticides Private Limited (“GFPPL”)	Gautam Deshpande; (6) Mr. Gautam Deshpande and (7) Onelife Gas Energy & Infrastructure Limited (Onelife Gas”)	
2	Name of the director or key managerial personnel who is related if any and nature of relationship	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 6.91% shares and his relatives hold 22.72% in Onelife Gas. Mr. Naig is a member of GFPPL which holds 1.01% shares in Onelife Gas.  Mr. Pandoo Naig – Managing Director of the Company is a member of GFPPL which holds 1.01% shares in Onelife Gas. Further his relatives as described herein above holds 22.72% shares in Onelife Gas. (Son of Mr. T .K.P. Naig)	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 14.46% shares and his relatives hold 12.07% in GFL.  Mr. Pandoo Naig – Managing Director of the Company holds 12.07% shares and his relatives hold 14.46% shares in GFL. (Son of Mr. T .K.P. Naig)	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 30% shares and his relative holds 5% in GFPPL. Further, Mr. T.K.P. Naig is a member of GFL which holds 65% shares in GFPPL.  Mr. Pandoo Naig – Managing Director of the Company holds 5% shares and his relative holds 30% shares in GFPPL. Further, Mr. Pandoo Naig is a member of GFL which holds 65% shares in GFPPL. (Son of Mr. T .K.P. Naig)
3	Nature, material terms, monetary value and particulars of the contract or arrangement	Presently, M/s. Onelife Gas Energy & Infrastructure Limited (“Onelife Gas”) is a subsidiary of Onelife Capital Advisors Limited (“OCAL”/”Company”) with 50.72% shareholding. It is proposed to acquire further 3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90,285, from (1) Mr. T.K.P. Naig (6.91%); (2) Mrs. Anandhi Naig (2.56%); (3) Mrs. Sowmya Gautam Deshpande (16.77%); (4) Mr. Gautam Deshpande (3.39%) and (5) GFPPL (1.01%) constituting 30.64% of the total share capital of Onelife Gas. Along with this the remaining 18.64 % of shareholding from	It is proposed to acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Goodyield Farming Limited, presently a 73.46% subsidiary of Onelife Gas, at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/- . Post this, GFL will become a wholly owned subsidiary of the Company. These shares are proposed to be acquired from (1) Mr. Pandoo Naig (12.07%); (2) Mr. T.K.P. Naig (14.46%); (3) Mrs. Radhabai Naig (1 Share); (4) Ms. Anandhi Naig (2 Share); (5) Mrs. Sowmya Gautam Deshpande (1 Share);	It is proposed to acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Good Yield Fertilizers and Pesticides Private Limited, presently a 65% subsidiary of GFL, at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/- . Post this, GFPPL will become a wholly owned subsidiary of the Company. These shares are proposed to be acquired from (1) Mr. Pandoo Naig (5%); (2) Mr. T.K.P. Naig (30%); and (3) Goodyield Farming Limited (“GFL”)(65%) constituting 100% of

		unrelated parties is also acquired by the Company.	(6) Mr. Gautam Deshpande (1 Share) and Onelife Gas (73.46%) constituting 100% of the total share capital of GFL.	the total share capital of GFPPL.
4	*Payments	3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90, 285.	188400 equity shares of Rs. 10 each @ Rs. 10 per share amounting to Rs. 18,84,000.	10000 equity shares of Rs. 10 each @ Rs. 10 per share amounting to Rs. 1,00,000.
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	After this acquisition, the total shareholding of the Company in Onelife Gas will reach 100%, thus it will become a wholly owned subsidiary of the Company.	<p>i. After this acquisition, the total shareholding of the Company in GFL will be 100% thus it will become a wholly owned subsidiary of the Company.</p> <p>ii. Goodyield Farming Ltd is having income tax demand for AY 2013-14 of Rs. 934 Lakh and appeal is pending before CIT (A)-2 Mumbai.</p>	After this acquisition, the total shareholding of the Company in GFPPL will be 100% thus it will become a wholly owned subsidiary of the Company.

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

**T.K.P. Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**  
307, Raut Lane, Opp. ISKCON,  
Vile Parel (W), Mumbai 400 049  
**CIN:** L74140MH2007PLC173660  
**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Date:** 13/08/2016  
**Place:** Mumbai

## Annexure A:

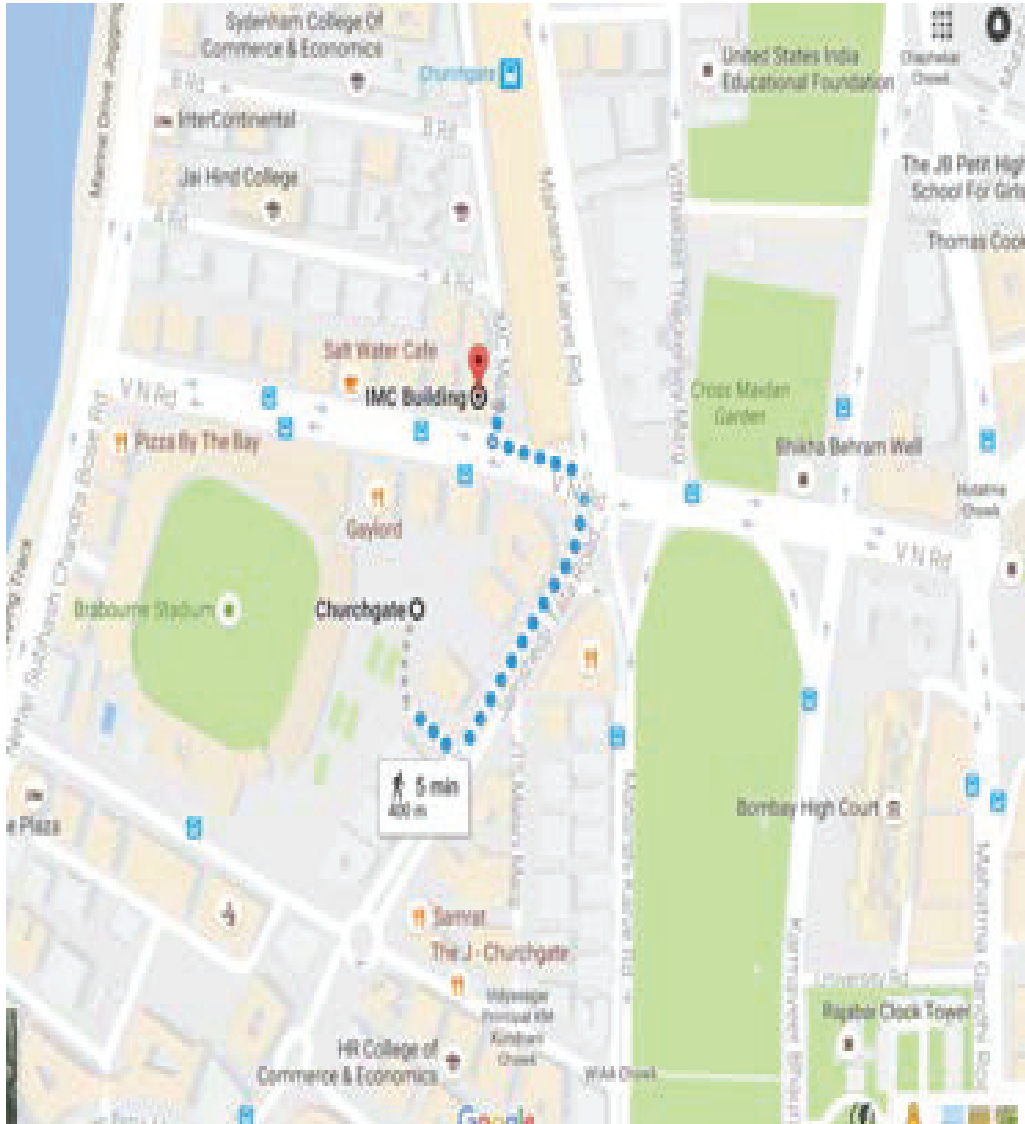
Details of the Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2016 (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Directors	Mr. Pandoo Naig	Mr. T.K.P. Naig
Date of Birth	15/04/1981	20/01/1949
Age	35 years	67 years
Date of Appointment	02 <sup>nd</sup> December, 2010	02 <sup>nd</sup> December, 2010
Relationship with the Directors and Key Managerial Personnel	Son of Mr. T.K.P. Naig	Father of Mr. Pandoo Naig
Expertise in specific Functional Area	Capital Market	Capital Market and Investment Banking
Qualification	H.S.C. in Science From Shri. Shivaji Preparatory Military School, Pune	B. Com from Madras University
Board Membership of other Listed Companies as on 31 <sup>st</sup> March, 2016	Nil	Nil
Chairman /Member of the Committee of the Board of Directors as on 31 <sup>st</sup> March, 2016		
a) Audit Committee	1	Nil
b) Nomination And Remuneration Committee	Nil	Nil
c) Stakeholder's Relationship Committee	Nil	Nil
d) Other Committee	1	Nil
Number of shares held in Company as on 31 <sup>st</sup> March, 2016	3055000	6905000

**Note:**

- Detailed profile of the above Directors is given as part of the Annual Report. The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, as an advisory Board Member and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2015-2016 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF M/s. ONELIFE CAPITAL ADVISORS LIMITED



## BOARD'S REPORT

Dear Members,

Your Directors are please to present Ninth Annual Report together with the Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2016.

### 1. Financial Performance:

The Financial performance of the Company for the year ended 31<sup>st</sup> March 2016 is summarized below:

Particulars	(Rs. in Lakhs)	
	Current Year 2015-16	Previous Year 2014-15
Revenue from Operation	1.10	4.50
Other Income	208.40	362.74
<b>Total</b>	<b>209.50</b>	<b>367.24</b>
<b>Expenditure</b>		
Employee Benefit Expenses	52.88	42.54
Depreciation	54.60	2.83
Other Expenses	87.29	252.98
<b>Total</b>	<b>194.77</b>	<b>298.35</b>
<b>Profit / (Loss) from ordinary activities before finance costs and exceptional items</b>	<b>14.73</b>	<b>68.89</b>
Finance costs	14.24	10.16
<b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items</b>	<b>0.49</b>	<b>58.73</b>
Exceptional items	-	45.00
<b>Profit / (Loss) from ordinary activities before tax</b>	<b>0.49</b>	<b>13.73</b>
Tax Expense		
1. Current Year Tax	0.11	3.35
<b>Profit after Tax</b>	<b>0.38</b>	<b>10.38</b>
Basic and Diluted Earnings per equity share (Rs.)	0.003	0.08

### Share Capital

The paid up equity share capital as on 31<sup>st</sup> March 2016 was 1336 Lakh. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

### Company's Performance:

During the financial year 2015-16 your company's profit after tax was Rs 0.38 Lakh as compared to Rs. 10.38 Lakh in corresponding period of last year. The total revenue amount during the year is Rs. 209.50 Lakh as against the previous year Rs. 367.24 Lakh.

### Consolidated Accounts:

On a consolidated basis, our total revenue is Rs. 360.02 Lakh in current year as against 1028.16 Lakh in the previous year. There was a loss of Rs. 624.69 Lakh as against the profit of Rs. 76.93 Lakh in previous year.



The Consolidated Financial Statements (“CFS”) of your Company for the Financial Year 2015-2016, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Regulation 2015 as prescribed by the Securities and Exchange Board of India (SEBI). The CFS has been prepared on the basis of audited financial statements of the Company, its Subsidiary Companies, as approved by their respective Board of Directors.

**2. Acquisitions and Investments**

The Company by way of postal ballot notice dated 11<sup>th</sup> December, 2015 has again changed the IPO object which was approved by the members of the Company and the results of which were declared on 13<sup>th</sup> February, 2016. Upon such alteration, the Company unutilized IPO proceeds of Rs. 2430 Lakh be used for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company deems fit and Rs. 195 Lakh be used for the renovation/addition in the Premises where Company’s Registered Office is presently situated.

Consequently, the Company has acquired the M/s. Purple India Holdings Limited (“PIHL”) by acquiring the 1400000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) for a consideration of Rs. 140.03 Lakh and further the PIHL has acquired the Destimoney Distribution and Advisory Services Private Limited (“DDASPL”). PIHL is in process of acquiring the other group Companies i.e. Destimoney Securities Private Limited (“DSPL”), Destimoney Commodities Private Limited (“DCPL”) and Sarsan Securities P Ltd. (“SARSAN”) belonging to the “Destimoney Group” which is engaged in the business of financial products, advisory, research, share broking, commodities broking etc.

Further our Company has acquired the 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited and made it the wholly owned Subsidiary Company of our Company.

**3. Dividend:**

Your Directors do not recommend any dividend for the year 2015-16.

**4. Transfer to Reserves:**

Your Company proposes to transfer Rs. Nil to the general reserve. An amount of Rs.0.38 Lakh is proposed to be retained in the Statement of Profit and Loss.

**5. Public Deposits:**

During the financial year 2015-16, your Company has not accepted any deposit within the meaning of Sections 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**6. Management Discussion and Analysis Report:**

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

**7. Corporate Governance Report:**

Your Company believes in adopting best practices of corporate governance. Corporate governance principles are enshrined in the Spirit of our Company. These guiding principles are also

articulated through the Company's code of business conduct and corporate governance guidelines.

As per Regulation 34 of the Listing Regulations 2015, separate report on Corporate Governance along with a certificate from the Practicing Company Secretary is integral part of this report.

## **8. Board of Directors and Key Managerial Personnel:**

### **Board's Composition and Independence**

As on March 31, 2016, the Board comprised of Two Executive Directors and Four Non-Executive Independent Directors.

### **Declaration of Independence**

Definition of 'Independence' of Directors is derived from Regulation 16 of the Listing Regulations and Section 149(6) of the Companies Act, 2013. The Company has received necessary declarations from the Independent Directors stating that they meet the prescribed criteria for independence.

### **Number of Meetings of the Board**

There were nine meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

### **Retirement by Rotation**

Mr. T.K.P. Naig, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

### **Appointment & Resignation**

Mr. Dhananjay Chandrakant Parikh, Non-Executive Director has resigned from the Directorship of the Company w.e.f. 13<sup>th</sup> February, 2016.

The Board has approved the appointment of Mr. Pavan Vyas as the Company Secretary and Compliance Officer of the Company on its Board Meeting held on 14<sup>th</sup> August, 2015. The Board has approved the resignation of the Mr. Pavan Vyas as the Company Secretary and Compliance Officer of the Company on 10<sup>th</sup> September, 2015.

Board at its Board Meeting held on 9<sup>th</sup> November, 2015 has appointed Ms. Priyanka Rawat as the Company Secretary and Compliance Officer of the Company.

### **Committees of the Board**

The Company's Board has the following committees

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

Details of terms of reference of the Committees, Committee membership and attendance at meetings of the Committees are provided in the Corporate Governance report.

**9. Annual evaluation of the performance of Board, its Committees and Directors:**

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

**10. Directors' Responsibility Statement**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2016, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31<sup>st</sup> March, 2016 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March, 2016;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**11. Subsidiaries:**

The Company is having three Subsidiaries i.e. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited (Wholly owned Subsidiary) and Eyelid Infrastructure Private Limited (Wholly owned Subsidiary). Also Company is having three step down subsidiary i.e. Goodyield Farming Limited & Good Yield Fertilizers and Pesticides Private Limited and Destimoney Distribution and Advisory Services Private Limited.

The summary of the key financials of the Company's subsidiaries in **Form AOC 1** is included in this Annual Report. salient features of financial statements of all subsidiaries of your Company is attached to the Accounts which form part of CFS in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

Any member desirous of obtaining a copy of the aforesaid financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including the Consolidated Financial Statements, financial statements of each Subsidiary and all other documents required to be attached to this report have been uploaded on the website of your Company i.e. [www.onelifecapital.in](http://www.onelifecapital.in).

**12. Statutory Disclosures:**

The financial statements of each subsidiary companies is kept for inspection by any member of the Company at its Registered Office during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. The same are placed on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in).

**13. Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

**14. Disclosure relating to remuneration of Directors, key managerial personnel and particulars of employees:**

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in "Annexure [A]" to this Report and is available on the website of your Company i.e. [www.onelifecapital.in](http://www.onelifecapital.in). A physical copy of the same will be made available to any shareholder on request.

The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

**15. Auditors and Auditors' Report:**

M/s. Khandelwal Jain & Co. was appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29<sup>th</sup> September, 2014 for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

**16. Secretarial Audit:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Vijay S. Tiwari & Associates, Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "Annexure - [B]" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**17. Extract of Annual Return:**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure [C]" to this Report.

**18. Related Party Transactions:**

During the financial year 2015-16, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, and the Rules issued thereunder and Listing Regulation, 2015.

During the financial year 2015-16, The Board of Directors at its Board Meeting held on 6<sup>th</sup> August, 2015 had approved the Related Party Transaction for acquiring premises at a price of Rs. 900 Lakh by way of acquisition of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited for its Registered Office or any other purpose as the Board of Directors may think fit in its absolute discretion. The members at the Annual General Meeting held on 30<sup>th</sup> September, 2015 has approve the same as Special Resolution as required under Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder for such Related Party Transaction.

The details of the Related Party Transactions as required under Accounting Standard - 18 are set out in notes of the standalone financial statements forming part of this Annual Report.

Particulars of contracts or arrangements with Related parties as required Section 188 of the Companies Act, 2013 is given in **Form AOC- 2** pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as “**Annexure [D]**” to the Boards Report.

#### **19. Loans and Investments:**

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the Financial Statements.

#### **20. Risk Management Policy:**

Information on the development and implementation of a Risk Management Policy of the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company, is given in the Corporate Governance Report.

There are no risks which in the opinion of the Board threaten the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

#### **21. Vigil Mechanism Policy:**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy & Vigil Mechanism which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, 2015. The policy provides for a framework and process whereby concerns can be raised by its directors and employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the Whistle Blower Policy & Vigil Mechanism of your Company have been outlined in the Corporate Governance Report which forms part of this report.

#### **22. Prevention of Sexual Harassment at Workplace**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, during the year no complaints or allegations of sexual harassment were filed with the Company.

#### **23. Conservation of energy, technology absorption and foreign exchange Earnings and outgo**

The Company being engaged in the Advisory Services does not have any energy utilization or technology absorption. The Company during the year under review has not earned or spent any foreign exchange.

**24. Internal Control System**

The Board ensures the effectiveness of the Company's system of internal controls including financial, operational and compliance control and risk management controls.

M/s. G.S. Toshniwal & Associates, Chartered accountants who have been reappointed as Internal Auditors for the financial year 2016-2017.

**25. General**

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

**26. Appointment of M/s. Karvy Computershare Private Limited ("Karvy") as the Registrar & Share Transfer Agent of your Company:**

The Securities and Exchange Board of India ("SEBI") had vide its Ex-Parte Ad Interim Order No. WTM/RKA/MIRSD2/41/2016 dated 22<sup>nd</sup> March, 2016, inter alia, advised clients of Sharepro Services (India) Private Limited ("Sharepro") to carry out/ switchover their activities related to registrar to an issue and share transfer agent, either in-house or through another registrar to an issue and share transfer agent registered with SEBI.

The Board of Director vide resolution passed in the Board Meeting held on 30<sup>th</sup> May, 2016 has appointed Karvy Computershare Private Limited as Registrar and Share Transfer Agent of the Company with effective from 1<sup>st</sup> July, 2016.

**27. Appreciation**

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

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

**T.K.P Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

307, Raut Lane, Opp. ISKCON,  
Vile Parel (W), Mumbai 400 049  
CIN: L74140MH2007PLC173660  
E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2016**

## Annexure [A] to Board's Report

**Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2015-2016, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2015-2016.

Sr. No.	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Mr. Prabhakara Naig	Chairman and Whole Time Director	3.39	Nil
2	Mr. Pandoo Naig	Managing Director	3.39	Nil
3	Mr. Mulraj Shah	CFO	Not Applicable	Nil
4	Ms. Priyanka Rawat*	Company Secretary	Not Applicable	Nil

**Notes:**

1. \*Ms. Priyanka Rawat has appointed as a Company Secretary of the Company w.e.f. 9<sup>th</sup> November, 2015. Accordingly, the remuneration shown above is for part of the financial year 2015-16.
  2. The aforesaid details are calculated on the basis of remuneration for the financial year 2015-16.
  3. Median remuneration of the Company for all its employees is Rs. 442715/- for the financial year 2015-16.
  4. The Non-Executive Directors of the Company are entitled for sitting fee. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.
- ii. The percentage increase in the median remuneration of Employees for the financial year was Nil.
- iii. The Company has 10 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2016.
- iv. There were no increase in the Average percentage made in the salaries of Employees and the managerial personnel in the financial year. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies.
- v. **The key parameters for any variable component of remuneration:** Not applicable.
- vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

vii. Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Nil

For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig  
Executive Chairman  
DIN No. 00716975

**Registered Office:**

307, Raut Lane, Opp. ISKCON,

Vile Parel (W), Mumbai 400 049

CIN: L74140MH2007PLC173660

E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

Website: [www.onelifecapital.in](http://www.onelifecapital.in)

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2016**



## Annexure [B] to Board's Report

## Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

To,  
The Members,  
**Onelife Capital Advisors Limited**  
CIN: L74140MH2007PLC173660  
307, Raut Lane, Opp. ISKCON  
Vile Parle (West), Mumbai -400049

We have conducted the secretarial audit of the Company in compliance of applicable statutory provisions and the adherence to good corporate practices by M/s ONELIFE CAPITAL ADVISORS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minutes books, forms and returns filed and other records maintained by the company as given in **Annexure "I"** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments form time to time (Not applicable to the Company During the Audit period);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company During the Audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company During the Audit period)

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (delisting of Equity Shares) Regulation 2009 (Not applicable to Company during the Audit Period).
  - h. The Securities and Exchange Board of India (Buy Back of Securities ) Regulation ,1998 (Not Applicable to Company during the Audit Period)
- (vi) We have relied on the representation made by the Company and its Officers for compliance under the other laws and regulations specifically applicable to the Company and report that the Company has complied with the provisions of those Act that are applicable to the Company, as identified by the Management.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 w.e.f. 1st July, 2015; and
- (ii) The Listing Agreement(s) entered into by the Company with BSE Limited and National Stock Exchange of India Limited as per the Securities and exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015;

During the year under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under the review were carried out in compliance with the provision of the Act.
2. Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through and proper system is in place which facilitates/ensure to capture and record, the dissenting members' views, if any, as part of the minutes.

We further report that as per the explanation given to us and representation made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no specific events /action took place having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

**For Vijay S. Tiwari & Associates**

Vijay Kumar Tiwari  
Company Secretary  
ACS No: 33084  
COP No: 12220

Place: Mumbai  
Date: 13/08/2016

**ANNEXURE "I" TO SECRETARIAL AUDIT REPORT****LIST OF DOCUMENTS VERIFIED**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31<sup>st</sup> March, 2016.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Remuneration Committee, Stakeholders' Relationship Committee, and Independent Directors along with Attendance Register held during the financial year under report.
4. Minutes of the Board and its Committee meetings, General Body Meetings and resolutions passed through E-voting and Poll held during the financial year under report.
5. Maintenance of various Statutory Registers viz.
  - Register of Directors & KMP.
  - Register of Directors' Shareholding.
  - Register of Investment.
  - Register of Contracts.
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
8. Intimations received from Directors and Key Managerial Personnel under the prohibition of Insider Trading Code and Company information on opening and closing of trading window as per policy in place.
9. All statutory forms filed by the Company from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.

