

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Thane 400604

Tel no.: 022-25833206; Email id: cs@onelifecapital.in; Web: www.onelifecapital.in

7th September, 2021

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400 001

Scrip Code: 533632

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex

Bandra, Mumbai- 400 051

Symbol: ONELIFECAP

Dear Sir/Madam,

Sub: Scheme of Amalgamation between Dealmoney Commodities Private Limited (Transferee Company and wholly owned subsidiary of Onelife Capital Advisors Limited) and Dealmoney Securities Private Limited (Transferor Company)

Ref: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that Dealmoney Commodities Private Limited has filed on 6th September, 2021, with the Registrar of Companies, Mumbai, a certified copy of the Order of Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench sanctioning the Scheme of Amalgamation between Dealmoney Commodities Private Limited (Transferee Company) and Dealmoney Securities Private Limited (Transferor Company).

In terms of the provisions of the Scheme, the Effective Date is 6th September, 2021; and the Appointed Date of the Scheme is 1st April, 2017. As the Scheme has become effective on 6th September, 2021, and from the Appointed Date i.e. 1st April 2019, all debts, liabilities, duties and obligations, etc. of Dealmoney Securities Private Limited stands merged and transferred to and vested in Dealmoney Commodities Private Limited on a going concern basis in the manner as stated more particularly in the Scheme.

Consequent to the above, the name of Dealmoney Commodities Private Limited shall be changed to "Dealmoney Securities Private Limited" (or any other name available subject to the approval of regulatory authorities) and hence upon name change, Dealmoney Securities Private Limited will become the subsidiary of Onelife Capital Advisors Limited.

Additionally, the Subsidiary Companies of Dealmoney Securities Private Limited namely "Dealmoney Distribution and E-marketing Private Limited" and "Dealmoney Real Estate Private Limited" ceases to be the subsidiaries of Dealmoney Securities Private Limited and becomes subsidiaries of Dealmoney Commodities Private Limited thereby becoming step-down subsidiaries of Onelife Capital Advisors Limited.

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The details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in the Annexure to this letter.

Kindly take the above information on your records.

Thanking You,

Yours Faithfully,

FOR ONELIFE CAPITAL ADVISORS LIMITED

Sd/-

Aditi Mahamunkar

Company Secretary

Encl: a/a

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Annexure –A

Sr. No.	Particulars	Details												
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Transferor Company - Dealmoney Securities Private Limited (DSPL): Share Capital: 11,89,54,229 equity shares of Rs. 10/- each</p> <p>Turnover (in rupees):</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-bottom: 10px;"> <thead> <tr> <th style="text-align: center;">2017-18</th> <th style="text-align: center;">2018-19</th> <th style="text-align: center;">2019-20</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">80,20,07,328*</td> <td style="text-align: center;">1,07,14,78,359*</td> <td style="text-align: center;">