**For Vijay S. Tiwari & Associates**

Vijay Kumar Tiwari  
Company Secretary  
ACS No: 33084  
COP No: 12220

Place: Mumbai  
Date: 13/08/2016

## Annexure [C] to Board's Report

**Form No. MGT-9**  
**Extract of Annual Return**  
**As on the financial year ended on 31<sup>st</sup> March 2016**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

A.	CIN	L74140MH2007PLC173660
B.	Registration Date	31/08/2007
C.	Name of the Company	Onelife Capital Advisors Limited
D.	Category/Sub-Category of the Company	Public Company Limited by Shares
E.	Address of the Registered office and contact details	307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai - 400049. Tel no.: 022-26210036; Fax: 022-2621 0037 Email id: <a href="mailto:cs@onelifecapital.in">cs@onelifecapital.in</a> ; Web.: <a href="http://www.onelifecapital.in">www.onelifecapital.in</a>
F.	Whether listed company Yes/No	Yes
G.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032 <b>Contact Details:</b> +91 40 6716 2222 <b>Fax number:</b> +91 40 2342 0814 <b>E-mail:</b> <a href="mailto:onelifecapital.ris@karvy.com">onelifecapital.ris@karvy.com</a> <b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Not Applicable		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Onelife Gas Energy & Infrastructure Limited  307, Raut Lane, Opp. ISKCON,	U40102MH2010PLC208489	Subsidiary	50.71	Section 2(87)(ii)

	Vile Parle (w), Mumbai - 400049.				
2	Goodyield Farming Limited  307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai - 400049.	U01100MH2005PLC156052	Step down Subsidiary	-	Section 2(87)(ii)
3	Good Yield Fertilisers and Pesticides Private Limited  307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai - 400049.	U15112MH2005PTC156357	Step down Subsidiary	-	Section 2(87)(ii)
4	Purple India Holdings Limited  307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai - 400049.	U65993MH2012PLC229356	Subsidiary	100%	Section 2(87)(ii)
5	Destimoney Distribution And Advisory Services Private Limited  Tech Web Centre, A Wing, 6th Floor, New Link Road, Oshiwara, Jogeshwari (west) Mumbai 400102	U67110MH2011PTC216038	Step Down Subsidiary	-	Section 2(87)(ii)
6	Eyelid Infrastructure Private Limited  307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai - 400049.	U45202MH2010PTC207397	Subsidiary	100%	Section 2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>		<b>9960000</b>	<b>74.55</b>	<b>0.00</b>
<b>2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>		<b>9960000</b>	<b>74.55</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	16707	0	16707	0.13	0	0	0	0	-0.13
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	1600675	0	1600675	11.98		0	0	0	-11.98
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1)</b>	<b>1617382</b>	<b>0</b>	<b>1617382</b>	<b>12.11</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-12.11</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	927309	0	927309	6.94	0	0	0	0	-6.94
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									

(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	569600	2	569602	4.26	2147445	2	2147447	16.07	11.81
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	276128	0	276128	2.07	250782	0	250782	1.88	-0.19
c) Others (Specify)	9579	0	9579	0.07	1001771	0	1001771	7.50	7.43
<b>Sub-total(B)(2)</b>	<b>1782616</b>	<b>2</b>	<b>1782618</b>	<b>13.34</b>	<b>3399998</b>	<b>0</b>	<b>3399998</b>	<b>25.45</b>	<b>12.11</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3399998	2	3400000	25.45	3399998	2	3400000	25.45	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>13359998</b>	<b>2</b>	<b>13360000</b>	<b>100</b>	<b>13359998</b>	<b>2</b>	<b>13360000</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Naig Prabhakara K	6905000	51.68	0	6905000	51.68	0.00	0.00
2.	Pandoo P Naig	3055000	22.87	0	3055000	22.87	0.00	0.00
	<b>Total</b>	<b>9960000</b>	<b>74.55</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>0.00</b>	<b>0.00</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year (1<sup>st</sup> April, 2015)</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>74.55</b>

Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
<b>At the End of the year (31<sup>st</sup> March, 2016)</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>74.55</b>

Note: There have been no changes in Promoters' Shareholding during the year under review.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
	<b>At the beginning of the year (1st April, 2015)</b>	<b>Refer Annexure 1</b>			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	<b>At the End of the year ( or on the date of separation, if separated during the year)</b>				

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>*For Each of the Directors and KMP</b>				
	<b>At the beginning of the year (1<sup>st</sup> April, 2015)</b>	9960000	74.55	9960000	74.55
	1. Naig Prabhakar K	6905000	51.68	6905000	51.68
	2. Pandoo P Naig	3055000	22.87	3055000	22.87
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	<b>At the End of the year (31<sup>st</sup> March, 2016)</b>	9960000	74.55	9960000	74.55
	1. Naig Prabhakar K	6905000	51.68	6905000	51.68
	2. Pandoo P Naig	3055000	22.87	3055000	22.87

\*Note: Except for Mr. Prabhakara Naig, Whole Time Director and Mr. Pandoo Naig, Managing Director of the Company (also the promoters of the Company) none of the remaining Director or KMP holds shares of the Company.



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
· Addition	Nil	53.00	Nil	53.00
· Reduction	Nil	5.20	Nil	5.20
<b>Net Change</b>	Nil	<b>47.80</b>	Nil	<b>47.80</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	<b>47.80</b>	Nil	<b>47.80</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Mr. Pandoo Naig (Managing Director)	Mr. Prabhakara Naig (Whole Time Director)
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1500000	1500000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - Others, specify...	NIL	NIL

5.	Others, please specify	NIL	NIL
	Total(A)	1500000	1500000
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013 (the "Act"). However, members in their general meeting approved the above remuneration in compliance with the Schedule V of the Act	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Independent Directors/Non-Executive Directors				
		Mr. Ram Narayan Gupta	Mr. Amol Shivaji Autade	Ms. Sonam Satish Kumar Jain	Mr. Mahendra Salunke	Mr. Dhananjay Parikh
	<b>Independent Directors</b>					
	➤ Fee for attending Board Committee Meetings	80,000	80,000	80,000	60,000	N/A
	➤ Commission	Nil	Nil	Nil	Nil	N/A
	➤ Others, please specify	Nil	Nil	Nil	Nil	N/A
	<b>Total (1)</b>	80,000	80,000	80,000	60,000	N/A
	<b>Other Non-Executive Directors</b>					
	➤ Fee for attending Board Committee Meetings	N/A	N/A	N/A	N/A	40,000
	➤ Commission	N/A	N/A	N/A	N/A	Nil
	➤ Others, please specify	N/A	N/A	N/A	N/A	Nil
	<b>Total(2)</b>	N/A	N/A	N/A	N/A	40,000
	<b>Total (B)=(1+2)</b>	80,000	80,000	80,000	60,000	40,000
	Total Managerial Remuneration	3,40,000				
	Overall Ceiling as per the Act	Sitting fee payable to the Director for attending the meeting of the Board or Committee shall not exceed One Lakh rupees per meeting of the Board or Committee				

\* Mr. Mahendra Salunke was appointed w.e.f. 30.09.2015 (Original date appointment as Additional Director is 20<sup>th</sup> October, 2014).

\* Mr. Dhananjay Parikh resigned from Directorship w.e.f. 13<sup>th</sup> February, 2016.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CFO Mulraj Shah	*Company Secretary		Total
			Vivek Maru	Priyanka Rawat	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	689000	76430	120000	885430
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify.	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>689000</b>	<b>76430</b>	<b>120000</b>	<b>885430</b>

\* Mr. Vivek Maru was appointed as Company Secretary w.e.f. 24<sup>th</sup> April, 2015 and resigned w.e.f. 7<sup>th</sup> July, 2015.

\* Ms. Priyanka Rawat has been appointed as a Company Secretary w.e.f. 09.11.2015.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made If any (give details)
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officers In Default</b>					

Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig  
Executive Chairman  
DIN No. 00716975

Registered Office:  
307, Raut Lane, Opp. ISKCON,  
Vile Parel (W), Mumbai 400 049  
CIN: L74140MH2007PLC173660  
E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)

Place: Mumbai  
Date: 13<sup>th</sup> August, 2016

**Annexure 1**

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Shareholding Pattern of top 10 Shareholders between April 01, 2015 And March 31, 2016 (other than directors, promoters and holders of GDRs And ADRs)							
Sr. No.	Date of Transaction	Nature of Transaction	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
				No. of Shares	% of total outstanding shares of the Company	No. of Shares	% of total outstanding shares of the Company
1	01/04/2015	Opening Balance	Leman Diversified Fund	803443	6.01	-	-
	24/04/2015	Sale				-150000	1.12
	01/05/2015	Sale				-30000	0.22
	08/05/2015	Sale				-85000	0.64
	26/06/2015	Sale				-100000	0.75
	17/07/2015	Sale				-438443	3.28
	31/03/2016	Closing Balance			-	-	0
2	01/04/2015	Opening Balance	Crest Fund Ltd.	797232	5.9673	-	-
	17/07/2015	Sale				-195000	-1.46
	24/07/2015	Sale				-165000	-1.24
	31/07/2015	Sale				-65000	-0.49
	07/08/2015	Sale				-372232	-2.79
	31/03/2016	Closing Balance			-	-	0
3	01/04/2015	Opening Balance	Jignesh Hiralal Shah	162128	1.21	-	-

	17/04/2015	Sale				-100000	-0.75
	24/04/2015	Sale				-62128	-0.47
	31/03/2016	Closing Balance		-	-	0	0
4	01/04/2015	Opening Balance	El Dorado Biotech Private Ltd	152549	1.14	-	-
	24/07/2015	Sale				-152549	-1.14
	31/03/2016	Closing Balance		-	-	0	0
5	01/04/2015	Opening Balance	Giraben Atulbhai Shah	114000	0.85	-	-
	24/04/2015	Sale				-114000	-0.85
	31/03/2016	Closing Balance		-	-	0	0
6	01/04/2015	Opening Balance	Shriram Credit Company Limited	95800	0.72	-	-
	10/04/2015	Sale				-87836	-0.66
	17/04/2015	Sale				-7964	-0.06
	31/03/2016	Closing Balance		-	-	0	0
7	01/04/2015	Opening Balance	Fortune Gilts Private Limited	78447	0.59	-	-
	24/07/2015	Sale				-78447	-0.59
	31/03/2016	Closing Balance		-	-	0	0
8	01/04/2015	Opening Balance	Kamet Trading Pvt.Ltd.	37952	0.28	-	-
	17/07/2015	Sale				-37952	-0.28
	31/03/2016	Closing Balance		-	-	0	0
9	01/04/2015	Opening Balance	Tower Overseas Limited	33501	0.25	-	-
	17/07/2015	Sale				-33501	-0.25
	31/03/2016	Closing Balance		-	-	0	0
10	01/04/2015	Opening Balance	Anand Rathi Share And Stock Brokers Limited	28873	0.22	-	-
	10/04/2015	Sale				-38	-0.00
	17/04/2015	Sale				-27561	-0.21
	24/04/2015	Sale				-993	0.00
	01/05/2015	Buy				340	0.00
	08/05/2015	Sale				-348	0.00
	15/05/2015	Buy				501	0.00
	22/05/2015	Buy				4369	0.03
	29/05/2015	Buy				60	0.00
	05/06/2015	Sale				-90	0.00
	12/06/2015	Sale				-10	0.00
	19/06/2015	Buy				1048	0.01
	26/06/2015	Sale				-1148	-0.01
	30/06/2015	Buy				150	0.00
	10/07/2015	Sale				-150	0.00
	17/07/2015	Sale				-3524	-0.03
	24/07/2015	Sale				-1029	-0.01

	31/07/2015	Sale				-358	0.00
	07/08/2015	Buy				269	0.00
	14/08/2015	Buy				543	0.00
	21/08/2015	Sale				-853	0.00
	04/09/2015	Sale				-48	0.00
	09/10/2015	Sale				-3	0.00
	23/10/2015	Buy				1379	0.01
	30/10/2015	Buy				3040	0.02
	13/11/2015	Sale				-233	0.00
	20/11/2015	Buy				2012	0.02
	27/11/2015	Sale				-1437	-0.01
	04/12/2015	Sale				-2990	-0.02
	11/12/2015	Buy				1035	0.01
	18/12/2015	Buy				629	0.00
	25/12/2015	Sale				-614	0.00
	31/12/2015	Sale				-2139	-0.02
	08/01/2016	Buy				818	0.01
	15/01/2016	Buy				2784	0.02
	22/01/2016	Buy				876	0.01
	29/01/2016	Sale				-2546	-0.02
	05/02/2016	Buy				2486	0.02
	12/02/2016	Buy				260	0.00
	19/02/2016	Sale				-460	0.00
	26/02/2016	Buy				50	0.00
	11/03/2016	Sale				-850	-0.01
	31/03/2016	<b>Closing Balance</b>		-	-	<b>4100</b>	<b>0</b>
11	01/04/2015	<b>Opening Balance</b>	<b>Karvy Stock Broking Ltd</b>	<b>25576</b>	<b>0.19</b>	<b>-</b>	<b>-</b>
	10/04/2015	Sale				-2350	-0.02
	17/04/2015	Buy				15877	0.12
	24/04/2015	Buy				12337	0.09
	01/05/2015	Sale				-1095	-0.01
	08/05/2015	Sale				-1308	-0.01
	15/05/2015	Sale				-2040	-0.02
	22/05/2015	Sale				-2787	-0.02
	29/05/2015	Sale				-1804	-0.01
	05/06/2015	Sale				-4176	-0.03
	12/06/2015	Sale				-1319	-0.01
	19/06/2015	Buy				12010	0.09
	26/06/2015	Sale				-10796	-0.08
	30/06/2015	Buy				2990	0.02
	10/07/2015	Buy				2773	0.02
	17/07/2015	Buy				15834	0.12
	24/07/2015	Buy				13848	0.10
	31/07/2015	Buy				5192	0.04
	07/08/2015	Buy				14789	0.11
	14/08/2015	Sale				-4055	-0.03
	21/08/2015	Sale				-1168	-0.01
	28/08/2015	Sale				-1867	-0.01
	04/09/2015	Sale				-3872	-0.03
	11/09/2015	Sale				-6684	-0.05
	18/09/2015	Sale				-1525	-0.01
	25/09/2015	Sale				-15282	-0.11
	30/09/2015	Sale				-358	0.00
	09/10/2015	Sale				-11351	-0.08

	16/10/2015	Sale				-8417	-0.06
	23/10/2015	Buy				1960	0.01
	30/10/2015	Buy				1706	0.01
	06/11/2015	Sale				-2191	-0.02
	13/11/2015	Sale				-622	0.00
	20/11/2015	Sale				689	0.01
	27/11/2015	Buy				1783	0.01
	04/12/2015	Sale				-2832	-0.02
	11/12/2015	Sale				-197	0.00
	18/12/2015	Buy				1582	0.01
	25/12/2015	Buy				1448	0.01
	31/12/2015	Buy				2393	0.02
	08/01/2016	Sale				-650	0.00
	15/01/2016	Buy				1417	0.01
	22/01/2016	Buy				3380	0.03
	29/01/2016	Sale				-534	0.00
	05/02/2016	Buy				1100	0.01
	12/02/2016	Buy				1233	0.01
	19/02/2016	Buy				813	0.01
	26/02/2016	Sale				-1572	-0.01
	04/03/2016	Sale				-4102	-0.03
	11/03/2016	Buy				6526	0.05
	18/03/2016	Buy				2520	0.02
	25/03/2016	Buy				785	0.01
	31/03/2016	Buy				2429	0.02
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>57766</b>	<b>0.43</b>
12	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Shah Jasavantlal R</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
	29/01/2016	Buy				50000	0.37
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>50000</b>	<b>0.37</b>
13	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Arcadia Share &amp; Stock Brokers Pvt Ltd</b>	<b>0</b>	<b>0.00</b>		
	05/06/2015	Buy				2450	0.02
	12/06/2015	Buy				3190	0.02
	19/06/2015	Sale				-483	0.00
	30/06/2015	Sale				-120	0.00
	10/07/2015	Sale				-295	0.00
	31/07/2015	Sale				-1140	-0.01
	14/08/2015	Sale				-500	0.00
	21/08/2015	Buy				5280	0.04
	11/09/2015	Sale				-200	0.00
	18/09/2015	Sale				-700	-0.01
	25/09/2015	Sale				-3000	-0.02
	09/10/2015	Buy				4470	0.03
	23/10/2015	Sale				-1177	-0.01
	30/10/2015	Sale				-80	0.00
	06/11/2015	Buy				4495	0.03
	13/11/2015	Buy				7775	0.06
	20/11/2015	Buy				17690	0.13
	04/12/2015	Sale				-535	0.00
	11/12/2015	Buy				5660	0.04
	18/12/2015	Sale				-250	0.00
	25/12/2015	Sale				-225	0.00
	31/12/2015	Buy				4700	0.04
	15/01/2016	Buy				2300	0.02

	22/01/2016	Sale				-300	0.00
	05/02/2016	Sale				-5	0.00
	26/02/2016	Buy				1440	0.01
	04/03/2016	Sale				-980	-0.01
	11/03/2016	Sale				-500	0.00
	18/03/2016	Sale				-525	0.00
	31/03/2016	Sale				-200	0.00
	<b>31/03/2016</b>	<b>Closing Balance</b>		<b>-</b>	<b>-</b>	<b>40540</b>	<b>0.30</b>
<b>14</b>	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Edelweiss Broking Ltd</b>	<b>473</b>	<b>0.003</b>		
	10/04/2015	Sale				-208	0.00
	17/04/2015	Buy				542	0.00
	24/04/2015	Buy				322	0.00
	01/05/2015	Sale				-96	0.00
	08/05/2015	Sale				-252	0.00
	15/05/2015	Buy				329	0.00
	22/05/2015	Sale				-780	-0.01
	29/05/2015	Sale				-2	0.00
	05/06/2015	Buy				17	0.00
	12/06/2015	Buy				99	0.00
	19/06/2015	Buy				780	0.01
	26/06/2015	Sale				-874	-0.01
	30/06/2015	Buy				50	0.00
	10/07/2015	Sale				-76	0.00
	17/07/2015	Buy				2243	0.02
	24/07/2015	Sale				-987	-0.01
	31/07/2015	Sale				-266	0.00
	07/08/2015	Buy				4961	0.04
	14/08/2015	Sale				-5495	-0.04
	21/08/2015	Buy				299	0.00
	28/08/2015	Buy				25	0.00
	04/09/2015	Sale				-175	0.00
	11/09/2015	Sale				-25	0.00
	18/09/2015	Sale				-503	0.00
	25/09/2015	Sale				-200	0.00
	30/09/2015	Buy				900	0.01
	09/10/2015	Sale				-1100	-0.01
	16/10/2015	Buy				2500	0.02
	23/10/2015	Sale				-1661	-0.01
	30/10/2015	Buy				1673	0.01
	13/11/2015	Buy				22050	0.17
	20/11/2015	Sale				-23450	-0.18
	27/11/2015	Sale				-23	0.00
	04/12/2015	Buy				128483	0.96
	11/12/2015	Buy				1050	0.01
	18/12/2015	Sale				-475	0.00
	25/12/2015	Sale				-25628	-0.19
	31/12/2015	Sale				-93763	-0.70
	08/01/2016	Sale				-6177	-0.05
	15/01/2016	Sale				-281	0.00
	22/01/2016	Buy				1625	0.01
	29/01/2016	Sale				-501	0.00
	05/02/2016	Sale				-2714	-0.02
	19/02/2016	Sale				-10	0.00
	26/02/2016	Buy				10	0.00
	04/03/2016	Sale				-10	0.00
	11/03/2016	Buy				320	0.00



	18/03/2016	Sale				-320	0.00
	31/03/2016	Buy				37016	0.28
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>39715</b>	<b>0.30</b>
15	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>SMC Global Securities Ltd.</b>	<b>14</b>	<b>0.00</b>		
	01/5/2015	Sale				-10	0.00
	09/10/2015	Sale				-4	0.00
	11/12/2015	Buy				64000	0.48
	18/12/2015	Sale				-40455	-0.30
	25/12/2015	Sale				-2125	-0.02
	31/12/2015	Sale				-200	0.00
	8/1/2016	Sale				-915	-0.01
	15/01/2016	Sale				-125	0.00
	22/01/2016	Sale				-3300	-0.02
	29/01/2016	Sale				-368	0.00
	12/2/2016	Sale				-200	0.00
	19/02/2016	Sale				-500	0.00
	26/02/2016	Sale				-11000	-0.08
	4/3/2016	Buy				39495	0.30
	11/3/2016	Sale				-3236	-0.02
	18/03/2016	Sale				-180	0.00
	25/03/2016	Sale				-1624	-0.01
	31/03/2016	Sale				-4139	-0.03
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>35128</b>	<b>0.26</b>
16	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Tower overseas ltd</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
	17/07/2015	Buy				33501	0.25
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>33501</b>	<b>0.25</b>
17	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>SMC Global Securities Limited</b>	<b>274</b>	<b>0</b>	<b>-</b>	<b>-</b>
	17/04/2015	Buy				5062	0.04
	24/04/2015	Buy				1485	0.01
	1/5/2015	Buy				3288	0.02
	8/5/2015	Buy				2216	0.02
	15/05/2015	Sale				-4821	-0.04
	22/05/2015	Sale				-3056	-0.02
	29/05/2015	Sale				-275	0.00
	5/6/2015	Sale				-1915	-0.01
	12/6/2015	Buy				179	0.00
	19/06/2015	Buy				2653	0.02
	26/06/2015	Sale				-2410	-0.02
	30/06/2015	Sale				-816	-0.01
	10/7/2015	Buy				142	0.00
	17/07/2015	Buy				5354	0.04
	24/07/2015	Buy				6495	0.05
	31/07/2015	Buy				3296	0.02
	7/8/2015	Buy				845	0.01
	14/08/2015	Sale				-2125	-0.02
	21/08/2015	Sale				-3542	-0.03
	28/08/2015	Sale				-790	-0.01
	4/9/2015	Sale				-251	0.00
	11/9/2015	Sale				-6220	-0.05

	18/09/2015	Buy				1775	0.01
	25/09/2015	Sale				-3970	-0.03
	30/09/2015	Sale				-876	-0.01
	9/10/2015	Sale				-810	-0.01
	16/10/2015	Buy				271	0.00
	23/10/2015	Buy				4930	0.04
	13/11/2015	Buy				2778	0.00
	20/11/2015	Buy				2367	0.00
	27/11/2015	Buy				1446	0.02
	18/12/2015	Buy				2853	0.02
	25/12/2015	Buy				470	0.01
	31/12/2015	Buy				1770	0.00
	8/1/2016	Buy				1397	0.00
	15/01/2016	Sale				-1230	0.02
	22/01/2016	Buy				4240	0.00
	29/01/2016	Buy				28	0.01
	5/2/2016	Buy				5525	0.01
	12/2/2016	Buy				725	-0.01
	19/02/2016	Buy				1000	0.03
	26/02/2016	Buy				103	0.00
	4/3/2016	Buy				1936	0.04
	11/3/2016	Buy				2393	0.01
	18/03/2016	Buy				1484	0.01
	25/03/2016	Buy				40	0.00
	31/03/2016	Buy				2000	0.01
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>33300</b>	<b>0.25</b>
<b>18</b>	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Trade bulls Securities (P) Limited</b>	<b>1388</b>	<b>0.01</b>		
	10/4/2015	Sale				-1201	-0.01
	17/04/2015	Buy				560	0.00
	24/04/2015	Buy				6163	0.05
	1/5/2015	Buy				5600	0.04
	8/5/2015	Buy				4750	0.04
	15/05/2015	Buy				100	0.00
	22/05/2015	Sale				-10	0.00
	5/6/2015	Sale				17250	0.13
	12/6/2015	Sale				-100	0.00
	19/06/2015	Sale				100	0.00
	26/06/2015	Sale				-250	0.00
	30/06/2015	Buy				150	0.00
	10/7/2015	Buy				4309	0.03
	17/07/2015	Buy				3170	0.02
	24/07/2015	Buy				795	0.01
	31/07/2015	Sale				-1320	-0.01
	7/8/2015	Sale				-650	0.00
	14/08/2015	Sale				-250	0.00
	21/08/2015	Sale				-23204	-0.17
	4/9/2015	Buy				50	0.00
	11/9/2015	Buy				430	0.00
	18/09/2015	Buy				150	0.00
	25/09/2015	Sale				-100	0.00
	30/09/2015	Buy				67	0.00
	9/10/2015	Buy				3983	0.03
	16/10/2015	Buy				465	0.00
	23/10/2015	Sale				-3380	-0.03
	30/10/2015	Buy				3405	0.03

	13/11/2015	Sale				-630	0.00
	20/11/2015	Buy				5800	0.04
	27/11/2015	Sale				-7000	-0.05
	11/12/2015	Buy				2950	0.02
	18/12/2015	Sale				-2100	-0.02
	25/12/2015	Buy				2740	0.02
	31/12/2015	Buy				10849	0.08
	8/1/2016	Buy				3718	0.03
	15/01/2016	Sale				-99	0.00
	22/01/2016	Buy				554	0.00
	29/01/2016	Buy				820	0.01
	5/2/2016	Sale				-8710	-0.07
	12/2/2016	Sale				-1969	-0.01
	19/02/2016	Sale				-200	0.00
	26/02/2016	Buy				25	0.00
	4/3/2016	Buy				48049	0.36
	11/3/2016	Buy				-19000	-0.14
	18/03/2016	Sale				-4033	-0.03
	25/03/2016	Sale				-3158	-0.02
	31/03/2016	Sale				-1475	-0.01
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>32201</b>	<b>0.24</b>
19	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Kiritkumar A Gopani</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
	04/09/2015	Buy				15000	0.11
	20/11/2015	Sale				-1850	-0.01
	31/12/2015	Sale				-3000	0.02
	22/01/2016	Sale				-10150	-0.08
	11/03/2016	Buy				30000	0.22
	<b>31/03/2016</b>	<b>Closing Balance</b>		-	-	<b>30000</b>	<b>0.22</b>
20	<b>01/04/2015</b>	<b>Opening Balance</b>	<b>Jainam Share Consultants Pvt. Ltd</b>	<b>531</b>	<b>0.00</b>		
	10/04/2015	Sale				-325	0.00
	17/04/2015	Buy				2529	0.02
	24/04/2015	Buy				3291	0.02
	01/05/2015	Sale				-3908	-0.03
	08/05/2015	Buy				977	0.01
	15/05/2015	Sale				-3090	-0.02
	22/05/2015	Buy				210	0.00
	29/05/2015	Sale				-56	0.00
	05/06/2015	Sale				-159	0.00
	12/6/2015	Buy				252	0.00
	19/06/2015	Buy				69	0.00
	26/06/2015	Buy				151	0.00
	30/06/2015	Buy				7785	0.06
	10/07/2015	Sale				-765	-0.01
	17/07/2015	Buy				5800	0.04
	24/07/2015	Buy				209	0.00
	31/07/2015	Buy				3827	0.03
	07/08/2015	Sale				-715	-0.01
	14/08/2015	Sale				-1420	-0.01
	21/08/2015	Buy				1110	0.01
	28/08/2015	Sale				-4343	-0.03
	04/09/2015	Buy				70	0.00
	11/09/2015	Sale				-2050	-0.02
	18/09/2015	Sale				-1300	-0.01
	25/09/2015	Sale				-485	0.00

	30/09/2015	Buy				102	0.00
	09/10/2015	Sale				-402	0.00
	16/10/2015	Buy				460	0.00
	23/10/2015	Buy				874	0.01
	30/10/2015	Buy				1530	0.01
	13/11/2015	Sale				-10679	-0.08
	20/11/2015	Buy				48	0.00
	27/11/2015	Sale				-100	0.00
	04/12/2015	Buy				162	0.00
	11/12/2015	Buy				120	0.00
	18/12/2015	Buy				2800	0.02
	25/12/2015	Sale				-2150	-0.02
	31/12/2015	Buy				1680	0.01
	08/01/2016	Sale				-1	0.00
	15/01/2016	Sale				-2639	-0.02
	22/01/2016	Buy				1117	0.01
	29/01/2016	Sale				-912	-0.01
	05/02/2016	Buy				345	0.00
	12/02/2016	Sale				-500	0.00
	19/02/2016	Buy				20	0.00
	26/02/2016	Sale				-70	0.00
	04/03/2016	Buy				27295	0.20
	11/03/2016	Buy				110	0.00
	18/03/2016	Buy				100	0.00
	25/03/2016	Buy				500	0.00
	31/03/2016	Sale				-1750	-0.01
	<b>31/03/2016</b>	<b>Closing Balance</b>			-	<b>26255</b>	<b>0.20</b>

## Annexure [D] to Board's Report

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

## 1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting by way of Postal Ballot as required under first proviso to section 188	NA

## 2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s. Eyelid Infrastructure Private Limited. Mr. Pandoo Naig, Managing Director of Company is also Director and Shareholder in M/s. Eyelid Infrastructure Private Limited
b)	Nature of contracts/arrangements/transaction	To acquire 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited.
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	To acquire the premises at a price of Rs. 900 Lakh by way of acquisition of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited
e)	Date of approval by the Board	06/08/2015
f)	Amount paid as advances, if any	900 Lakh

For and on behalf of the Board  
**ONELIFE CAPITAL ADVISORS LIMITED**  
**T.K.P Naig**  
**Executive Chairman**  
**DIN No. 00716975**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industry Overview and Macro-Economic Developments**

The Economic Survey 2015-16 presented in the Parliament by the Finance Minister Arun Jaitley on 26 February 2016 projects India's economic growth to accelerate to 8 % or higher in the next couple of years given the beginning price situation and comfortable level of external current account. Indian economy has taken impressive strides with reduction in macro-vulnerability due to reforms in key areas, pursuit of fiscal prudence and focus on price stability.

The Economic Survey expects growth rate in the range of 7 to 7.5% in 2016-17, after 7.2% in 2014-15 and 7.6% in 2015-16. The growth rate of over 7% makes India the fastest growing major economy in the world. The Survey further mentions that the recent growth revival in India is predominantly consumption driven. It says while the growth in services sector has moderated slightly. The acceleration in manufacturing growth has compensated for the lower growth in agriculture sector, due to two successive years of lower than normal monsoon rains.

The Economic Survey says that in spite of challenges and lowers than projected GDP growth for 2015-16 at current prices, the fiscal deficit target of 3.9% of GDP seems achievable. This became possible as the Gross Tax Revenue (GTR) targets were achieved, due to improved tax buoyancy and prudent expenditure management, assisted by declining oil prices.

It points out that the Services Sector continues to be the key driver of India's economic growth and it accelerated to 10.3% in 2014-15 from 7.8% in the previous year and it is expected to be 9.2% (constant prices) in 2015-16 as per the advanced estimates. This is due to lower growth in Public Administration, Defense and other Services. There has been a rising trend in FDI equity inflows to the services sector in the first seven months of 2015-16 with FDI inflows growing by 74.7%. The Report, however, points out that there has been sluggishness in India's service exports in the recent months due to global slowdown.

**Services sector remain key growth driver**

The services sector in India has remained the most vibrant sector in terms of contribution to national and state incomes, trade flows, FDI inflows, and employment. According to the Economic Survey 2015-16 tabled in Parliament, the services sector contributed almost 66.1% of its gross value added growth in 2015-16 becoming the important net foreign exchange earner and the most attractive sector for FDI (Foreign Direct Investment) inflows. Despite the slow down in the post crisis period (2010-14) India showed the fastest service sector growth with a CAGR (Compound Annual Growth Rate) of 8.6% followed by China at 8.4%. In 2014 India's services sector growth at 10.3% was noticeably higher than China at 8.0%. As per the ILO (International Labour Organization) report on "Global Employment and Social Outlook: Trends 2015" job creation in the coming years will be mainly in the service sector.

The main focus of our Company is advisory Services, However the Company has altered the Initial Public Offer (IPO) for which the fund was raised, Upon such alteration, the Company utilized IPO proceeds for Strategic Investments, either directly or indirectly or by/through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof and at such cost and expenses directly or indirectly for payments including payment of outstanding debts and working capital of such entities as the Board of Directors of the Company and for the renovation/addition in the Premises where Company's Registered Office is presently situated.

Further the Company has acquired the M/s. Purple India Holdings Limited (“PIHL”) and M/s. Eyelid Infrastructure Private Limited and also in process of acquiring the Destimoney and its Group Companies through the Wholly owned Subsidiary i.e. PIHL, which will enable the OCAL to enter into the different core markets and to have the presence in the securities market, Mutual Fund and other financial services market. This year shows your Company taking ambitious leaps in introducing new Services, acquiring new business and rolling out a growth plan across the country.

### **Opportunities and Threats**

The Board of Directors of your Company who are constantly looking for an opportunity to expand the business of the Company.

During the Onelife Capital Advisors Limited (“OCAL”) at its Board Meeting held on 10<sup>th</sup> September, 2015 decided to acquire 1400000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited (“PIHL”) for a consideration of Rs. 1,40,03,000/- and has further in process of acquiring the shares of the Destimoney Group Companies through its wholly owned subsidiary i.e. PIHL.

Your Company being in Capital/financial services sector is facing a very stiff competition from its competitors. However, the Company is trying its level best to achieve the same level of competence to meet the challenges thrown in this sector.

### **Segment-wise or product-wise performance**

The Company is primarily into Advisory Services. Accordingly, the Company is a single business segment company.

### **Outlook, Risks and Concerns**

This section listed forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. This section lists our outlook, risks and concerns:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- We may not be able to sustain our profit margin or levels of profitability.
- The economic environment, pricing pressures could negatively impact our revenues and operating results.
- We may face difficulties in providing end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could harm our business.
- Our increasing work with government agencies may expose us to additional risks.
- Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.
- We may be liable to our clients for damages cause by disclosure of confidential information, system failures, errors or unsatisfactory performance of services
- Out net income would decrease if the Government of India reduces or withdraws tax benefits and other incentives it provides us or when our tax holidays expire, reduce or are terminated.
- In the event that the Government of India changes its tax policies in a manner that is adverse to us, out tax expense may materially increase, reducing our profitability.
- Terrorist attacks or a war could adversely affect the Indian economy, results of operations and financial condition.

- Changes in the policies of government of India or political instability could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally which could impact our business and prospects.

**Internal Control Systems and Adequacy**

The Internal Control System facilitates the effectiveness and efficiency of company operations and helps ensure the reliability of financial information and compliance with laws and regulations. In particular, the accounting control system is an important element of the Internal Control System as it helps ensure that the Company is not exposed to excessive financial risks and that financial internal and external reporting is reliable.

Onelife has robust internal audit and control systems. They are responsible for independently evaluating the adequacy of internal controls and provide assurance those operations and business units adhere to internal policies, processes and procedures as well as regulatory and legal requirements. Internal audit team defines and review scope, coordinates and conducts risk based internal audits with quarterly frequency across Onelife through their audit firm. Existing audit procedures are reviewed periodically to enhance effectiveness, usefulness and timeliness. The Internal control procedures include proper authorization and adherence to authorization matrix, segregation of roles and responsibilities, physically verification, checks and balances and preventive checks on Compliance risk and overseeing of periodical financials etc.

Internal audit entails risk assessment and detailed verification of processes, adequacy of maintenance of accounting records, documentation and supporting, authorizations, review of internal controls, compliance with management policies and laid down procedures, compliance with applicable accounting standards etc and to verify adherence with applicable statutes, rules, regulation, byelaws, and circulars of the relevant statutory and regulatory authorities.

**Financial Performance with respect to operational performance of the Company**

During the financial year 2015-16 our company's profit after tax was Rs 0.38 Lakhs as compared to Rs 10.38 Lakh in corresponding period of last year.

**Material Developments in Human Resources/ Industrial relations front, including number of people employed.**

Onelife firmly believes that growth of core and fringe stakeholders' will foster its growth opportunities. Onelife aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for Onelife's successful growth. We believe that our human capital is our greatest strength and is the driver of growth, efficiency and productivity. Constant efforts are made to create a working environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of employees. The Company's performance on the Industrial Relations front continues to be quite satisfactory. 10 numbers of employees were employed during the year under review.

**Subsidiaries****Onelife Gas Energy & Infrastructure Limited**

The main object of the Company is procurement, purchase, exploration, storage, suppliers, distributors, sellers and dealers in natural gas and its derivatives including LPG, CNG, PROPANE and any conventional and non-conventional type of energy.

**Purple India Holdings Limited**



Purple India Holding Limited is wholly owned Subsidiary of our Company and the main object of the Company is advisory.

**Destimoney Distribution and Advisory Services Private Limited**

This Company is the step down subsidiary of our Company. The main object of the Company is distribution and advisory services.

**Goodyield Farming Limited & Good Yield Fertilizers and Pesticides Private Limited**

These Companies are the step down subsidiaries of our Company. It is mainly involved in the field of agriculture and related activities.

**Eyelid Infrastructure Private Limited**

This Company is the Wholly Owned Subsidiary of our Company. The main object of the Company is in the field of Infrastructure services.

\*\*\*\*\*

## CORPORATE GOVERNANCE REPORT

SEBI vide its notification no. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> September 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations, 2015"), which were made applicable with effect from 1<sup>st</sup> December 2015 and repealed the erstwhile listing agreement with the stock exchanges.

This Report, therefore, states the compliance status as per requirements of Companies Act, 2013 and Listing Regulations, 2015. Given below are the Company's corporate governance policies and practices for 2015-16. Onelife Capital Advisors Limited has complied with the statutory and regulatory requirements stipulated in the applicable laws, including Listing Regulations, 2015.

## OUR CORPORATE GOVERNANCE PHILOSOPHY

Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust to the working of our Company. Transparency and accountability are the two basic principle of Corporate Governance. Responsible corporate conduct is integral to the way we do our Business. Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

## BOARD OF DIRECTORS

The Board meets atleast once a quarter to review quarterly results and other items on the agenda as well as on the occasion of Annual General Meeting of Shareholders of the Company. Additional Board meetings are convened as and when necessary. In keeping with the commitment of the Management to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent Directors to maintain the independence of the Board and to separate the Board functions of governance and management.

## a. Composition and Category of the Board of Directors:

As on March 31, 2016, Onelife's Board consists of 6 members. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Executive Directors	Mr. T.K.P Naig- Chairman & Whole Time Director Mr. Pandoo Naig- Managing Director
Non Executive Independent Directors	Mr. Ram Narayan Gupta Mr. Amol Shivaji Autade Ms. Sonam Satish Kumar Jain Mr. Mahendra Salunke

\*Mr. Dhananjay Parikh, Non-Executive Director resigned from the directorship w.e.f. 13<sup>th</sup> February, 2016.

The Board has no institutional nominee director. The Company has an executive Chairman. According to regulation 17(1) (b) of the SEBI Listing Regulations, 2015, where the Chairman is executive or a promoter, at least one half of the Board of the Company should consist of Independent Directors.

The composition of the Board represents an optimal combination of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The composition of the Board is in accordance with the requirements of the Corporate Governance code of Listing Regulation 2015 with the stock exchanges. The Board is headed by the Executive Chairman. None of the Non-Executive Directors is responsible for day-to-day affairs of the Company.

**b. Information Supplied to the Board**

The Board has complete access to any information's within the Company and to any of our employees. In terms of quality and importance, the information supplied by Management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations, 2015. As stated elsewhere, the independent directors of the Company at their meeting held on 31<sup>st</sup> March 2016 expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**c. Materially significant related party transactions:**

The materially significant related party transactions, monetary transactions or relationships between the Company and Directors, the Management, subsidiaries or relatives disclosed in the financial statements for the year ended March 31, 2016.

**d. Orderly succession to Board and Senior Management:**

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

**e. Disclosure of relationships between directors inter-se:**

The Board of Directors is not related inter-se except Mr. Pandoo Naig, Managing Director of the Company is a relative of Mr. T.K.P. Naig, Whole Time Director of the Company (Son & Father).

**f. Numbers of Board Meetings:**

Most Board meetings are held at our Registered Office at Mumbai, dates of which are informed in advance. The Board meets atleast once in a quarter to review the quarterly results and other items of the agenda and also on the occasion of the Annual General Meeting of the shareholders. Additional meetings are held as and when necessary. The members of the Boards have access to all information and records of the Company.

The Board met 9 times during the year viz. 24<sup>th</sup> April, 2015, 30<sup>th</sup> May, 2015, 20<sup>th</sup> July, 2015, 6<sup>th</sup> August, 2015, 14<sup>th</sup> August, 2015, 10<sup>th</sup> September, 2015, 9<sup>th</sup> November, 2015, 11<sup>th</sup> December, 2015, 13<sup>th</sup> February, 2016.

- g. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:

Sr. No.	Name of the Directors	Attendance at meetings during 2015-16			No of Directorship in listed entities including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity**	
		Board Meetings		Last AGM		Chairman	Member
		Meetings held	Attended				
1	Mr. T.K.P Naig	9	9	Yes	1	Nil	Nil
2	Mr. Pandoo Naig	9	9	Yes	1	Nil	02
3	Mr. Mahendra Salunke	9	7	No	1	Nil	01
4	Mr. Ram Narayan Gupta	9	9	Yes	1	01	02
5	Mr. Amol Shivaji Autade	9	9	Yes	1	02	03
6	Ms. Sonam Jain	9	9	No	1	Nil	01
7	**Mr. Dhananjay Parikh	9	2	Yes	1	Nil	01

*\*Considered Membership and Chairmanship of Audit/Stakeholder Committee held in listed entities including this listed entity as on March 31, 2016.*

*\*\*Mr. Dhananjay Parikh has resigned from the Directorship w.e.f. 13<sup>th</sup> February, 2016.*

None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included.

As per declarations received, none of the directors serves as an independent director in more than seven listed companies. Further, the whole time directors in the Company do not serve as an independent director in more than three listed companies.

None of the directors was a member in more than ten committees, nor a Chairman in more than five committees across all companies, in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. The Directors furnish Notice of Disclosure of Interest as specified in Section 184 of the Company Act 2013.

#### h. Review of legal compliance reports:

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

**i. Board material distributed in advance:**

The agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

**j. Recording minutes of proceedings at Board and Committee meetings**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**k. Brief Profile of Director(s)**

Further, the required resolutions for appointment /re-appointment of the Director(s), at the forthcoming Annual General Meeting are included in the Notice convening this Annual General Meeting.

**l. Code of Conduct**

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required under clause 49 of the erstwhile listing agreement (now corresponding to regulation 17(5) of the SEBI Listing Regulations, 2015), the Board of Directors has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company and the same has been placed on Company's website on i.e. <http://www.onelifecapital.in/investorrelations.html>.

All Directors and Senior Management personnel have affirmed compliance with the new Code for 2015-16. A declaration to this effect signed by the Managing Director is given in this Annual Report.

**m. Policy on Prohibition of Insider Trading**

The Company has in place a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate monitor and report trading by its Employees and other Connected Persons pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The aforesaid codes has also been posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015.

Accordingly, the Board at its meeting held on 30<sup>th</sup> May, 2015, approved and adopted:

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The code referred above is placed on the Company's website and link of the same is given below: [www.onelifecapital.in](http://www.onelifecapital.in)

## **INDEPENDENT DIRECTORS' MEETING**

### **Maximum tenure of independent directors**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 31<sup>st</sup> March 2016, without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and

The independent directors present elected Mr. Ram Narayan Gupta as Chairman for the meeting. All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

### **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

### **Role of the Independent Directors:**

The independent Directors play an important role & participate in all the deliberation of the Board and contribute to the decision making process with their rich knowledge and expertise in the areas of Account, Financial, Law, & other professional areas.

### **Code of Conduct for Independent Directors**

The Code of Conduct for Independent Directors ('Code') has been adopted by the Company to comply with the Section 149, read with Schedule IV under the Companies Act, 2013 ('Act') and such other rules and regulations as applicable. The Code is a guide to professional conduct for Independent Directors. It is believed that adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly

minority shareholders, regulators in the institution of independent directors. Further pursuant to the provisions of Act and the Listing Agreement, Independent Directors of the Company hold at-least one meeting in a financial year without attendance of Non-Independent Directors and the members of the Management. The said meeting was held on March 31, 2016.

Company had also issued a formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and erstwhile Clause 49 of the Listing Agreement (now regulation 46(2) of SEBI Listing Regulations, 2015).

The terms and condition of appointment and code for Independent Directors is available on the website of the Company and can be accessed through the following link: <http://www.onelifecapital.in/investorrelations.html>

#### **Familiarization Programme**

Company has put in place a structured induction and familiarization programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis. The details of such familiarization programmes are placed on the website of the company and link given below <http://www.onelifecapital.in/investorrelations.html>

#### **EVALUATION OF BOARD EFFECTIVENESS**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, during the year under review, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual

Evaluation was made by the Board is given below:

1. Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting and the criteria are placed on the Company's website <http://onelifecapital.in>
2. Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
3. Consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
4. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and the Board.

5. Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise.

## REMUNERATION OF DIRECTORS

### Executive directors & Non-executive directors

The Company pays remuneration to Executive Directors by way of salary, perquisites, and allowances based on the recommendations of the Nomination & Remuneration Committee, approval of the Board and the shareholders. Non- Executive Directors of the Company are entitled only to sitting fees for the meeting of the Board of Directors and/or Committee meetings attended by them. No other payment is being made to them.

Detailed information of remuneration paid/payable to Directors during 2015-16 are provided in an annexure to the Directors' Report in the Form MGT-9, i.e., extract of the Annual Return.

### Pecuniary transactions with non-executive directors

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

### Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in)

## SHAREHOLDING OF DIRECTORS

Information on shares held by Directors in the Company as on 31<sup>st</sup> March 2016 is provided in the annexure to the Directors' Report in section IV (v) of Form MGT-9, i.e., extract of the Annual Return.

## COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. All business transacted by the Board Committees are placed before the Board for noting. Currently the Board has four Committees:

1. The Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relation Committee and



4. Risk Management Committee.

**A. AUDIT COMMITTEE:**

**Constitution and composition**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and erstwhile Clause 49 of the Listing Agreement (now corresponding to regulation 18 of the SEBI Listing Regulations, 2015). Members of the Audit Committee possess financial / accounting expertise / exposure. Moreover, the Chairman and members of the Audit Committee have 'accounting or related financial management expertise'.

**Meetings, Attendance details:**

During the Financial Year 2015-2016 Audit Committee met Eight times i.e. 24<sup>th</sup> April, 2015, 30<sup>th</sup> May, 2015, 20<sup>th</sup> July, 2015, 6<sup>th</sup> August, 2015, 14<sup>th</sup> August, 2015, 10<sup>th</sup> September, 2015, 9<sup>th</sup> November, 2015 and 13<sup>th</sup> February, 2016.

The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

The Quorum of the meeting is either two members or one third of the members of the Committee whichever is greater, with minimum of two independent members present.

The term of reference of these committees are very wide and are in line with the regulatory requirement mandated by the act and part C of the Schedule II of the SEBI Listing Regulation, 2015.

**Composition of the Audit Committee and attendance record of members for 2015-16:**

Name	Designation	Status	No. of Meetings during the year 2015-16	
			Held	Attended
Mr. Ram Narayan Gupta	Chairman	Independent Director	8	8
Mr. Amol Shivaji Autade	Member	Independent Director	8	8
Mr. Pandoo Naig	Member	Managing Director	8	8

**B. NOMINATION AND REMUNERATION COMMITTEE:**

The Board of Directors has constituted the Nomination and Remuneration Committee pursuant to inter-alia, Section 178 of the Companies Act, 2013 and clause 49 of the erstwhile listing agreement (now corresponding to regulation 19 of the SEBI Listing Regulations, 2015).

The Board of Directors has constituted the Nomination and Remuneration Committee pursuant to inter-alia, Section 178 of the Companies Act, 2013.

**Terms of reference:**

The Committee has inter-alia the following terms of reference:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;

2. To carry out evaluation of every Director’s performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To devise a policy on Board diversity;
6. To review the overall compensation policy for Non- Executive Directors and Independent Directors and make appropriate recommendations to the Board of Directors;
7. To make recommendations to the Board of Directors on the increments in the remuneration of the Directors;
8. To assist the Board in developing and evaluating potential candidates for Senior Executive positions and to oversee the development of executive succession plans;
9. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
10. To formulate the Employee Stock Option Scheme (ESOS), decide the terms and conditions, make appropriate recommendations to the Board of Directors and administer and superintend ESOS;
11. To maintain regular contact with the leadership of the Company, including interaction with the Company’s human resources department, review of data from the employee survey and regular review of the results of the annual leadership evaluation process; and
12. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The role of the Nomination and Remuneration Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015.

During the year under review, the Committee met on 24<sup>th</sup> April, 2015, 14<sup>th</sup> August, 2015 and 9<sup>th</sup> November, 2015.

**The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the members of the Nomination and Remuneration Committee are given below:-**

Name	Designation	Status	No. of Meetings during the year 2015-16	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent Director	3	3
Mr. Ram Narayan Gupta	Member	Independent Director	3	3

Ms. Sonam Satish Kumar Jain	Member	Independent Director	3	3
Mr. Dhananjay Parikh	Member	Non - Executive Director	3	3

The Board of Director in its meeting held on 13<sup>th</sup> February, 2016 has reconstituted the Nomination and Remuneration Committee, due to the resignation of Mr. Dhananjay Parikh, Non-executive Director.

The Composition of the Nomination and Remuneration Committee after reconstitution is given below:-

Name of Directors	Designation
Mr. Amol Shivaji Autade	Non-Executive Independent Director (Chairman)
Mr. Ram Narayan Gupta	Non-Executive Independent Director
Ms. Sonam Satish Kumar Jain	Non-Executive Independent Director

#### Nomination & Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on <http://onelifecapital.in/pdf/nominationpolicy.pdf>

#### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013.

The role of the Stakeholders Relationship Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, etc.

In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

In compliance with the provisions of section 178 of the Companies Act, 2013 and clause 49 of the erstwhile listing agreement (now corresponding to regulation 20 of the SEBI Listing Regulations, 2015), the Board re-named the Committee as 'Stakeholders Relationship Committee' and revised the terms of reference of said Committee as under:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates, etc.
2. To look into matters that can facilitate better security-holders services and relations.

During the year under review, the Committee met on Four times i.e. May 30, 2015, August 14, 2015, November 09, 2015 and February 9, 2016.

**The Composition of the Stakeholders Relationship Committee and the details of meetings attended by the members of the Stakeholders Relationship Committee are given below:**

Name	Designation	Status	No. of Meetings during the year 2015-16	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent	4	4
Mr. Ram Narayan Gupta	Member	Independent	4	4
Mr. Dhananjay Parikh	Member	Non-Executive	4	3

The Board of Director in its meeting held on 13<sup>th</sup> February, 2016 has reconstituted the Stakeholders Relationship Committee, due to the resignation of Mr. Dhananjay Parikh.

The Composition of the Nomination and Remuneration Committee after reconstitution is given below:

Sr. No.	Name of Directors	Designation
1	Mr. Amol Shivaji Autade	Non-Executive Independent Director (Chairman)
2	Ms. Sonam Satish Kumar Jain	Non-Executive Independent Director
3	Mr. Mahendra Salunke	Non-Executive Independent Director

During the year under review, the Company has resolved investor grievances expeditiously. During the year under review, the Company/its Registrar received the following complaints from Stock Exchanges & ROC and queries from the shareholders, which were resolved within the time frame laid down by SEBI:

Investor Complaints	No. of complaints Attended/resolved during 2015-16
Pending at the beginning of the year	0
Received during the year	1
Disposed of during the year	1
Remaining unresolved at the end of the year	0

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers/transmissions, issue of share certificates, non-receipt of annual reports, and other allied complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. As on March 31, 2016, no complaint was outstanding.

**Name, Designation and Address of Compliance Officer:-**

Ms. Priyanka Rawat  
 Company Secretary  
 307, Raut Lane, Opp. ISKCON,  
 Vile Parle (w) Mumbai -400049  
 Tel no.: 022-26210036; Fax: 022-26210037  
 Email id: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
 Website: [www.onelifecapital.in](http://www.onelifecapital.in)

**D. RISK MANAGEMENT COMMITTEE**

The Board of Directors has constituted Risk Management Committee in order to identify and mitigate risk.

The Composition of the Risk Management Committee and the details of meetings attended by the members of the Risk Management Committee are given below:-

Name	Designation	Status	No. of Meetings during the year 2015-16	
			Held	Attended
Mr. Dhananjay Parikh	Chairman	Non - Executive Director	1	1
Mr. Ram Narayan Gupta	Member	Independent Director	1	1
Mr. Pandoo Prabhakar Naig	Member	Managing Director	1	1

The Board of Directors has adopted Risk Management Policy which is posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html> . The roles and responsibilities of the Risk Management Committee shall be such as may be stated in the Risk Management Policy.

The Committee held one meeting on 9<sup>th</sup> November, 2015. All the members attended these meetings. At these meetings, inter alia, the statement on Risk Management Policy, including identification therein of elements of risk which may threaten the existence of the Company, was discussed at length. The Committee and Board have laid down procedures to inform it of the Company's risk assessment and minimization procedures. These are periodically reviewed to ensure that the Management identifies and controls risk through a properly defined framework.

However due to the resignation of Mr. Dhananjay Parikh the Board of Director in its meeting held on 13<sup>th</sup> February, 2016 has reconstituted the Risk Management Committee.

The Composition of the Risk Management Committee after reconstitution is given below:-

Sr. No.	Name of Directors	Designation
1	Mr. Pandoo Naig	Executive Director (Chairman)
2	Mr. Ram Narayan Gupta	Non-Executive Independent Director
3	Mr. Mahendra Salunke	Non-Executive Independent Director

#### SUBSIDIARY COMPANIES:

The Company has three subsidiaries viz. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited, Eyelid Infrastructure Private Limited.

And three step down Subsidiaries viz. Goodyield Farming Limited, GoodYield Fertilizers and Pesticides Private Limited and Destimony Distribution And Advisory Services Private Limited

A Policy on `Material Subsidiaries' pursuant to Regulation 16 (c) of Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 had been formulated by the Board. Provisions to the extent applicable under the SEBI Listing Regulations, 2015 with reference to subsidiary companies were duly complied. The same is placed on the website of the Company and link of the same given below:  
<http://onlifecapital.in/pdf/materialsubsidiaries.pdf>

During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of each unlisted subsidiary company to the extent applicable. A statement of all significant transactions and arrangements entered into by these subsidiary companies, as applicable, was regularly placed before the Board.

#### Subsidiary Companies' Monitoring Framework

The Company monitors performance of subsidiary companies, inter alia, by the following means; atleast one independent director of the Company is a Director on the Board of each Material Subsidiary of the Company. Financial statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee. Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly. A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

#### RELATED PARTY TRANSACTIONS:

Particulars of contracts or arrangements with Related parties as required Section 188 of the Companies Act, 2013 is given in **Form AOC- 2** pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "**Annexure [D]**" to the Boards Report.

A Policy on materiality of RPTs and also on dealing with RPTs has been formulated by the Board and the same is placed on website of the Company i.e.  
<http://onlifecapital.in/pdf/related-party-transaction-policy.pdf>

#### WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the erstwhile listing agreement (now corresponding to regulation 22 of the SEBI Listing Regulations,

2015 Company is required to formulate the Whistle Blower Policy/Vigil Mechanism. The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The said Policy is placed on the Company's website <http://onelifecapital.in/pdf/whistle-blower-policy.pdf>.

## MANAGEMENT DISCUSSION AND ANALYSIS

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

## DISCLOSURE OF MATERIAL TRANSACTIONS

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

## MEANS OF COMMUNICATION

Your Company, from time to time and as may be required, Communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website. The Quarterly results of the Company are regularly submitted to the Stock Exchange where the shares of the Company are listed. Subsequently the results are also published in the English Newspaper "Business Standard" and Regional Newspaper "Mumbai Lakshadweep"

The Company has its own website [www.onelifecapital.in](http://www.onelifecapital.in) which contains all important public domain information. The website contains information as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015, including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern, etc.

## GENERAL BODY MEETINGS

### a. Annual General Meeting (AGM):

The particulars of Annual General Meeting held during the last three years are as follows:

Year	Date	Time	Venue
2014-2015	September 30, 2015	10.30 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai - 400020
2013-2014	29 <sup>th</sup> September, 2014	10.00 A.M	DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai - 400001
2012-2013	25 <sup>th</sup> September, 2013	10.30 A.M	2 <sup>nd</sup> Floor, Apeejay Business Centre, Appejay House, 3 Dinshaw Vachha Road, Churchgate, Mumbai- 400 020

**Extraordinary General Meeting (EGM):**

No Extraordinary General Meeting of the Members was held during the year 2015-16.

**b. Details of Special Resolutions passed in previous three Annual General Meetings:**

Details of AGM	Date and time of AGM	Details of special resolutions(s) passed at the Annual General Meetings, if any
8 <sup>th</sup> AGM	30 <sup>th</sup> September, 2015 at 10.30 a.m.	1. Approval of Related Party Transaction 2. Approval of borrowing limits of the Company 3. Approval for Creation of mortgage/charge on the assets of the Company:
7 <sup>th</sup> AGM	29 <sup>th</sup> September, 2014 at 10.30 a.m.	No Special Resolution has been passed
6 <sup>th</sup> AGM	25 <sup>th</sup> September, 2013 at 10.30 a.m.	1. Re-appointment of Mr. T.K.P Naig, as Executive Chairman of the Company 2. Re-appointment of Mr. Pandoo Naig, as Managing Director of the Company

**c. Special Resolution passed through Postal Ballot along with the details of voting pattern:**

Following Special Resolution was passed through Postal Ballot in the Financial Year 2015-2016:

Date of Passing Resolution	Purpose	Vote in favour of the Resolution		Votes against the Resolution	
		No.	%	No.	%
13/02/2016	Altering the Objects of the Initial Public Offer (IPO) for which amount was raised.	9961394	99.99	1098	0.01
13/02/2016	Approval for making investments, providing loans, guarantees and securities beyond the prescribed limits.	9961394	99.99	1098	0.01

The Board had appointed M/s. M Siroya And Company, a Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot & E-voting process in a fair and transparent manner. The results of Postal Ballot was declared on 13<sup>th</sup> February, 2016 at the Registered Office address of the Company.

At present, there is no proposal for passing any Special Resolution through Postal Ballot.

**5. DISCLOSURES**

**Disclosure of accounting treatment in preparation of financial statements**

The Company has followed prescribed accounting standards including AS-18 (which is recommendatory one) as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.



**Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.**

The Company received final order from SEBI dated 30<sup>th</sup> August, 2013 whereby the following directions have been given:

- (a) Onelife Capital Advisors Ltd (PAN No. AAACO9540L) and its Managing Director Mr. Pandoo P. Naig (PAN No. ACNPN2800J) shall, jointly and severally, bring Rs 35.25 crores i.e. the diverted IPO proceeds into the company from Fincare, Precise and KPT within six months from the date of the said order;
- (b) The Board of Directors of OCAL shall ensure compliance of above direction and submit a monthly progress report in the above regard to SEBI. Further the Board of Directors shall also furnish to SEBI a Compliance Report duly certified by a SEBI registered Merchant Banker within two weeks of compliance of the above direction;
- (c) Onelife Capital Advisors Ltd (PAN No. AAACO9540L) and its Managing Director Mr. Pandoo P. Naig (PAN No. ACNPN2800J) shall be remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner, for a period of 3 years from the date of the *interim order* i.e. 28<sup>th</sup> December, 2011;
- (d) Other Non-Executive/Independent Directors of OCAL namely Mr. T. K. P. Naig (PAN No. ABIPN2653D), Mr. D. C. Parikh (PAN No. ACTPP2402L), Mr. A. P. Shukla (PAN No. AECPS3296Q), Mr. T. S. Raghavan (PAN No. AAFPR1521A) and Mr. T. Shirdharani (PAN No. AAIPS0065M) shall not take up any assignments as directors in any company for a period of one year from the date of this order.

The Company has received full IPO proceeds of the amount Rs. 35.25 Crore. Rs 7.70 Crore from M/s KPT Infotech Private Limited paid towards Brand Building. Rs 12 crores from Precise Consulting & Engineering Private Limited paid towards Development of Portfolio Management Services and General Corporate Purpose and Rs 15.55 crores from Fincare Financial & Consultancy Services Private Limited paid towards Development of PMS Business and payment of finder fees and Purchase of Corporate Office.

The Company had received show cause notice dated 25<sup>th</sup> October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. The Company has received

Adjudication order dated 28<sup>th</sup> November, 2014 imposing a penalty of Rs. 45 lacs on the Company, Rs.155 lacs on Managing Director Mr. Pandoo Naig and Rs.150 lacs on Whole time Director Mr.TKP Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 lacs to SEBI as per the direction and debited the penalty of Rs. 45 Lacs as expenses during the quarter ended 31<sup>st</sup> March, 2015 which has been disclosed under the head "Exceptional Items" in the Financial Results.

The adjudicating Officer imposed the penal interest on the penalty amount which was imposed vide Order dated November 28, 2014 due to delayed payment of the penalty amount. The Company has paid the interest on penalty amount on 30<sup>th</sup> January, 2016.

Besides this on July 07, 2014 the Company has received a Notice under Regulation 25(1) of SEBI (Intermediaries) Regulations, 2008 whereby SEBI has alleged us in contravening the provisions of SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992 and SEBI (Merchant Bankers) Regulations, 1992 being not a 'fit and proper person' to act as stock-broker and a merchant banker.

During the year Company was asked to pay service tax of Rs. 86.25 Lacs pending the issue of show cause notice by the Department. The same has been paid under protest and accounted as advance Service Tax.

On 26<sup>th</sup> June, 2016 the Company has received a Notice under Regulation 28(1) of SEBI (Intermediaries) Regulations, 2008 whereby SEBI has alleged us in contravening the provisions of SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992 and SEBI (Merchant Bankers) Regulations, 1992 being not a 'fit and proper person' to act as stock-broker and a merchant banker. The Company has filed its reply with SEBI.

### **Compliance Certificate**

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

### **Report on Corporate Governance**

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2015-16. The Company has been regularly submitting the quarterly compliance report to the stock exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

### **Certificate on Corporate Governance**

The Company has obtained the certificate regarding compliance with the provisions relating to Corporate Governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

### **Compliance of mandatory and non-mandatory Requirements**

#### **1. Mandatory**

The Company has complied with the mandatory requirements of the SEBI Listing Regulations, 2015.

#### **2. Discretionary**

The Company has also complied with the discretionary requirements as under:

##### **The Board:**

Since the Company has an executive Chairman, the requirement regarding non-executive Chairman is not applicable to the Company.

##### **Shareholder rights:**

A half-yearly declaration of financial performance including summary of significant events in the preceding six months is sent to each household of shareholders.

##### **Modified opinion(s) in audit report:**

The Company confirms that its financial statements are with unmodified audit opinion.

##### **Separate posts of Chairperson and Chief Executive Officer**

The Company has appointed separate persons to the post of Chairman and Managing Director.

##### **Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**GENERAL SHAREHOLDERS' INFORMATION:**

<b>Annual General Meeting</b>	30 <sup>th</sup> September, 2016
<b>Financial Year</b>	April 1, 2015 to March 31, 2016
<b>Date of Book Closure</b>	24 <sup>th</sup> September, 2016 to 30 <sup>th</sup> September, 2016
<b>Listing on Stock Exchanges (Equity Shares)</b>	1. BSE Limited 2. National Stock Exchange of India Limited The Company has paid the listing fees to the Stock Exchanges.
<b>Stock Code (Equity)</b>	BSE-533632 NSE -ONELIFECAP
<b>CIN</b>	L74140MH2007PLC173660

**Financial Reporting for 2016 - 2017**

Results for first Quarter	On or before 14 <sup>th</sup> August 2016
Results for second Quarter	On or before 14 <sup>th</sup> November 2016
Results for third Quarter	On or before 14 <sup>th</sup> February 2017
Results for fourth Quarter and Annual	On or before 30 <sup>th</sup> May 2017
Annual General Meeting for the year ended 31 <sup>st</sup> March 2017	On or before 30 <sup>th</sup> September, 2017

**Dates of Book Closure**

The register of members and share transfer books of the Company will remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).

**Share Transfer Agent**

The Company has appointed Karvy Computershare Pvt. Ltd. as its share transfer agent and accordingly, processing of share transfer/dematelization/dematelization and allied activities was outsourced to Karvy Computershare Pvt. Ltd., Hyderabad (Karvy). All physical transfers, transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants, etc. as well as requests for dematerialization/dematelization are being Processed in periodical cycles at Karvy. The work related to dematerialization/dematelization is handled by Karvy through connectivity with NSDL and CDSL.

<b>Registrar and Share Transfer Agent</b>	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032 <b>Contact Details:</b> +91 40 6716 2222 <b>Fax number:</b> +91 40 2342 0814 <b>E-mail:</b> <a href="mailto:onelifecapital.ris@karvy.com">onelifecapital.ris@karvy.com</a> <b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>
<b>Share Transfer System</b>	Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects.

**Market information:**

Market Price Data: High low during each month in last financial year.

BSE HIGH AND LOW PRICE AS ON APRIL'2015 - MARCH'2016					BSE SENSEX		
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
APR'2015	128.9	157.4	71.7	72.3	29094.61	26897.54	27011.31
MAY'2015	74	82.4	62.15	62.55	28071.16	26423.99	27828.44
JUNE'2015	63	78	56.4	68.8	27968.75	26307.07	27780.83
JULY'2015	69.2	82.6	32.15	34.6	28578.33	27416.39	28114.56
AUG'2015	34.45	36.5	25.35	31.45	28417.59	25298.42	26283.09
SEP'2015	31.9	52.2	29.55	49.65	26471.82	24833.54	26154.83
OCT'2015	50.7	83.7	48.5	66.65	27618.14	26168.71	26656.83
NOV'2015	67.45	70.4	53.2	69.15	26824.3	25451.42	26145.67
DEC'2015	70.2	77	57.9	60.1	26256.42	24867.73	26117.54
JAN'2016	60.45	63.5	32.35	38.2	26197.27	23839.76	24870.69
FEB'2016	39	39.8	28.4	29.45	25002.32	22494.61	23002
MAR'2016	30	41.75	29.5	33.3	25479.62	23133.18	25341.86

NSE HIGH AND LOW PRICE AS ON APRIL'2015 - MARCH'2016					S & P CNX Nifty		
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
APR'2015	125.80	157.50	71.00	72.45	8229.4	8144.75	8181.5
MAY'2015	74.00	82.20	62.00	62.55	8443.9	8305.7	8433.65
JUNE'2015	62.80	78.50	55.00	68.75	8378	8298.95	8368.5
JULY'2015	68.70	82.95	31.60	34.45	8548.95	8448	8532.85
AUG'2015	34.50	37.00	25.05	31.45	8043.6	7947.95	7971.3
SEP'2015	31.00	52.25	28.05	49.55	7957.7	7874.5	7948.9
OCT'2015	50.35	83.55	48.60	66.65	8146.1	8044.4	8065.8
NOV'2015	67.00	70.40	53.00	69.30	7966	7922.8	7935.25
DEC'2015	69.95	77.25	58.10	60.35	7955.55	7891.15	7946.35
JAN'2016	60.80	63.40	32.00	38.60	7575.65	7402.8	7563.55
FEB'2016	38.75	39.60	26.65	29.00	7094.6	6825.8	6987.05
MAR'2016	30.40	41.50	29.00	32.45	7777.6	7702	7738.4

**Distribution schedule of the Shareholding as on 31<sup>st</sup> March 2016:**

DESCRIPTION	No. of shareholders	%	Number of shares	%
LESS THAN 500	4414	79.819	634093	4.746
500 - 1000	503	9.096	394804	2.955
1001 - 2000	304	5.497	453189	3.392
2001 - 3000	114	2.061	289317	2.166
3001 - 4000	53	0.958	189368	1.417
4001 - 5000	36	0.651	161139	1.206
5001 - 10000	66	1.193	442780	3.314
10001 AND ABOVE	40	0.723	10795310	80.803
<b>TOTAL</b>	<b>5530</b>	<b>100.00</b>	<b>13360000</b>	<b>100.00</b>

Shareholding Pattern as on 31<sup>st</sup> March 2016:

Category	No. of shares	Shareholding %
<b>(A) Shareholding of Promoter and Promoter Group</b>		
(1) Indian Individuals/Hindu Undivided Family	9960000	74.55
<b>Sub Total (A)</b>	<b>9960000</b>	<b>74.55</b>
<b>(B) Public Shareholding</b>		
<b>(1) Institutions</b>		
Foreign Institutional Investors	0	0
Financial Institutions/Banks	0	0
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>
<b>(2) Public Shareholding (Non-Institutions)</b>		
: Bodies Corporate	943319	7.06
: Individual shareholders holding nominal share capital up to Rs. 2 lakh	2292229	17.16
: Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	106000	0.79
: NBFCs registered with RBI	770	0.01
: Non- Resident Indians	57682	0.43
<b>Sub-Total (B)(2)</b>	<b>3400000</b>	<b>25.45</b>
<b>Total B (B1+B2)</b>	<b>3400000</b>	<b>25.45</b>
<b>TOTAL (A+B)</b>	<b>13360000</b>	<b>100</b>

**Dematerialization of Shares:**

The Equity Shares of the Company are to be traded compulsorily in Dematerialised form. About 99.99% of paid-up Equity Capital has been dematerialized as on 31<sup>st</sup> March, 2016 and the rest is in physical form.

The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for this purpose.

**ISIN number for NSDL & CDSL: INE912L01015**

**Shares held in Demat and Physical mode as at 31<sup>st</sup> March, 2016 are as follows:**

Particulars	No. of Share	Percentage (%) of Total Shares
Physical Segment	2	0.00001
Demat Segment	13359998	99.99999
NSDL	11886739	88.97
CDSL	1473259	11.03
<b>Total</b>	<b>13360000</b>	<b>100.0000</b>

<b>Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity</b>	The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments.
<b>Address for correspondence</b>	307, Raut Lane, Opp. ISKCON, Vile Parle (w) Mumbai -400049.

**Shareholders' and Investors' Grievances**

The Board of Directors of the Company currently has a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders on various matters. Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during the period under review related to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report, non-receipt of transferred shares and change of address and/or bank particulars. As on 31 March 2016, there were no pending issues to be addressed or resolved.

Designated email address for the investor complaints is [redressal@onelifecapital.in](mailto:redressal@onelifecapital.in)

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

**T.K.P Naig**  
**Executive Chairman**  
**DIN No. 00716975**

**Registered Office:**

307, Raut Lane, Opp. ISKCON,  
Vile Parel (W), Mumbai 400 049  
**CIN: L74140MH2007PLC173660**  
**E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)**  
**Website: [www.onelifecapital.in](http://www.onelifecapital.in)**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2016**

**Declaration by Chief Executive Officer (MD)**

**[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

I, Mr. Pandoo Naig- Managing Director of Onelife Capital Advisors Limited hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2016.

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

**Pandoo Naig**  
**Managing Director**

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2016**

**Certificate of Corporate Governance**

To  
The Members of  
Onelife Capital Advisors Limited

We have examined the compliance of conditions of the Corporate Governance by **Onelife Capital Advisors Limited** (CIN: L74140MH2007PLC173660) (the Company), for the year ended on 31<sup>st</sup> March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the stock exchanges for the period April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 for the period from December 01, 2015 up to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management we certify that the Company has complied with all the mandatory Requirement of the Corporate Governance as stipulated in the aforesaid listing Agreement/Listing Regulations 2015, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vijay S. Tiwari & Associates**

Vijay Tiwari  
Company Secretary  
ACS No: 33084  
COP No: 12220

Place: Mumbai  
Date: 13/08/2016

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
OF THE COMPANY  
[Regulation 17(8)]**

To

**The Board of Directors**

Onelife Capital Advisors Limited  
307, Raut Lane, Opp. ISKCON,  
Vile Parle (W), Mumbai -400049

We, Pandoo Naig, Managing Director and Mulraj Shah, Chief Financial Officer of Onelife Capital Advisors Limited, to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Pandoo Naig  
Managing Director

Mulraj Shah  
Chief Financial Officer

Place: Mumbai

Date: 13<sup>th</sup> August, 2016



## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,  
ONELIFE CAPITAL ADVISORS LIMITED

### 1. Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

### 4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles

generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

## 5. Emphasis of Matters

As mentioned in Note No. 27 to the standalone financial statements, the Company has passed special resolution through postal ballot with requisite majority which has been announced on 13th February, 2016 whereby the objects of the balance IPO proceeds of Rs. 2,625 lacs has been changed as per the details given in the said note.

Our opinion is not modified in respect of this matter.

## 6. Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditors Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- B. As required by Section 143 (3) of the Act, we report that:
- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - iii. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - iv. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. The matter described under the "Emphasis of Matters" paragraph above, in our opinion, may have an adverse impact on the functioning of the Company.
  - vi. On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vii. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
    - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements - Refer note no. 19 forming part of the notes to financial statements;
    - ii. As at March 31, 2016, the Company did not have any outstanding long term contracts including derivative contracts as referred to Note No. 31 of the standalone financial statements; and

- iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year.

**For KHANDELWAL JAIN & CO.**  
**Chartered Accountants**  
**Firm Registration No.: 105049W**

**(S. S. SHAH)**  
**PARTNER**  
**Membership No.: 33632**

Place: Mumbai  
Date : August 13, 2016

**Annexure "A" to Independent Auditors' Report**  
**(Referred to in paragraph 6A under 'Report on Other Legal and Regulatory Requirements' section**  
**of our report of even date)**

- i.
  - a. The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets.
  - b. The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company owns no immovable properties and hence reporting under paragraph 3(i)(c) of the said Order is not applicable.
- ii. The Company's nature of operations does not require it to hold inventories. Accordingly, clauses (ii)(a) to (ii)(c) of paragraph 3 of the Order are not applicable to the Company.
- iii. According to information and explanations given to us, the Company has granted unsecured loans to 2 companies covered in the register maintained under Section 189 of the Act. The Company has not granted any secured / unsecured loans to firms, LLPs or other parties covered in the register maintained under Section 189 of the Act.
  - a. In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
  - b. The repayment terms are not stipulated as the loans are repayable on demand and the parties are regular in payment of interest. There is no outstanding as at the year end in respect of one Company.
  - c. In respect of the above loan to one company whose loan is outstanding at the year end, there is no amount which is overdue for more than ninety days.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of sections 73 to 76 of the Act and the Rules framed there under.
- vi. According to information and explanations given to us, maintenance of cost records as prescribed by the Central Government under sub section (1) of section 148 of the Act is not considered as the Company has not done any activity prescribed under the said section.
- vii.
  - a. According to the information and explanations given to us and records examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable to it, with the appropriate authorities, though there have been slight delay in few cases.
  - b. According to information and explanations given to us, There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

- c. According to the records of the Company and the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax, which have not been deposited as on March 31, 2016 on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us there are no loans or borrowings from financial institution or bank or Government and the Company has not issued any debentures.
- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the said Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into non-cash transactions for acquisition of assets for consideration other than cash referred to section 192 of the Act with its directors or persons connected with its directors.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For KHANDELWAL JAIN & CO.**  
Chartered Accountants  
**Firm Registration No.: - 105049W**

**S. S. SHAH**  
Partner  
**Membership No. 33632**

Place: - Mumbai  
Date : -August 13, 2016

**Annexure "B" to the Independent Auditors' Report**  
**(Referred to in paragraph 6B(g) under 'Report on Other Legal and Regulatory Requirements'**  
**section of our report of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing as specified under Section 143 (10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included

obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

**For KHANDELWAL JAIN & CO.**

Chartered Accountants

**Firm Registration No.: - 105049W**

**S. S. SHAH**

Partner

**Membership No. 33632**

Place: Mumbai

Date : August 13, 2016

ONELIFE CAPITAL ADVISORS LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

Rs. in Lakhs

Particulars	Note	As at March 31, 2016	As at March 31, 2015
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	1,336.00	1,336.00
Reserves & Surplus	3	3,467.29	3,466.91
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	38.99	-
Long Term Provisions	5	3.05	2.38
<b>Current Liabilities</b>			
Short Term Borrowings	6	-	362.21
Other Current Liabilities	7	59.00	13.37
Short Term Provisions	8	4.13	3.54
<b>Total</b>		<b>4,908.46</b>	<b>5,184.41</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	9		
Tangible Assets		394.58	1.50
Intangible Assets		-	-
Capital Work in Progress		-	38.83
Non-Current Investments	10	1,342.06	301.68
Long Term Loans and Advances	11	2,606.11	622.21
<b>Current Assets</b>			
Cash and Bank Balances	12	22.84	3,594.72
Short Term Loans and Advances	13	538.06	167.11
Other Current Assets	14	4.81	458.36
<b>Total</b>		<b>4,908.46</b>	<b>5,184.41</b>

Significant accounting policies

1

Notes forming part of financial statements

2 to 34

As per our report of even date

For Khandelwal Jain & Co  
Chartered Accountants  
Firm Registration No: - 105049W

For and on behalf of Board of Directors of  
Onelife Capital Advisors Limited

[S. S. Shah]  
Partner  
Membership No: - 033632

T.K.P. Naig  
Executive Chairman  
DIN No. 00716975

Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer

Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date : 13th August, 2016

Place: Mumbai  
Date : 13th August, 2016



ONELIFE CAPITAL ADVISORS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

Rs. in Lakhs

Particulars	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>INCOME</b>			
Revenue from Operations	15	1.10	4.50
Other Income	16	208.40	362.74
<b>Total Revenue</b>		<b>209.50</b>	<b>367.24</b>
<b>EXPENSES</b>			
Employee benefits expenses	17	52.88	42.54
Finance costs		14.24	10.16
Depreciation and amortization expense	9	54.60	2.83
Other Expenses	18	87.29	252.98
<b>Total Expenses</b>		<b>209.01</b>	<b>308.51</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>0.49</b>	<b>58.73</b>
Exceptional items		-	45.00
<b>Profit before tax</b>		<b>0.49</b>	<b>13.73</b>
<b>Tax expense</b>			
Current Year tax		0.11	3.35
		<b>0.11</b>	<b>3.35</b>
<b>Profit for the year</b>		<b>0.38</b>	<b>10.38</b>
<b>Basic and Diluted Earnings Per Equity Share (Rs.)</b>	24	<b>0.003</b>	<b>0.08</b>

Significant accounting policies  
Notes forming part of financial statements

1  
2 to 34

As per our report of even date

For Khandelwal Jain & Co  
Chartered Accountants  
Firm Registration No: - 105049W

For and on behalf of Board of Directors of Onelife  
Capital Advisors Limited

[S. S. Shah]  
Partner  
Membership No: - 033632

T.K.P. Naig  
Executive Chairman  
DIN No. 00716975

Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer

Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date : 13th August, 2016

Place: Mumbai  
Date : 13th August, 2016

ONELIFE CAPITAL ADVISORS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

Rs. in Lakhs

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before exceptional and extraordinary items and tax	0.49	58.73
<b>Adjustments for:</b>		
Depreciation	54.60	2.83
Loss on Sale of Fixed Assets	0.47	-
Interest Paid	14.24	10.16
Interest income	(208.40)	(361.84)
<b>Operating Profit before working capital changes</b>	<b>(138.60)</b>	<b>(290.12)</b>
<b>Adjustments for:</b>		
(Increase) / Decrease in Current and Non-Current Assets	(1,509.60)	1,573.50
Increase / (Decrease) in Current and Non-Current Liabilities	46.89	(832.54)
<b>Cash generated from operations</b>	<b>(1,601.31)</b>	<b>450.84</b>
Direct Taxes paid (net of refunds received)	(20.86)	(21.80)
<b>Cash flow before exceptional and extraordinary items</b>	<b>(1,622.17)</b>	<b>429.04</b>
Penalty	-	(45.00)
<b>Net Cash Flow from Operating Activities - [A]</b>	<b>(1,622.17)</b>	<b>384.04</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
*Purchase of Fixed Assets	(409.41)	(39.91)
Investments in Subsidiaries	(1,040.38)	-
Advances towards purchase of property	(10.00)	-
Sale of Fixed Assets	0.08	-
(Increase) / Decrease in Other Bank Balances	3,525.00	(3,525.00)
Loans (given) / repaid (net) - Subsidiaries	(360.94)	759.57
Interest Received	208.40	361.84
<b>Net Cash Flow from in Investing activities - [B]</b>	<b>1,912.75</b>	<b>(2,443.50)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	38.99	-
Proceeds from Short Term Borrowings	(362.21)	362.21
Interest Paid	(14.24)	(10.16)
<b>Net Cash Flow from Financing activities - [C]</b>	<b>(337.46)</b>	<b>352.05</b>
<b>Net Increase in Cash and Cash Equivalents - [A+B+C]</b>	<b>(46.88)</b>	<b>(1,707.41)</b>
Cash and Cash Equivalents at the beginning of the year	69.72	1,777.13
<b>Cash and Cash Equivalents at the end of the year</b>	<b>22.84</b>	<b>69.72</b>
Fixed Deposits (Maturity of less than 12 months)	-	3,525.00
<b>Cash and Bank Balances at the end of the year (Refer Note No. 12)</b>	<b>22.84</b>	<b>3,594.72</b>

**Note:**

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Accounting Standard 3 'Cash Flow Statement'

Significant accounting policies  
Notes forming part of financial statements

1  
2 to 34

As per our report of even date

For Khandelwal Jain & Co  
Chartered Accountants  
Firm Registration No: - 105049W

For and on behalf of Board of Directors of  
Onelife Capital Advisors Limited

[S. S. Shah]  
Partner  
Membership No: - 033632

T.K.P. Naig  
Executive Chairman  
DIN No. 00716975  
Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer  
Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date : 13th August, 2016

Place: Mumbai  
Date : 13th August, 2016

## Significant Accounting Policies:

### 1.1 Basis of preparation of financial statements:

The financial statements have been prepared in accordance with the historical cost convention on an accrual basis and comply with the applicable Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

These financial statements have been prepared as required under relevant provision of the Companies Act, 2013 and the presentation is based on the Schedule III of the Companies Act, 2013. All assets and liabilities are classified into current and non-current generally based on the criteria of realization / settlement within twelve months period from the balance sheet date.

### 1.2 Use of estimates:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

### 1.3 Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognized on accrual basis.

### 1.4 Fixed assets:

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

### 1.5 Depreciation:

- a. Depreciation is provided on "Written Value Method" basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.
- b. Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

### 1.6 Investments:

Quoted Investments are valued at cost or market value whichever is lower. Unquoted investments are stated at cost. The decline in the value of the unquoted investments, other than temporary, is provided for. Cost is inclusive of brokerage, fees and duties but excludes Securities Transaction Tax, if any.

### 1.7 Employee Benefits:

- a. **Short term employee benefits**  
All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries and bonus are recognized in the period in which the employee renders the related service.

**b. Defined contribution plans:**

The Company is not covered under the Employees State Insurance Act and the Provident Fund Act.

**c. Defined benefit plans:**

The Company's Gratuity plan is a defined benefit plan. The liability under the plan is determined on the basis of an independent actuarial valuation carried out at the year end. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss.

As per the Company's policy, leave earned during the year do not carry forward, they lapse if the current period's entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement during service.

### **1.8 Operating Leases:**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and Loss as when they are incurred.

### **1.9 Taxation:**

Income Tax expense comprises of current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable or virtually certain (as the case may be) of realization.

### **1.10 Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all potential dilutive equity shares, except where result would be anti-dilutive.

### **1.11 Impairment:**

The Fixed Assets or a group of assets (Cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets or group of assets is determined, and if such recoverable amount of the assets or cash generating unit to which the assets belongs is less than its carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Financial Statements

Rs. in Lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
2	<b>SHARE CAPITAL</b>		
	<b>Authorised Capital</b>		
	15,010,000 (Previous Year 15,010,000) Equity Shares of Rs. 10 each	1,501.00	1,501.00
	<b>Issued, Subscribed &amp; Paid-up Capital</b>		
13,360,000 (Previous Year 13,360,000) Equity Shares of Rs. 10 each fully paid-up	1,336.00	1,336.00	
	<b>Total</b>	<b>1,336.00</b>	<b>1,336.00</b>
a	<b>Reconciliation of Number of Equity Shares</b>		
	Balance at the beginning of the year	13,360,000	13,360,000
	Add: Issued during the year	-	-
	<b>Balance at the end of the year</b>	<b>13,360,000</b>	<b>13,360,000</b>
b	<b>Rights, Preferences and Restrictions attaching to each class of shares</b>		
<b>Equity Shares having a face value of Rs. 10</b>			
<b>As to Dividend: -</b>			
The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.			
<b>As to Repayment of capital: -</b>			
In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.			
<b>As to Voting: -</b>			
The Company has only one class of shares referred to as equity shares having a face value of Rs. 10. Each holder of the equity share is entitled to one vote per share held.			
c	<b>Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company</b>		
<b>Mr. Prabhakar Naig</b>			
- No. of shares held	6,905,000	6,905,000	
- % of Holding	51.68%	51.68%	
<b>Mr. Pandoo Naig</b>			
- No. of shares held	3,055,000	3,055,000	
- % of Holding	22.87%	22.87%	
<b>Leman Diversified Fund</b>			
- No. of shares held	-	803,443	
- % of Holding	-	6.01%	
<b>Cresta Fund Ltd.</b>			
- No. of shares held	-	797,232	
- % of Holding	-	5.97%	
3	<b>Reserves and Surplus</b>		
<b>Securities Premium</b>			
Balance at the beginning of the year	3,624.35	3,624.35	
Additions during the year	-	-	
	<b>3,624.35</b>	<b>3,624.35</b>	
Less: Expenditure on Issue of Shares	-	-	
<b>Balance at the end of the year (a)</b>	<b>3,624.35</b>	<b>3,624.35</b>	
<b>Deficit in Statement of Profit &amp; Loss</b>			
Balance at the beginning of the year	(157.44)	(167.46)	
Less:- Carrying amount of the asset where the remaining useful life is NIL as per schedule II of Companies Act, 2013.	-	0.37	
Add:- Profit for the year as per statement of Profit and Loss	0.38	10.38	
<b>Balance at the end of the year (b)</b>	<b>(157.06)</b>	<b>(157.44)</b>	
	<b>Total (a) + (b)</b>	<b>3,467.29</b>	<b>3,466.91</b>

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Financial Statements

Rs. in Lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
4	<b>Long Term Borrowings</b>		
	Term Loans - from banks	-	-
	from Others - Vehicle Loan		
	Term: 5 year and Rate of Interest: 11.49% p.a.	38.99	-
	31.03.2017 - Rs. 8.81 lakhs (Refer note no.7)		
	31.03.2018 - Rs. 9.88 lakhs		
	31.03.2019 - Rs. 11.08 lakhs		
	31.03.2020 - Rs. 12.42 lakhs		
	13.08.2020 - Rs. 5.61 lakhs		
	<b>Total</b>	<b>38.99</b>	<b>-</b>
5	<b>Long Term Provisions</b>		
	Provision for Gratuity	3.05	2.38
	<b>Total</b>	<b>3.05</b>	<b>2.38</b>
6	<b>Short Term Borrowings</b>		
	<b>Secured</b>		
	<b>Loans repayable on demand</b>		
	Cash Credit - From ING Vysya bank Limited (Now merged with Kotak Mahindra Bank Limited)	-	362.21
	Term: 1 year and Rate of Interest: 11.25% p.a.		
	<b>Security</b>		
The Cash Credit facility is secured against fixed deposits of Rs. 570 lakhs; and			
Demand Promissory Note of Rs. 500 lakhs with interest @11.25% p.a.			
	<b>Total</b>	<b>-</b>	<b>362.21</b>
7	<b>Other Current Liabilities</b>		
	Current maturities of long-term debt (Refer note no.4)	8.81	-
	Statutory Dues	9.55	1.47
	Creditors for Expenses	40.64	11.89
	<b>Total</b>	<b>59.00</b>	<b>13.37</b>
8	<b>Short Term Provisions</b>		
	Provision for Gratuity	4.13	3.54
	<b>Total</b>	<b>4.13</b>	<b>3.54</b>

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Financial Statements  
 Note 9 - Fixed Assets

Rs. in Lakhs

Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK		
	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	Upto April 1, 2015	Adjustments for the year	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible Assets</b>									
Leasehold Improvements	-	357.15	-	357.15	-	-	39.68	317.47	-
Computers & Printers	6.39	-	6.13	0.26	5.92	0.12	0.22	0.04	0.48
Air Conditioner	1.47	2.49	1.47	2.49	1.10	0.55	0.38	2.10	0.37
Office Equipments	2.80	-	1.05	1.75	2.15	0.29	1.42	0.33	0.65
Vehicles	-	88.60	-	88.60	-	13.95	13.95	74.65	-
<b>Sub-total</b>	<b>10.67</b>	<b>448.24</b>	<b>8.65</b>	<b>450.25</b>	<b>9.17</b>	<b>8.11</b>	<b>55.66</b>	<b>394.58</b>	<b>1.50</b>
<b>Intangible Assets</b>									
Computer Software	1.12	-	-	1.12	1.12	-	1.12	-	-
<b>Sub-total</b>	<b>1.12</b>	<b>-</b>	<b>-</b>	<b>1.12</b>	<b>1.12</b>	<b>-</b>	<b>1.12</b>	<b>-</b>	<b>-</b>
Capital Work in Process	-	-	-	-	-	-	-	-	38.83
<b>Total</b>	<b>11.79</b>	<b>448.24</b>	<b>8.65</b>	<b>451.37</b>	<b>10.29</b>	<b>8.11</b>	<b>56.78</b>	<b>394.58</b>	<b>40.33</b>
<b>Previous Year</b>	<b>10.71</b>	<b>1.08</b>	<b>-</b>	<b>11.79</b>	<b>7.09</b>	<b>0.37</b>	<b>10.29</b>	<b>40.33</b>	<b>3.62</b>

**ONELIFE CAPITAL ADVISORS LIMITED**

Notes forming part of the Financial Statements

Rs. in Lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
<b>10</b>	<b>Non- Current Investments (At Cost)</b>		
	<b>Trade Investments Un-quoted</b>		
	<b>Investments in Equity Instruments</b>		
	<b>In Subsidiaries</b>		
	6,352,500 (Previous Year 6,352,500) Equity Shares of Onelife Gas Energy and Infrastructure Ltd. of Rs. 10 each fully paid-up	300.25	300.25
	100,000 (Previous Year NIL) Equity Shares of Eyelid Infrastructure Pvt. Ltd. of Rs. 10 each fully paid-up	900.00	-
	1,400,000 (Previous Year NIL) Equity Shares of Purple India Holding Ltd. of Rs. 10 each fully paid-up	140.38	-
	<b>Others</b>		
	7,143 (Previous Year 7,143) Equity Shares of Onelife Ecopower and Engg. Ltd. of Rs. 10 each fully paid-up	0.71	0.71
	7,143 (Previous Year 7,143) Equity Shares of Onelife Agrifoods Ltd. of Rs. 10 each fully paid-up	0.71	0.71
	<b>Total</b>	<b>1,342.06</b>	<b>301.68</b>
	<b>Aggregate amount of unquoted investments</b>	<b>1,342.06</b>	<b>301.68</b>
<b>11</b>	<b>Long Term Loans and Advances</b>		
	<b>Unsecured, considered good</b>		
	Deposits	1.10	437.95
	Advance Service Tax	86.25	86.25
	Advance Income tax (net of provision)	118.76	98.01
	<b>Loan and Advances to related parties</b>		
	Subsidiary Companies - Loans given to Purple India Holding Limited (Maximum amount outstanding during the year Rs. 2405 lakhs (Previous Year Rs. NIL))	2,400.00	-
	<b>Total</b>	<b>2,606.11</b>	<b>622.21</b>
	<b>Deposits includes dues from Private Companies in which directors are directors / members</b>		
	Eyelid Infrastructure Private Limited (Maximum amount outstanding during the year Rs. 400 lakhs (Previous Year Rs. 400 lakhs)).	-	400.00
	All the above deposits have been given for business purposes.	-	400.00



**ONELIFE CAPITAL ADVISORS LIMITED**

Notes forming part of the Financial Statements

Rs. in Lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
<b>12</b>	<b>Cash and Bank Balances</b>		
	<b>Cash and Cash Equivalents</b>		
	Cash on hand	10.65	51.26
	Balances with Banks in Current Accounts	12.19	18.47
	<b>Sub - Total</b>	<b>22.84</b>	<b>69.72</b>
	<b>Other Bank Balances</b>		
Fixed Deposits (Maturity of less than 12 months) (A lien is marked on Fixed Deposits amounting to Rs. 570 lakhs towards credit facility availed from a bank)	-	3,525.00	
<b>Sub - Total</b>	<b>-</b>	<b>3,525.00</b>	
	<b>Total</b>	<b>22.84</b>	<b>3,594.72</b>
<b>13</b>	<b>Short Term Loans and Advances</b>		
	<b>Unsecured, Considered good</b>		
	<b>Loan and Advances to related parties</b>		
	Subsidiary Companies - Loans given to  Onelife Gas and Energy Infrastructure Limited - Maximum amount outstanding during the year Rs. 594.11 lakhs (Previous Year Rs. 942.18 lakhs). The same is interest bearing.	528.06	167.11
	Advances towards purchase of property	10.00	-
	<b>Total</b>	<b>538.06</b>	<b>167.11</b>
<b>14</b>	<b>Other Current Assets</b>		
	Interest Receivable	-	107.79
	Receivable against cancelled contract	-	350.00
	Others Assets	4.81	0.57
	<b>Total</b>	<b>4.81</b>	<b>458.36</b>

**ONELIFE CAPITAL ADVISORS LIMITED**

**Notes forming part of the Financial Statements**

**Rs. in Lakhs**

Note	Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>15</b>	<b>Revenue</b>		
	<b>Revenue from operations</b>		
	Professional Fees	1.10	4.50
		<b>1.10</b>	<b>4.50</b>
<b>16</b>	<b>Other Income</b>		
	Interest	208.40	361.84
	Excess Provision Written Back	-	0.90
		<b>208.40</b>	<b>362.74</b>
<b>17</b>	<b>Employee benefits expense</b>		
	Salaries and Wages	50.09	36.89
	Gratuity	1.27	3.85
	Staff Welfare	1.52	1.80
		<b>52.88</b>	<b>42.54</b>
<b>18</b>	<b>Other expenses</b>		
	Power & Fuel	3.01	2.09
	Rent	1.14	0.81
	Repairs to Building	-	0.04
	Repairs to Others	1.12	0.51
	Rates and Taxes	20.18	0.24
	Advertisement	1.45	1.04
	Business Development Expenses	7.50	8.82
	Communication Expenses	1.61	1.91
	Conveyance Expenses	4.19	5.64
	Donation	1.61	1.70
	Water Charges	1.53	0.31
	Professional Fees	17.61	17.32
	Bad Debts Written Off	-	199.34
	Office Expenses	1.40	1.22
	Remuneration to Auditors (Refer Note No. 26)	16.05	3.25
	Printing & Stationery	2.74	1.24
	Travelling	1.47	4.05
	Directors Sitting Fees	3.40	2.00
	Loss on Sale of Fixed Assets	0.47	-
	Miscellaneous Expenses	0.80	1.44
		<b>87.29</b>	<b>252.98</b>

## Notes forming part of the financial statements

### 19. Contingent Liabilities:

The Company has received Show cause notice from Service Tax Department on 23rd October, 2015 for the alleged wrong availment / utilization of Cenvat Credit of Rs. 163.34 lakhs. As per the legal advice received by the Company, the Company has good case and no provision is required for Cenvat Credit of Rs. 163.34 lakhs availed by the Company during the Financial year 2011-12 on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. The Company has paid Rs. 86.25 lakhs under protest and is disclosed as advance Service Tax under the head "Long Term Loans and Advances".

### 20. Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31<sup>st</sup> March, 2016.

Defined benefit plans – As per Actuarial valuation as on 31<sup>st</sup> March, 2016.

Particulars	As at March 31, 2016 (in Rs.)	As at March 31, 2015 (in Rs.)
<b>Change in present value of obligations</b>		
Obligations at beginning of the year	591,198	205,120
Interest cost	46,823	19,138
Service cost	72,130	20,448
Transitional liability incurred	NIL	NIL
Past Service Cost (Non – Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (gain)/loss	7,762	346,492
<b>Obligations at the end of the year</b>	<b>717,913</b>	<b>591,198</b>
<b>Expenses recognized in the statement of P&amp;L A/c.</b>		
Current Service cost	72,130	19,138
Interest cost	46,823	20,448
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
Transitional liability recognized	NIL	NIL
Net Actuarial (Gain) / Loss recognized for the period	7,762	346,492
<b>Net gratuity cost</b>	<b>126,715</b>	<b>386,078</b>
<b>Amount to be recognized in the Balance Sheet</b>		
Present Value Obligation at end of period	(717,913)	(205,120)
Fair Value of Plan Assets at end of period	NIL	NIL
Funded Status - Unfunded	(717,913)	(205,120)
Unrecognized transitional liability	NIL	NIL
Unrecognized past Service Cost	NIL	NIL
<b>Net Assets/(Liability) recognized in the Balance Sheet</b>	<b>(717,913)</b>	<b>(205,120)</b>
<b>Assumptions</b>		
Mortality Table	LIC (2006 - 08) Ult.	LIC (2006 - 08) Ult.
Discount rate	8.08%	7.92%
Rate of escalation in salary	5%	5%
Attrition rate	2%	2%

**21. Disclosures pursuant to Accounting Standard 17 “Segment Reporting”**

The Company operates in a single business segment viz. Advisory Services; accordingly there is no reportable business or geographical segments as prescribed Under Accounting Standard 17 “Segment Reporting”.

**22. Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18 “Related Party Disclosures”**

**I. List of Related Parties:**

<b>List of Related Parties where control exists - Shareholders in the Company</b>	Mr. Pandoo Naig, Mr. T. P. K. Naig and their relatives together hold 74.55 % share capital of the Company
<b>Subsidiaries</b>	Onelife Gas Energy & Infrastructure Limited
	Goodyield Farming Limited
	Goodyield Fertilizers and Pesticides Private Limited
	Eyelid Infrastructure Private Limited
	Purple India Holdings Limited
Destimoney Distribution and Advisory Services Private Limited	
<b>Key Management Personnel</b>	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
	Mr. Mulraj Shah - Chief Financial Officer
	Mr. Vivek Maru - Company Secretary <sup>1</sup>
	Ms. Priyanka Rawat - Company Secretary <sup>2</sup>
<b>Companies in which Key Management Personnel exercise significant influence</b>	NIL

1 Upto July 07, 2015

2 With effect from November 09,2015

**II. Related Party Transactions**

				<b>Rs. In Lakhs</b>
<b>Sr. No.</b>	<b>Particulars</b>	<b>Subsidiaries</b>	<b>Key Management Personnel</b>	<b>Companies / Firms in which Key Management Personnel /Relative Exercise Significant Influence</b>
<b>I</b>	Interest Income from Onelife Gas Energy & Infrastructure Limited	26.05 (77.70)	NIL (NIL)	NIL (NIL)
<b>II</b>	<b>Loans given</b>			
	Onelife Gas Energy & Infrastructure Limited	477.00 (46.00)	NIL (NIL)	NIL (NIL)
	Purple India Holdings Limited	2,905.00 (NIL)	NIL (NIL)	NIL (NIL)
<b>Sr. No.</b>	<b>Particulars</b>	<b>Subsidiaries</b>	<b>Key Management Personnel</b>	<b>Companies / Firms in which Key Management Personnel /Relative Exercise Significant Influence</b>
<b>III</b>	<b>Loans Received Back</b>			
	Onelife Gas Energy & Infrastructure Limited	139.50 (875.50)	NIL (NIL)	NIL (NIL)
	Purple India Holding Limited	505.00 (NIL)	NIL (NIL)	NIL (NIL)
<b>IV</b>	<b>Rent Paid to</b>	NIL	NIL	NIL
	Mint Street Estates Pvt. Ltd.	(NIL)	(NIL)	(0.57)
	<b>Rent Paid to</b>	NIL	NIL	1.14
	Eyelid Infrastructure Private Limited	(NIL)	(NIL)	(0.24)
<b>V</b>	<b>Remuneration to Key Management Personnel</b>			

	T. K. P. Naig	NIL (NIL)	15.00 (9.00)	NIL (NIL)
	Pandoo Naig	NIL (NIL)	15.00 (9.00)	NIL (NIL)
	Mulraj Shah	NIL (NIL)	6.89 (NIL)	NIL (NIL)
	Vivek Maru	NIL (NIL)	0.76 (NIL)	NIL (NIL)
	Priyanka Rawat	NIL (NIL)	1.20 (NIL)	NIL (NIL)
	<b>VI</b>	<b>Reimbursement of Expenses</b>		
	T. K. P. Naig	NIL (NIL)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>VII</b>	<b>Office Deposits</b>			
	Mint Street Estates Pvt. Ltd. (Received Back)	NIL (NIL)	NIL (NIL)	NIL (400)
	Eyelid Infrastructure Private Limited (Given)	NIL (NIL)	NIL (NIL)	NIL (400)
<b>VII</b>	<b>Investment in Equity Shares of Subsidiaries</b>			
<b>I</b>	Purple India Holdings Limited	140.38 (NIL)	NIL (NIL)	NIL (NIL)
<b>IX</b>	<b>Purchase of Equity Shares of Eyelid Infrastructure Private Limited from</b>			
	Pandoo Naig	900.00 (NIL)	NIL (NIL)	NIL (NIL)
	<b>Outstanding as at 31st March, 2016</b>			
<b>I</b>	Security Deposits Given	NIL (NIL)	NIL (NIL)	NIL (400)
<b>II</b>	Loans Given	2904.61 (97.18)	NIL (NIL)	NIL (NIL)
<b>III</b>	Interest Receivable	23.44 (69.93)	NIL (NIL)	NIL (NIL)

Figures in the bracket indicate previous year's figures.

### 23. Disclosures pursuant to Accounting Standard (AS) 19 "Leases"

#### a. Operating Lease (Expenditure)

As at the year end, the Company has following non-cancellable lease arrangement in respect of leased premises: -

Particulars	Rs. in Lakhs	
	Current Year	Previous Year
Lease rentals debited to Statement of Profit and Loss	0.57	0.81

#### b. the total of future minimum lease payments under non-cancellable operating leases for each of the following periods

Particulars	Rs. in Lakhs	
	Current Year	Previous Year
Not later than one year	1.14	1.14
Later than one year and not later than five years	1.14	2.28
Later than five years	Nil	Nil

The operating lease arrangements are in relation to office premises. The Company has not entered into any finance lease arrangements.

**24. Basic and diluted earnings per share [EPS] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"**

Particulars	Current Year	Previous Year
Net Profit after tax as per Statement of Profit and Loss (Rs. in lakhs)	0.38	10.38
Number of Equity Shares outstanding (No's in lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (No's. in lakhs)	133.60	133.60
Nominal value of equity shares Rs.	10	10
Basic and Diluted Earnings per share Rs.	0.003	0.08

In view of losses and unabsorbed depreciation, considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of accounts.

**25. Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act)**

There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

**26. Other expenses include payments to auditor as follows:**

Particulars	Rs. in Lakhs	
	Current Year	Previous Year
Statutory Audit	3.05	3.00
Tax Audit	-	0.25
Income Tax Advice Fees	13.00	-
<b>Total</b>	<b>16.05</b>	<b>3.25</b>

**27. Details of utilization of IPO proceeds:**

- a. The Company had made Initial Public Offer (IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of Rs.10 each for cash at a premium of Rs.100/- per share aggregating to Rs. 36,85,00,000 to the public.

The Proposed utilization of funds raised from Initial Public Offer (IPO) including share premium as per the prospectus were as under:

Sr. No.	Particulars	Proposed Utilization (Rs. in Lakhs)
1	Purchase of Corporate office	700.00
2	Development of Portfolio Management Services	1,157.80
3	Brand Building	770.00
4	General Corporate Purpose	897.60
5	Issue Expenses	159.60
	<b>Total</b>	<b>3,685.00</b>

- b. The Company had passed special resolution for altering the objects for which amount was raised through IPO with requisite majority which was announced on 23<sup>rd</sup> January, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on 13<sup>th</sup> February, 2016 whereby the objects of the balance IPO proceeds of Rs. 2,625 lakhs has been substituted by the following objects:

- (i) IPO proceeds of Rs. 2,430 lakhs to be used for Strategic Investments, either directly or indirectly or by / through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof; and
- (ii) IPO proceeds of Rs. 195 lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds as under:

Sr. No.	Particulars	Rs. in Lakhs	
		Proposed Utilization	Actual Utilization
1	Purchase of Corporate office	900	* 900
2	Issue Expenses	160	160
3	Acquisition of 1,400,000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited	140	140
4	Advance paid for acquisition of strategic investment / business	2,290	2,290
5	Renovation of premises	195	195
	<b>Total</b>	<b>3,685</b>	<b>3,685</b>

\*By way of acquisition of 100% equity shareholding of M/s. Eyelid Infrastructure Pvt. Ltd.

28. On approval of the Board of Directors following activities were carried out:
- The Company has acquired the 100% shareholding of Purple India Holding Limited for Rs. 140 lakhs and as a result, Purple India Holding Limited has become the wholly owned subsidiary of the Company.
  - Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Distribution Advisory Services Pvt. Ltd. for a consideration of Rs. 400 lakhs. Purple India Holding Limited has signed a Share Purchase Agreement to purchase majority equity shares of Destimoney Security Private Limited, Destimoney Commodity Private Limited and Sarsan Securities Pvt. Ltd., subject to regulatory approvals. These companies together with their subsidiaries are in the business of stock broking, commodity broking, wealth management, third party financial product sales and a Non-Banking Financial Company. The approvals from regulators are still pending. The total investment for the said transactions will be approximately Rs. 2,600 lakhs. The Company has paid advance of Rs. 2,400 lakhs to Purple India Holding Limited for onward investments in / acquisitions of the aforesaid Companies.
29. The Board of Directors of the Company has approved Related Party Transactions for acquisition of premises for corporate office for the consideration of Rs. 900 lakhs by way of acquisition of 100% equity shareholding of M/s. Eyelid Infrastructure Pvt. Ltd. and the same is approved by the shareholders at the 8th Annual General Meeting held on 30<sup>th</sup> September, 2015. As a result, M/s. Eyelid Infrastructure Pvt. Ltd. has become the wholly owned subsidiary of the Company. The Company had incurred Rs. 357.15 lakhs by way of addition/renovation for the above premises (treated as leasehold improvements) and the same is amortized over the remaining lease period from 1<sup>st</sup> January, 2016 to 31<sup>st</sup> March, 2018 as per the Rent Agreement with M/s. Eyelid Infrastructure Pvt. Ltd.
30. In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.
31. a. The Company did not have any outstanding long term contracts including derivative contracts as at 31<sup>st</sup> March, 2016.
- b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

**32. Details of Loans given covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 34 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Subsidiaries Companies of Onelife Capital Advisors Limited</b>	<b>Amount as at 31/03/2016 (Rs. In Lakhs)</b>
<b>Onelife Gas Energy And Infrastructure Limited</b>	528.06
Max. bal. during the year Rs. 594.11 lakhs (Previous Year Rs. 942.18 lakhs)	
<b>Purple India Holdings Limited</b>	2400.00
Max. bal. during the year Rs. 2405 lakhs (Previous Year Rs. NIL)	

**33.** As per Accounting Standard 17 on "Segment Reporting", segment information has been provided under the notes to the Consolidated Financial Statements.

**34.** Previous year figures have been reclassified and regrouped and recasted wherever necessary to conform to the current year's classification.

As per our report of even date

**For Khandelwal Jain & Co.**  
Chartered Accountants  
Firm Registration No.: 105049W

**For and on behalf of Board of Directors**  
of Onelife Capital Advisors Limited

(S. S. Shah)  
Partner  
Membership No.: - 033632

T.K .P Naig  
Executive Chairman  
DIN No. 00716975

Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer

Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date: 13<sup>th</sup> August, 2016

Place: Mumbai  
Date: 13<sup>th</sup> August, 2016



## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,  
ONELIFE CAPITAL ADVISORS LIMITED

**1. Report on the Consolidated Financial Statements:**

We have audited the accompanying consolidated financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

**2. Management's Responsibility for the Consolidated Financial Statements:**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**3. Auditor's Responsibility:**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of

Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (6) the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**4. Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

**5. Emphasis of Matters:**

As mentioned in Note No. 32 to the consolidated financial statements, the Company has passed special resolution through postal ballot with requisite majority which has been announced on 13<sup>th</sup> February, 2016 whereby the objects of the balance IPO proceeds of Rs. 2,625 lacs has been changed as per the details given in the said note.

Our opinion is not modified in respect of this matter.

**6. Other Matters:**

We did not audit the financial statements of six subsidiaries, whose financial statements reflect the total assets of Rs. 15914.41 Lakhs and net assets of Rs. 8015.46 lakhs as at March 31, 2016, and the total revenues of Rs. 34.22 Lakhs and net cash inflows amounting to Rs. 631.56 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**7. Report on Other Legal and Regulatory Requirements:**

As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. The matter described under the “Emphasis of Matters” paragraph above, in our opinion, may have an adverse impact on the functioning of the Company.
- f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in “Annexure A”, which is based on the Auditors’ Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements as of March 31, 2016;
  - ii. As at March 31, 2016, the Group did not have any outstanding long term contracts including derivative contracts as referred to in Note No. 36 of the consolidated financial statements;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and subsidiary companies incorporated in India.

**For KHANDELWAL JAIN & CO.**  
Chartered Accountants  
**Firm Registration No.:105049W**

**S. S. SHAH**  
Partner  
**Membership No.:33632**

Place: Mumbai  
Date: August 13, 2016

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements'**  
**section of our report of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **Onelife Capital Advisors Limited** ('the Holding Company') and its subsidiary companies incorporated in India as at March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended and as on that date.

**Management's Responsibility for Internal Financial Controls:**

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility:**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect

the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

**Other Matter:**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 6 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

**For KHANDELWAL JAIN & CO.**  
**Chartered Accountants**  
**Firm Registration No.: - 105049W**

**S. S. SHAH**  
**Partner**  
**Membership No.: - 33632**

Place: Mumbai  
Date: August 13, 2016

**ONELIFE CAPITAL ADVISORS LIMITED**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

Rs. in Lakhs

Particulars	Note	As at March 31, 2016	As at March 31, 2015
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,336.00	1,336.00
Reserves & Surplus	4	5,285.03	6,705.09
Minority Interest		4,277.28	4,283.77
<b>Non-Current Liabilities</b>			
Long Term Borrowings	5	38.99	-
Long Term Provisions	6	3.05	2.38
<b>Current Liabilities</b>			
Short Term Borrowings	7	277.00	513.66
Trade Payables	8	0.01	-
Other Current Liabilities	9	80.85	136.97
Short Term Provisions	10	5.08	3.54
<b>Total</b>		<b>11,303.29</b>	<b>12,981.41</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	11	1,642.73	11.63
Intangible Assets		-	-
Capital Work in Progress		-	38.83
Non-Current Investments	12	275.02	2.86
Long Term Loans and Advances	13	2,126.31	634.78
<b>Current Assets</b>			
Trade Receivables	14	2.21	2.21
Cash and Bank Balances	15	86.90	5,091.70
Short Term Loans and Advances	16	7,124.29	6,703.54
Other Current Assets	17	45.84	495.86
<b>Total</b>		<b>11,303.29</b>	<b>12,981.41</b>

Significant accounting policies  
Notes forming part of consolidated financial statements

2  
3 to 38

As per our report of even date

**For Khandelwal Jain & Co**  
**Chartered Accountants**  
Firm Registration No: - 105049W

**For and on behalf of Board of Directors of Onelife**  
**Capital Advisors Limited**

(S. S. Shah)  
Partner  
Membership No: - 033632

T.K.P. Naig  
Executive Chairman  
DIN No. 00716975

Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer

Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date : 13th August, 2016

Place: Mumbai  
Date : 13th August, 2016

**ONELIFE CAPITAL ADVISORS LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Rs. in Lakhs

Particulars	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>INCOME</b>			
Revenue from Operations	18	35.32	579.56
Other Income	19	324.70	448.60
<b>Total Revenue</b>		<b>360.02</b>	<b>1,028.16</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	20	-	288.36
Employee benefits expenses	21	69.06	53.96
Finance costs		24.00	11.77
Depreciation and amortization expenses	11	67.82	77.91
Other Expenses	22	827.58	335.26
<b>Total Expenses</b>		<b>988.46</b>	<b>767.27</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(628.44)</b>	<b>260.89</b>
Exceptional items		-	45.00
<b>Profit before tax</b>		<b>(628.44)</b>	<b>215.89</b>
<b>Tax expense</b>			
Current Year tax		2.74	5.08
<b>Profit for the year before Minority Interest</b>		<b>(631.18)</b>	<b>210.81</b>
Minority Interest		6.49	(133.88)
<b>Profit for the year</b>		<b>(624.69)</b>	<b>76.93</b>
<b>Basic and Diluted Earnings Per Share Rs.</b>	28	<b>(4.68)</b>	<b>0.58</b>

Significant accounting policies  
Notes forming part of consolidated financial statements

2  
3 to 38

As per our report of even date

**For Khandelwal Jain & Co**  
**Chartered Accountants**  
**Firm Registration No: - 105049W**

**For and on behalf of Board of Directors of Onelife  
Capital Advisors Limited**

**(S. S. Shah)**  
**Partner**  
**Membership No: - 033632**

**T.K.P. Naig**  
**Executive Chairman**  
**DIN No. 00716975**

**Pandoo Naig**  
**Managing Director**  
**DIN No. 00158221**

**Mulraj Shah**  
**Chief Financial Officer**

**Priyanka Rawat**  
**Company Secretary**

**Place: Mumbai**  
**Date : 13th August, 2016**

**Place: Mumbai**  
**Date : 13th August, 2016**

ONELIFE CAPITAL ADVISORS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Rs. in Lakhs

Particulars		For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before tax and extraordinary items	(628.44)	260.89
	<b>Adjustments for:</b>		
	Depreciation and amortisation	67.82	77.91
	Loss on Sale of Fixed Assets	0.47	-
	Dividend Income	(0.78)	-
	Interest Paid	24.00	11.77
	Interest Income	(318.20)	(447.70)
	<b>Operating Profit before working capital changes</b>	<b>(855.13)</b>	<b>(97.13)</b>
	<b>Adjustments for:</b>		
	(Increase) / Decrease in Current and Non-Current Assets	466.63	(2,291.98)
	Increase / (Decrease) in Current and Non-Current Liabilities	(53.90)	(6,674.23)
	<b>Cash generated from operations</b>	<b>(442.40)</b>	<b>(9,063.34)</b>
	Direct Taxes paid (net of refunds received)	(41.61)	(28.14)
	<b>Cash flow before exceptional and extraordinary items</b>	<b>(484.01)</b>	<b>(9,091.48)</b>
	Penalty	-	(45.00)
	<b>Net Cash Flow from Operating Activities</b>	<b>(484.01)</b>	<b>(9,136.48)</b>
		[A]	
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	*Purchase of Fixed Assets	(1,660.64)	(39.91)
	Investments in Subsidiaries	(272.16)	-
	Goodwill on Consolidation	(795.38)	-
	Sale of Fixed Assets	0.08	-
	Proceeds from Leasehold Agricultural Land [Refer Note No. 31 (ii)(b)]	-	528.43
	(Increase) / Decrease in Other Bank Balances	3,525.00	(3,525.00)
	Loans to Others	(1,890.00)	9,748.50
	Dividend Income	0.78	-
	Interest Income	318.20	447.70
	<b>Net cash from Investing activities</b>	<b>(774.12)</b>	<b>7,159.72</b>
		[B]	
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Proceeds from Short Term Borrowings	(236.66)	513.66
	Proceeds from Long Term Borrowings	38.99	-
	Interest Paid	(24.00)	(11.77)
	<b>Net cash from Financing activities</b>	<b>(221.67)</b>	<b>501.89</b>
		[C]	
	<b>Net Increase in Cash and Cash Equivalents</b>	<b>(1,479.80)</b>	<b>(1,474.87)</b>
	Cash and Cash Equivalents at the beginning of the year	1,566.70	3,041.57
	<b>Cash and cash equivalents as at the end of the year</b>	<b>86.90</b>	<b>1,566.70</b>
	Fixed Deposits (Maturity of less than 12 months)	-	3,525.00
	<b>Cash and Bank Balances at the end of the year (Refer Note No. 15)</b>	<b>86.90</b>	<b>5,091.70</b>
		[A+B+C]	

**Note:**

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Accounting Standard 3 'Cash Flow Statement'

Significant accounting policies 2  
Notes forming part of consolidated financial statements 3 to 38

As per our report of even date

**For Khandelwal Jain & Co**  
Chartered Accountants  
Firm Registration No: - 105049W

**For and on behalf of Board of Directors of Onelife Capital Advisors Limited**

(S. S. Shah)  
Partner  
Membership No: - 033632

T.K.P. Naig  
Executive Chairman  
DIN No. 00716975

Pandoo Naig  
Managing Director  
DIN No. 00158221

Mulraj Shah  
Chief Financial Officer

Priyanka Rawat  
Company Secretary

Place: Mumbai  
Date : 13th August, 2016

Place: Mumbai  
Date : 13th August, 2016



## ONELIFE CAPITAL ADVISORS LIMITED

### 1. Principles of Consolidation

The Consolidated Financial Statements consist of Onelife Capital Advisors Limited ("the Company" or "the Holding Company") and its subsidiary companies (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

- a. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 - "Consolidated Financial Statements" specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- b. The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- c. Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.
- d. Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
  - i. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
  - ii. The minority share of movements in equity since the date the holding subsidiary relationship came into existence.
- e. The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2016
- f. The financial statements of the holding company and its subsidiary have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Company's separate financial statements except in respect of depreciation, where it is not practicable to use uniform policies. However, the amount of impact of this difference is not material. The list of subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Sr. No	Name of the Company	Status	Country of Incorporation	Date on which Relationship Came into Existence	Ownership in % either directly or through Subsidiaries * 2015-16	Ownership in % either directly or through Subsidiaries * 2014-15
1	Onelife Gas Energy & Infrastructure Limited	Subsidiary	India	01.11.2012	50.71	50.71
2	Goodyield Farming Limited	Subsidiary of Onelife Gas Energy & Infrastructure Limited w.e.f. 30.08.2012	India	01.11.2012	73.46	73.46

3	Goodyield Fertilizers & Pesticides Private Limited	Subsidiary of Goodyield Farming Limited w.e.f. 13.02.2012	India	01.11.2012	65.00	65.00
4	Eyelid Infrastructure Private Limited	Subsidiary	India	06.08.2015	100.00	NIL
5	Purple India Holdings Limited	Subsidiary	India	12.09.2015	100.00	NIL
6	Destimoney Distribution and Advisory Services Private Limited	Subsidiary of Purple India Holdings Limited w.e.f. 29.09.2015	India	29.09.2015	100.00	NIL

\*Represents the holding percentage of the respective companies and does not indicate the effective percentage holding of the Group.

## 2. Significant Accounting Policies:

### 2.1 Basis of preparation of financial statements:

The financial statements have been prepared in accordance with the historical cost convention on an accrual basis and comply with the applicable Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

These financial statements have been prepared as required under relevant provision of the Companies Act, 2013 and the presentation is based on the Schedule III of the Companies Act, 2013. All assets and liabilities are classified into current and non-current generally based on the criteria of realization / settlement within twelve months period from the balance sheet date.

### 2.2 Use of estimates:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revision is made.

### 2.3 Revenue recognition:

- i. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognized on accrual basis.
- ii. Revenue is recognized on transfer of significant risk and reward in respect of ownership.
- iii. Sales / turnover for the year includes sales value of goods and other recoveries such as insurance, transportation and packing charges but excludes sales tax, value added tax and recovery of finance and discounting charges.
- iv. Insurance / duty drawback and other claims are accounted for as and when admitted by appropriate authorities.
- v. Dividend on investments is recognized when the right to receive is established.

### 2.4 Inventories:

Inventories are valued at cost or net realizable value whichever is lower. Cost of inventories comprises all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis

## 2.5 Fixed assets:

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

## 2.6 Depreciation and amortization:

- a. Depreciation is provided on "Written Value Method" basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.
- b. Leasehold Land is amortized over the period of primary lease.
- c. Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

## 2.7 Foreign currency Transactions:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Foreign currency monetary assets and liabilities are translated at the year-end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement and also on translation of monetary items at the year is recognized, as the case may be, as income/expense for the year.

## 2.8 Investments:

Quoted Investments are valued at cost or market value whichever is lower. Unquoted investments are stated at cost. The decline in the value of the unquoted investments, other than temporary, is provided for. Cost is inclusive of brokerage, fees and duties but excludes Securities Transaction Tax, if any.

## 2.9 Employee Benefits:

- a. **Short term employee benefits:**
  - i. All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries and bonus are recognized in the period in which the employee renders the related service.
- b. **Defined contribution plans:**
  - i. The Company is not covered under the Employees State Insurance Act and the Provident Fund Act.
- c. **Defined benefit plans:**
  - i. The Company's Gratuity plan is a defined benefit plan. The liability under the plan is determined on the basis of an independent actuarial valuation carried out at the year end. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account.

As per the Company's policy, leave earned during the year do not carry forward: they lapse if the current period's entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement during service.

## 2.10 Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of an qualifying asset are capitalized as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**2.11 Operating Leases:**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and Loss as when they are incurred.

**2.12 Taxation:**

Income Tax expense comprises of current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable or virtually certain (as the case may be) of realization.

Minimum Alternate Tax (MAT) paid on book profits, which give rise to future economic benefits in the form tax credit against the future income tax liability, is recognized as an asset in the balance sheet if there is convincing evidence that the Company will pay normal tax within the period specified for utilization for such credit.

**2.13 Cenvat / value Added Tax:**

Cenvat / value Added Tax benefit is accounted for by reducing the purchase cost of the materials / fixed assets / services

**2.14 Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all potential dilutive equity shares, except where result would be anti-dilutive.

**2.15 Impairment:**

The Fixed Assets or a group of assets (Cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets or group of assets is determined, and if such recoverable amount of the assets or cash generating unit to which the assets belongs is less than it's carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

**2.16 Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

### **2.17 Cash Flow Statement:**

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method as set out in Accounting Standard (AS) -3 "Cash Flow Statement". Under the indirect method, the net profit is adjusted for the effects of:

- a. transactions of a non-cash nature;
- b. any deferrals or accruals of past or future operating cash receipts or payments; and
- c. Items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and are reflected as such in the cash flow statement. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **2.18 Segment Reporting:**

The Company identifies primary segments based on the nature of risks and returns, the organization structure and the internal reporting system. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Board of Directors in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment results, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relates to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / results / assets / liabilities".

### **2.19 Prior Period Items:**

Prior period items are included in the respective heads of accounts and material items are disclosed by way of Notes on financial statements.

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Consolidated Financial Statements

Rs. in lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
3	<b>Share Capital</b>		
	<b>Authorised Capital</b> 15,010,000 (Previous Year 15,010,000) Equity Shares of Rs. 10 each	1,501.00	1,501.00
	<b>Issued, Subscribed &amp; Paid-up Capital</b> 13,360,000 (Previous Year 13,360,000) Equity Shares of Rs. 10 each fully paid-up	1,336.00	1,336.00
	<b>Total</b>	<b>1,336.00</b>	<b>1,336.00</b>
a	<b>Reconciliation of Number of Equity Shares</b> Balance at the beginning of the year Add: Issued during the year <b>Balance at the end of the year</b>	13,360,000 - <b>13,360,000</b>	13,360,000 - <b>13,360,000</b>
b	<b>Rights, Preferences and Restrictions attaching to each class of shares</b> <b>Equity Shares having a face value of Rs. 10</b> <b>As to Dividend: -</b> The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year. <b>As to Repayment of capital: -</b> In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders. <b>As to Voting: -</b> The Company has only one class of shares referred to as equity shares having a face value of Rs. 10. Each holder of the equity share is entitled to one vote per share.		
c	<b>Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company</b> <b>Mr. Prabhakar Naig</b> - No. of shares held - % of Holding <b>Mr. Pandoo Naig</b> - No. of shares held - % of Holding <b>Leman Diversified Fund</b> - No. of shares held - % of Holding <b>Cresta Fund Limited</b> - No. of shares held - % of Holding	6,905,000 51.68% 3,055,000 22.87% - - - -	6,905,000 51.68% 3,055,000 22.87% 803,443 6.01% 797,232 5.97%
4	<b>Reserves and Surplus</b>		
	<b>Securities Premium</b> Balance at the beginning of the year Additions during the year <b>Balance at the end of the year (a)</b>	3,624.39 - <b>3,624.39</b>	3,624.39 - <b>3,624.39</b>
	<b>Capital Reserve</b> As per the last Balance Sheet Add: Goodwill on Consolidation <b>Balance at the end of the year (b)</b>	3,075.86 (795.38) <b>2,280.48</b>	3,075.86 - <b>3,075.86</b>
	<b>Profit &amp; Loss Account:</b> Balance at the beginning of the year Less:- Carrying amount of the asset where the remaining useful life is NIL as per schedule II of Companies Act, 2013. Add:- Profit for the year as per statement of Profit and Loss <b>Balance at the end of the year (c)</b>	4.85 - (624.69) <b>(619.84)</b>	(71.71) 0.37 76.93 <b>4.85</b>
	<b>Total (a) + (b) + (c)</b>	<b>5,285.03</b>	<b>6,705.09</b>

Notes forming part of the Consolidated Financial Statements

Rs. in lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
5	<b>Long Term Borrowings</b>		
	Term Loans - from banks		
	from Others - Vehicle Loan		
	Term: 5 year and Rate of Interest: 11.49% p.a.	38.99	-
	31.03.2017 - Rs. 8.81 lakhs (Refer note no.9)		
	31.03.2018 - Rs. 9.88 lakhs		
	31.03.2019 - Rs. 11.08 lakhs		
	31.03.2020 - Rs. 12.42 lakhs		
	13.08.2020 - Rs. 5.61 lakhs		
	<b>Total</b>	<b>38.99</b>	<b>-</b>
6	<b>Long Term Provisions</b>		
	Provision for Gratuity	3.05	2.38
	<b>Total</b>	<b>3.05</b>	<b>2.38</b>
7	<b>Short Term Borrowings</b>		
	<b>Secured</b>		
	<b>Loan repayable on demand</b>		
	Cash Credit - From ING Vysya bank Limited (Now merged with Kotak Mahindra Bank Limited)	-	362.21
	Term: 1 year and Rate of Interest: 11.25% p.a.		
	<b>Security</b>		
	The Cash Credit facility is secured against fixed deposits of Rs. 570 lakhs; and		
	Demand Promissory Note of Rs. 500 lakhs with interest @ 11.25% p.a.		
	<b>Unsecured</b>		
	Others	277.00	151.45
	<b>Total</b>	<b>277.00</b>	<b>513.66</b>
8	<b>Trade Payables</b>		
	Micro, Small and Medium Enterprise	-	-
	Others	0.01	-
	<b>Total</b>	<b>0.01</b>	<b>-</b>
9	<b>Other Current Liabilities</b>		
	Current maturities of long-term debt (Refer note no. 5)	8.81	-
	Statutory Dues	10.53	1.47
	Creditors for Expenses	61.47	135.50
	Others	0.04	-
	<b>Total</b>	<b>80.85</b>	<b>136.97</b>
10	<b>Short Term Provisions</b>		
	Provision for Gratuity	4.13	3.54
	Provision for Income Tax (Net of Advance Tax)	0.95	-
	<b>Total</b>	<b>5.08</b>	<b>3.54</b>

**ONELIFE CAPITAL ADVISORS LIMITED**

Notes forming part of the Consolidated Financial Statements

Note No. 11: - Fixed Assets

Rs. in Lakhs

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK			
	As at April 1, 2015	Additions	Acquisitions	Deductions	As at March 31, 2016	Upto April 1, 2015	For the year	on Acquisitions	Adjustments for the year	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible Assets</b>												
Leasehold Improvements	40.00	357.15	-	-	357.15	-	39.68	-	-	39.68	317.47	-
Lease Hold Agriculture Land	-	-	-	40.00	-	31.99	8.00	-	40.00	-	-	8.01
Plantation	-	1,237.72	-	-	1,237.72	-	-	-	-	-	1,237.72	-
Computers & Printers	10.00	-	-	6.13	3.87	9.34	0.13	-	5.82	3.65	0.22	0.66
Air Conditioner	1.47	2.49	-	1.47	2.49	1.10	0.55	-	1.27	0.38	2.11	0.37
Office Equipments	2.80	-	0.77	1.05	2.52	2.14	0.44	0.13	1.02	1.69	0.83	0.66
Furniture & Fixtures	4.37	-	-	0.13	4.24	2.41	0.65	-	0.13	2.93	1.31	1.96
Vehicles	-	88.60	48.77	-	137.37	18.37	18.37	35.91	-	54.28	83.09	-
<b>Sub-total</b>	<b>58.65</b>	<b>1,685.96</b>	<b>49.54</b>	<b>48.78</b>	<b>1,745.36</b>	<b>48.98</b>	<b>67.82</b>	<b>36.04</b>	<b>48.24</b>	<b>102.61</b>	<b>1,642.73</b>	<b>11.63</b>
<b>Intangible Assets</b>												
Computer Software	1.12	-	-	-	1.12	1.12	-	-	-	1.12	-	-
<b>Sub-total</b>	<b>1.12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.12</b>	<b>1.12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.12</b>	<b>-</b>	<b>-</b>
Capital Work in Process	-	-	-	-	-	-	-	-	-	-	-	38.83
<b>Total</b>	<b>59.77</b>	<b>1,685.96</b>	<b>49.54</b>	<b>48.78</b>	<b>1,746.48</b>	<b>48.10</b>	<b>67.82</b>	<b>36.04</b>	<b>48.24</b>	<b>103.73</b>	<b>1,642.73</b>	<b>50.46</b>
<b>Previous Year</b>	<b>917.39</b>	<b>1.08</b>		<b>858.70</b>	<b>59.77</b>	<b>300.13</b>	<b>77.91</b>		<b>330.62</b>	<b>48.10</b>	<b>50.46</b>	<b>617.26</b>



ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Consolidated Financial Statements

Rs. in lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015
<b>12</b>	<b>Non- Current Investments (At Cost)</b>		
	<b>Trade Investments Un-quoted</b>		
	<b>Investments in Equity Instruments</b>		
	14,286 (Previous Year 14,286) Equity Shares of Onelife Ecopower and Engineering Ltd. of Rs. 10 each fully paid-up	1.43	1.43
	14,286 (Previous Year 14,286) Equity Shares of Onelife Agrifoods Ltd. of Rs.10 each fully paid-up	1.43	1.43
	<b>Other Investments</b>		
	<b>Investment in Property</b>		
	Land & Building	210.34	-
	<b>Investments in Equity Instruments - Quoted</b>		
	<b>in</b>		
	<b>No's</b>		
	<b>Description</b>		
	<b>Face Value Rs.</b>		
	191 ABB India Ltd	2	2.39
	875 Ashok Leyland Ltd	1	0.45
	75 Bajaj Finance Ltd	5	3.00
	120 Bharat Electronica Ltd	10	1.27
	395 Cadila Healthcare Ltd	1	1.31
	424 Capital First Limited	10	1.59
	253 Century Textiles & Ind Ltd	10	1.37
	189 Cipla Ltd	2	1.24
	180 Credit Analysis and Research Limited	10	2.82
	187 Cummins India Ltd	2	1.63
	75 Emami Ltd	1	0.68
	720 Engineers India Ltd	5	1.38
	28 Force Motors Ltd	10	0.66
	520 HDFC Bank Ltd	2	5.07
	10 Honeywell Automation India Ltd	10	0.76
	60 Housing Development Finance Corp	2	0.69
	235 Indusind Bank Ltd	10	2.02
	166 Infosys Ltd	5	1.70
	192 ITC Ltd	1	0.61
	1097 Jamna Auto Ind Ltd	5	1.31
	230 Jubilant Foodworks Ltd	10	3.38
	353 KNR CONSTRUCTIONS LIMITED	10	1.24
	161 Larsen & Toubro Ltd	1	2.50
	493 Lic Housing Finance Ltd	2	2.01
	547 Mangalam Cement Ltd	10	1.58
	86 Maruti Suzuki India Ltd	5	2.98
	150 Multi Commodity Exchange of India Ltd	10	1.41
	337 Omkar Speciality Chemicals	10	0.68
	18 Page Industries Ltd	10	2.26
	934 Sadbhav Eng. Ltd	1	2.80
	293 Salzer Electronics Ltd	10	0.67
	16 Shree Cement Ltd	10	1.59
	33 Solar Industries (I) Ltd	2	0.89
	528 Thomas Cook India Ltd	1	0.90
	256 Timken India Ltd	10	1.42
	1390 Titagarh Wagons Ltd	2	1.18
	36 Ultratech Cement Ltd	10	1.03
	213 Whirlpool of India Ltd	10	1.35
	<b>Total</b>	<b>275.02</b>	<b>2.86</b>
	Aggregate Book Value of Quoted Investments	61.82	-
	Aggregate amount of unquoted investments	2.86	2.86
	Aggregate Market Value of Quoted Investments	65.08	-

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Consolidated Financial Statements

Rs. in lakhs

Note	Particulars	As at March 31, 2016	As at March 31, 2015	
13	<b>Long Term Loans and Advances</b>			
	<b>Unsecured, Considered good</b>			
	Deposits	1.10	438.45	
	Advance Service Tax	86.25	86.25	
	Advance Income tax (net of provision)	148.96	110.09	
	Others	1,890.00	-	
	All the above loans and advances have been given for business purposes.			
	<b>Total</b>	<b>2,126.31</b>	<b>634.78</b>	
	<b>Deposits includes dues from Private Companies in which directors are directors / members</b>			
	Eyelid Infrastructure Private Limited (Maximum amount outstanding during the year Rs. 570 lakhs (Previous Year Rs. 400 lakhs)).	-	400.00	
	All the above deposits have been given for business purposes.			
14	<b>Trade Receivables (Unsecured, Considered Good)</b>			
	Outstanding for more than six months from due date	2.21	2.21	
	<b>Total</b>	<b>2.21</b>	<b>2.21</b>	
15	<b>Cash and Bank Balances</b>			
	<b>Cash and cash equivalents</b>			
	Cash on hand	56.19	1,515.36	
	Balances with Banks in Current Accounts	28.55	51.34	
	Balances with Banks in Fixed Deposit (Maturity of less than 3 months)	2.17	-	
		<b>Sub - Total</b>	<b>86.90</b>	<b>1,566.70</b>
	<b>Other Bank Balances</b>			
	Fixed Deposits (Maturity of less than 12 months)			
	(A lien is marked on Fixed Deposits amounting to Rs. 570 lakhs towards credit facility availed from a bank)	-	3,525.00	
		<b>Sub - Total</b>	<b>-</b>	<b>3,525.00</b>
	<b>Total</b>	<b>86.90</b>	<b>5,091.70</b>	
16	<b>Short Term Loans and Advances</b>			
	<b>Unsecured, Considered good</b>			
	<b>Loans includes dues from Companies in which directors are directors / members</b>			
	Onelife Ecopower and Engineering Ltd. (Maximum amount outstanding during the year Rs. 2,329.25 lakhs (Previous Year Rs. 4,496.50 lakhs)).	2,290.25	2,722.25	
	Leadline Software and Trading Pvt. Ltd.(Maximum amount outstanding during the year Rs. 2,600.53 lakhs (Previous Year Rs. 1,980.53 lakhs)).	2,600.53	1,980.53	
	<b>Others</b>	2,233.51	2,000.76	
	All the above loans and advances have been given for business purposes.			
	<b>Total</b>	<b>7,124.29</b>	<b>6,703.54</b>	
17	<b>Other Current Assets</b>			
	Interest Receivable	-	107.79	
	Receivable against cancelled contract	-	350.00	
	Cenvat Credit Receivable	38.49	-	
	Others Assets	7.35	38.07	
	<b>Total</b>	<b>45.84</b>	<b>495.86</b>	

ONELIFE CAPITAL ADVISORS LIMITED

Notes forming part of the Consolidated Financial Statements

Rs. in Lakhs

Note	Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<b>18</b>	<b>Revenue from operations</b>		
	Income from Services	35.32	7.50
	Agricultural Income	-	572.06
	<b>Total</b>	<b>35.32</b>	<b>579.56</b>
<b>19</b>	<b>Other Income</b>		
	Interest	318.20	447.70
	Dividend	0.78	-
	Miscellaneous Income	0.55	-
	Profit on Sale of Investment	0.47	-
	Excess Provision Written Back	4.70	0.90
	<b>Total</b>	<b>324.70</b>	<b>448.60</b>
<b>20</b>	<b>Cost of Materials Consumed</b>		
	Opening Stock of Raw Material	-	-
	Agricultural Expenses	-	288.36
	Less: Closing Stock of Raw Material	-	-
	<b>Total</b>	<b>-</b>	<b>288.36</b>
<b>21</b>	<b>Employee benefits expense</b>		
	Salary, Bonus and Gratuity	66.18	51.58
	Staff Welfare Expenses	2.88	2.38
	<b>Total</b>	<b>69.06</b>	<b>53.96</b>
<b>22</b>	<b>Other expenses</b>		
	Power and Fuel	5.76	2.09
	Rent to Office	26.22	0.81
	Rent to Machine	1.32	-
	Repairs to Others	20.41	-
	Rates and Taxes	23.72	0.95
	Advertisement	3.85	1.04
	Brokerage on Premises	1.25	-
	Business Development Expenses	15.61	8.82
	Board Meeting Expense	4.20	-
	Directors Sitting Fees	3.40	2.00
	Cost of Sales- Jeevan Dhan	1.02	-
	Professional Fees	26.94	17.61
	Bad Debts written off	-	199.34
	Remuneration to Auditors (Refer Note No. 29)	17.53	3.92
	Printing & Stationery	9.11	1.57
	Office Expenses	5.23	1.22
	Donation	1.61	1.70
	Diwali Expenses	5.20	-
	Travelling and Conveyance	37.32	11.00
	Telephone Expenses	6.70	2.34
	Water Charges	1.53	0.31
	Liaisoning Expenses	2.70	-
	Loss on Sale of Investment	599.60	77.50
	Loss on Sale of Fixed Assets	1.79	-
	Miscellaneous Expenses	5.56	3.03
	<b>Total</b>	<b>827.58</b>	<b>335.26</b>

## Notes forming part of the financial statements

### 23. Contingent Liabilities:

- a) The Company has received Show cause notice from Service Tax Department on 23<sup>rd</sup> October, 2015 for the alleged wrong availment / utilization of Cenvat Credit of Rs. 163.34 lakhs. As per the legal advice received by the Company, the Company has good case and no provision is required for Cenvat Credit of Rs. 163.34 lakhs availed by the Company during the Financial year 2011-12 on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. The Company has paid Rs. 86.25 lakhs under protest and is disclosed as advance Service Tax under the head "Long Term Loans and Advances".
- b) The Company had received intimation from its step down subsidiary M/s Goodyield Farming Limited in respect of the Income Tax demand of Rs. 934 lakhs for the A.Y. 2013-14 and that it has filed the appeal before Commissioner of Income Tax (Appeals), Mumbai, and that M/s. Goodyield Farming Limited has good case and no provision is required in its books.

### 24. Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31st March 2016.

Defined benefit plans – As per Actuarial valuation as on 31<sup>st</sup> March, 2016.

Particulars	As at March 31, 2016 (in Rs.)	As at March 31, 2015 (in Rs.)
<b>Change in present value of obligations</b>		
Obligations at beginning of the year	591,198	205,120
Interest cost	46,823	19,138
Service cost	72,130	20,448
Transitional liability incurred	NIL	NIL
Past Service Cost (Non - Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (gain)/loss	7,762	346,492
<b>Obligations at the end of the year</b>	<b>717,913</b>	<b>591,198</b>
<b>Expenses recognized in the statement of Profit and Loss</b>		
Current Service cost	72,130	19,138
Interest cost	46,823	20,448
Past service cost (non vested benefits)	NIL	NIL
Particulars	As at March 31, 2016 (in Rs.)	As at March 31, 2015 (in Rs.)
Past service cost (vested benefits)	NIL	NIL
Transitional liability recognized	NIL	NIL
Net Actuarial (Gain) / Loss recognized for the period	7,762	346,492

<b>Net gratuity cost</b>	<b>126,715</b>	<b>386,078</b>
<b>Amount to be recognized in the Balance Sheet</b>		
Present Value Obligation at end of period	(717,913)	(205,120)
Fair Value of Plan Assets at end of period	NIL	NIL
Funded Status - Unfunded	(717,913)	(205,120)
Unrecognized transitional liability	NIL	NIL
Unrecognized past Service Cost	NIL	NIL
<b>Net Assets/(Liability) recognized in the Balance Sheet</b>	<b>(717,913)</b>	<b>(205,120)</b>
<b>Assumptions</b>		
Mortality Table	LIC (2006 - 08) Ult.	LIC (2006 - 08) Ult.
Discount rate	8.08%	7.92%
Rate of escalation in salary	5%	5%
Attrition rate	2%	2%

**25. Disclosures pursuant to Accounting Standard 17 "Segment Reporting"**

	<b>Particulars</b>	<b>Advisory Services</b>	<b>Gas and Energy (Consulting)</b>	<b>Agriculture</b>	<b>Eliminations</b>	<b>Total</b>
<b>A</b>	<b>SEGMENT REVENUE</b>					
	External Sales	34.27	1.05	-	-	35.32
		(4.50)	(3.00)	(572.06)	(-)	(579.56)
	Inter Segment Sales	-	-	-	-	-
		(-)	(-)	(-)	(-)	(-)
	<b>Total Revenue</b>	<b>34.27</b>	<b>1.05</b>	<b>-</b>	<b>-</b>	<b>35.32</b>
		<b>(4.50)</b>	<b>(3.00)</b>	<b>(572.06)</b>	<b>(-)</b>	<b>(579.56)</b>
<b>B</b>	<b>RESULTS</b>					
	Segment Results	-89.14	-3.45	-8.66	-	-101.26
		(10.38)	(7.36)	(193.07)	(-)	(210.81)
	Unallocated corporate income					324.70
						(448.60)
	Unallocated corporate expenses					-837.64
						(-388.36)
	<b>Operating Profit before interest and tax</b>					<b>-614.20</b>
						<b>(271.05)</b>
	Interest expense					-14.24
						(10.16)
	<b>Profit before tax (before</b>					<b>-628.44</b>

	<b>exceptional and extraordinary items)</b>					<b>(260.89)</b>
	Exceptional items					- (45.00)
	<b>Profit before tax (after exceptional and extraordinary items)</b>					<b>-628.44</b> <b>(215.89)</b>
	Current tax					-2.74 (5.08)
	<b>Profit after Tax</b>					<b>-631.18</b> <b>(210.81)</b>
	Minority Interest in income in subsidiaries					6.49 (133.88)
	<b>Net Profit after Minority Interest</b>					<b>-624.69</b> <b>(76.93)</b>
<b>C</b>	<b>CAPITAL EMPLOYED</b>					
	<b>Segment Assets</b>					
	Segment Assets	704.68	-	1,252.95	-	1,957.63
		(4,348.87)	(-)	(1,403.81)	(-)	(5,752.68)
	Unallocated corporate assets					9,345.66 (6,594.61)
	<b>Total Assets</b>					<b>11,303.29</b> <b>(12,347.29)</b>
	<b>Segment Liabilities</b>					
	Segment liabilities	105.68	-	0.34	-	106.03
		(12.09)	(-)	(0.45)	(-)	(12.54)
	Unallocated corporate liabilities					298.95 (9.89)
	<b>Total Liabilities</b>					<b>404.98</b> <b>(22.43)</b>
	<b>Depreciation and Amortization</b>					
	Segment Depreciation and amortization	54.60	-	8.66	-	63.26
		(2.83)	(-)	(75.08)	(-)	(77.91)
	Unallocated corporate depreciation and amortization					4.56 (-)

Figures in the bracket indicate previous year's figures.

26. Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18  
 "Related Party Disclosures"

I. Names of the related parties with whom transactions were carried out during the year and description of relationship:

<b>Key Management Personnel</b>	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
	Mr. Mulraj Shah - Chief Financial Officer
	Mr. Vivek Maru - Company Secretary (Upto 07-07-2015)
	Ms. Priyanka Rawat - Company Secretary (w.e.f. 09-11-2015)
<b>Companies in which Key Management Personnel exercise significant influence</b>	Leadline Software and Trading Pvt. Ltd.
	Onelife Ecopower and Engineering Ltd.
	Eyelid Infrastructure Private Limited (subsidiary w.e.f. 06-08-2016)
<b>Relatives of Key Management Personnel</b>	Sowmya Deshpande (Sister of Mr. Pandoo Naig)

II. Related Party Transactions

(Rs. in Lakhs)

Sr. No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel	Companies in which Key Management Personnel/ Relative Exercise Significant Influence
<b>I</b>	Rent Paid to Mint Street Estates Private Limited	NIL	NIL	NIL
		(NIL)	(NIL)	(0.57)
	Rent Paid to Eyelid Infrastructure Private Limited	NIL	NIL	1.14
		(NIL)	(NIL)	(0.24)
<b>II</b>	<b>Sale of Shares of Onelife Gas Energy &amp; Infrastructure Limited by Eyelid Infrastructure Private Limited</b>			
	Pandoo Naig	570.00	NIL	NIL
		(NIL)	(NIL)	(NIL)
<b>III</b>	<b>Loans Given</b> Leadline Software and Trading Private Limited	NIL	NIL	761.00
		(NIL)	(NIL)	(1,968.48)
	Onelife Ecopower and Engineering Limited	NIL	NIL	25.00
		(NIL)	(NIL)	(NIL)
<b>IV</b>	<b>Loans Received Back</b> Leadline Software and Trading Private			
		NIL	NIL	511.00

	Limited	(NIL)	(NIL)	(779.50)
	Onelife Ecopower and Engineering Limited	NIL	NIL	457.00
		(NIL)	(NIL)	(2,567.50)
	Sowgau Estates Private Limited	NIL	NIL	NIL
		(NIL)	(NIL)	(263.04)
<b>V</b>	<b>Loans Taken</b>			
	Leadline Software and Trading Private Limited	NIL	NIL	NIL
		(NIL)	(NIL)	(220.45)
<b>VI</b>	<b>Loans Repaid</b>			
	Leadline Software and Trading Private Limited	NIL	NIL	NIL
		(NIL)	(NIL)	(23.50)
<b>VII</b>	<b>Remuneration to Key Management Personnel</b>			
	T. K. P. Naig	15.00	NIL	NIL
		(9.00)	(NIL)	(NIL)
	Pandoo Naig	15.00	NIL	NIL
		(9.00)	(NIL)	(NIL)
	Mulraj Shah	6.89	(NIL)	NIL
		(NIL)	NIL	(NIL)
	Vivek Maru	0.76	(NIL)	NIL
		(NIL)	NIL	(NIL)
	Priyanka Rawat	1.20	(NIL)	NIL
		(NIL)	NIL	(NIL)
<b>VII I</b>	<b>Office Deposits</b>			
	Mint Street Estates Private Limited (Received Back)	NIL	NIL	NIL
		(NIL)	(NIL)	(400)
<b>IX</b>	<b>Proceeds from Leasehold Agricultural Land (Refer Note below)</b>			
	T. K. P. Naig	NIL	NIL	NIL
		(118.77)	(NIL)	(NIL)
	Pandoo Naig	NIL	NIL	NIL
		(409.66)	(NIL)	(NIL)
<b>Sr. No.</b>	<b>Particulars</b>	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>	<b>Companies in which Key Management Personnel / Relative Exercise Significant Influence</b>



Outstanding as at 31st March, 2016				
I	Deposits Receivable	NIL	NIL	NIL
		(NIL)	(NIL)	(400.00)
II	Loans Receivable	NIL	NIL	4,890.78
		(NIL)	(NIL)	(4,702.78)

**Note: -**

The subsidiaries namely Goodyield Farming Limited and Goodyield Fertilizers and Pesticides Private Limited are carrying on agricultural activities by taking agricultural land for cultivation on lease mainly on year to year basis. The Companies has also taken agricultural land on lease from Mr. T. K. P. Naig and Mr. Pandoo Naig, both of whom are key management personnel, for the period of 13 years. The lease amount is amortized over the period of 13 years which amount to Rs. NIL (Previous Year Rs. 66.05 lacs).

Figures in the bracket indicate previous year's figures.

**27. Disclosures pursuant to Accounting Standard (AS) 19 "Leases"**

**a. Operating Lease (Expenditure)**

As at the year end, the Group has following non-cancellable lease arrangement in respect of leased premises: -

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Lease rentals debited to statement of profit and loss	0.57	0.81

**b. the total of future minimum lease payments under non-cancellable operating leases for each of the following periods**

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Not later than one year	Nil	1.14
Later than one year and not later than five years	Nil	2.28
Later than five years	Nil	Nil

The operating lease arrangements are in relation to office premises. The Group has not entered into any finance lease arrangements.

**28. Basic and diluted earnings per share [EPS] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"**

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Net Profit after tax as per Statement of Profit and Loss	(624.69)	76.93
Number of Equity Shares outstanding (in lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (in lakhs)	133.60	133.60
Nominal value of equity shares Rs.	10.00	10.00
Basic and Diluted Earnings per share Rs.	(4.68)	0.58

29. The Board of Directors of the Company has approved Related Party Transactions for acquisition of premises for corporate office for the consideration of Rs. 900 lakhs by way of acquisition of 100% equity shareholding of M/s. Eyelid Infrastructure Pvt. Ltd. and the same is approved by the shareholders at the 8th Annual General Meeting held on 30<sup>th</sup> September, 2015. As a result, M/s. Eyelid Infrastructure Pvt. Ltd. has become the wholly owned subsidiary of the Company. The Company had incurred Rs. 357.15 lakhs by way of addition/renovation for the above premises (treated as leasehold improvements) and the same is amortized over the remaining lease period from 1<sup>st</sup> January, 2016 to 31<sup>st</sup> March, 2018 as per the Rent Agreement with M/s. Eyelid Infrastructure Pvt. Ltd.

30. In view of losses and unabsorbed depreciation, considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of accounts.

**31. Remuneration to auditors:**

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Statutory Audit	4.22	3.50
Tax Audit	0.31	0.42
Income Tax Advice Fees	13.00	-
<b>Total</b>	<b>17.53</b>	<b>3.92</b>

**32. Details of utilization of IPO proceeds:**

- a. The Company had made Initial Public Offer (IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of Rs.10 each for cash at a premium of Rs.100/- per share aggregating to Rs. 36,85,00,000 to the public.

The Proposed utilization of funds raised from Initial Public Offer (IPO) including share premium as per the prospectus were as under:

Sr. No.	Particulars	Proposed Utilization (Rs. in Lakhs)
1	Purchase of Corporate office	700.00
2	Development of Portfolio Management Services	1,157.80
3	Brand Building	770.00
4	General Corporate Purpose	897.60
5	Issue Expenses	159.60
	<b>Total</b>	<b>3,685.00</b>

- b. The Company had passed special resolution for altering the objects for which amount was raised through IPO with requisite majority which was announced on 23<sup>rd</sup> January, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on 13<sup>th</sup> February, 2016 whereby the objects of the balance IPO proceeds of Rs. 2,625 lakhs has been substituted by the following objects:

- (i) IPO proceeds of Rs. 2,430 lakhs to be used for Strategic Investments, either directly or indirectly or by / through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof; and
- (ii) IPO proceeds of Rs. 195 lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds as under:

Sr. No.	Particulars	Rs. in Lakhs	
		Proposed Utilization	Actual Utilization
1	Purchase of Corporate office	900	* 900
2	Issue Expenses	160	160
3	Acquisition of 1,400,000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited	140	140
4	Advance paid for acquisition of strategic investment / business	2,290	2,290
5	Renovation of premises	195	195
	<b>Total</b>	<b>3,685</b>	<b>3,685</b>

\*By way of acquisition of 100% equity shareholding of M/s. Eyclid Infrastructure Pvt. Ltd.

33. On approval of the Board of Directors following activities were carried out:  
Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Distribution Advisory Services Pvt. Ltd. for a consideration of Rs. 400 lakhs. Purple India Holding Limited has signed a Share Purchase Agreement to purchase majority equity shares of Destimoney Security Private Limited, Destimoney Commodity Private Limited and Sarsan Securities Pvt. Ltd., subject to regulatory approvals. These companies together with their subsidiaries are in the business of stock broking, commodity broking, wealth management, third party financial product sales and a Non-Banking Financial Company. The approvals from regulators are still pending. The total investment for the said transactions will be approximately Rs. 2,600 lakhs. The Company has paid advance of Rs. 2,400 lakhs to Purple India Holding Limited for onward investments in / acquisitions of the aforesaid Companies.
34. During the year goodwill on consolidation of accounts of Eyelid Infrastructure Private Limited Rs. 332.78 lakhs, Purple India Holdings Limited Rs. 150.14 lakhs, wholly owned subsidiaries and Destimoney Distribution and Advisory Services Private Limited Rs. 312.46 lakhs, step down subsidiary of Onelife Capital Advisors Limited is adjusted against Capital reserve.
35. In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.
36. a. The Group did not have any outstanding long term contracts including derivative contracts as at 31st March, 2016.  
b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Group.
37. **Disclosures Mandated by Scheduled III by way of Additional Information**

Name of entity	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss	
	As a% of Consolidated net assets	Amount (Rs. In Lakhs)	As a% of Consolidated Profit or loss	Amount (Rs. In Lakhs)
<b>Parent</b>				
Onelife Capital Advisors Ltd	4.92	536.03	3.89	(24.53)
<b>Subsidiaries</b>				
<b>Indian</b>				
Onelife Gas Energy & Infrastructure Ltd.	39.18	4,269.75	(4.17)	26.32
Goodyield Farming Ltd.	8.24	898.19	1.52	(9.59)
Goodyield Fertilizers & Pesticides' Pvt. Ltd.	29.09	3,170.31	0.13	(0.80)
Eyelid Infrastructure Pvt. Ltd.	(0.31)	(33.94)	95.41	(602.29)
Purple India Holding Ltd.	18.13	1,975.42	2.35	(14.82)
Destimoney Distribution Services Pvt Ltd.	0.75	82.06	0.87	(5.49)
<b>Total</b>	<b>100.00</b>	<b>10,898.31</b>	<b>100.00</b>	<b>(631.18)</b>
<b>Less: Minority Interest</b>	<b>39.25</b>	<b>4,277.28</b>	<b>1.03</b>	<b>6.49</b>
<b>Total</b>		<b>6,621.03</b>		<b>(624.69)</b>

38. Previous year figures have also been reclassified and regrouped and recasted to conform to the current year's classification.

As per our report of even date

**For Khandelwal Jain & Co.  
Chartered Accountants  
Firm Registration No.: - 105049W**

**For and on behalf of Board of Directors  
of Onelife Capital Advisors Limited**

**(S. S. Shah)  
Partner  
Membership No.: - 033632**

**T.K .P Naig  
Executive Chairman  
DIN No. 00716975**

**Pandoo Naig  
Managing Director  
DIN No. 00158221**

**Mulraj Shah  
Chief Financial Officer**

**Priyanka Rawat  
Company Secretary**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2016**

**Place: Mumbai  
Date: 13<sup>th</sup> August, 2016**

## Financial Information on Subsidiary Companies for the year ended March 31, 2016

(Rs. In lakhs)

Particulars	Onelife Gas Energy & Infrastructure Limited	Goodyield Farming Limited	Goodyield Fertilizers & Pesticides Private Limited	Eyelid Infrastructure Private Limited	Purple India Holdings Limited	Destimoney Distribution and Advisory Services Private Limited
Capital	1,252.67	18.84	1.00	10.00	140.00	240.00
Reserves	4,675.48	1,524.84	518.91	(43.93)	(164.57)	(157.81)
Total Assets	6,477.03	3,557.31	3,177.91	243.24	2376.59	82.50
Total Liabilities	548.88	2,013.62	2,658.00	277.17	2401.16	0.31
Investments	-	-	1.43	210.311	461.82	-
Turnover/Total Income	131.72	-	-	5.84	4.53	35.62
Profit/(Loss) Before Taxation	0.33	(9.59)	(0.80)	(601.15)	(12.25)	(5.49)
Provision for Taxation	0.063	-	-	-	-	-
Profit/(Loss) After Taxation	0.27	(9.59)	(0.80)	(601.15)	(14.82)	(5.49)
Proposed Dividend	-	-	-	-	-	-

### References:

Reserve Bank of India, Securities and Exchange Board of India, Bombay stock Exchange, National Stock Exchange of India, Central Statistical Organization, Press Bureau, The Economic Survey, Ministry of Finance, National Accounts Statistics, International Monetary Fund and various daily news papers.

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**ATTENDANCE SLIP**

**ONELIFE CAPITAL ADVISORS LIMITED**  
 Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name and Address of the member:

Name(s) of Joint Member(s), if any:

Registered Folio No.:

No. of Shares held:

Client ID No.:

DP ID No.:

**(Please write your name in BLOCK Letters)**

I/We hereby record my/our presence at the 9<sup>th</sup> Annual General Meeting of the Company schedule to be held at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Friday, 30<sup>th</sup> September, 2016 at 10.30 a.m.

Signature of First holder/Proxy/ Authorised Representative  
 (To be signed at the time of handing over this slip)

**NOTES:**

1. Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

=====

**E-VOTING**

Users who wish to opt for e-voting may use the following login credentials:

EVEN	USER ID	PASSWORD

**#Since, you have not registered/updated your PAN with the Company/Depository Participant, please us the number mentioned in above column under PAN field to login for e-Voting.**

**\*Please use your actual PAN, if you have already registered/updated your PAN with the Company/Depository Participant. For detailed e-voting instructions, please refer Notice of the Annual General Meeting.**

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**



ONELIFE CAPITAL ADVISORS LIMITED  
 Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049  
 Form No. MGT-11  
 Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

**CIN: L74140MH2007PLC173660**  
**Name of the Company: ONELIFE CAPITAL ADVISORS LIMITED**  
 Registered office: 307, Raut Lane, Opp. ISKCON Vile Parle (W) Mumbai -400049

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
--

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
 Address:  
 E-mail Id:  
 Signature:..... or failing him

2. Name: .....  
 Address:  
 E-mail Id:  
 Signature:....., or failing him

3. Name: .....  
 Address:  
 E-mail Id:  
 Signature:.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> September, 2016 at 10.30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

To receive, consider and adopt the:

1. Adoption of Financial Statements:
  - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.
2. Re-appointment of Mr. T.K.P. Naig (DIN: 00716975) as a Director of the Company;
3. Ratification of the appointment of M/s. Khandelwal Jain & Co, Statutory Auditors and to fix their remuneration;
4. Re-appointment of Mr. Pandoo Naig (DIN 00158221), as Managing Director of the Company;
5. Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as Chairman of the Company;
6. Approval of Related Party Transaction;

Signed this..... day of..... 2016

\_\_\_\_\_  
 Signature of shareholder

\_\_\_\_\_  
 Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**REGISTERED OFFICE :**  
**ONELIFE CAPITAL ADVISORS LIMITED**  
307, Raut Lane, Opp. ISKCON,  
Vile Parle (W), Mumbai- 400 049.  
Tel: +91 22 26210036  
Fax: +91 22 26210037  
E-mail id: [cs@onlifecapital.in](mailto:cs@onlifecapital.in)  
Website: [www.onlifecapital.in](http://www.onlifecapital.in)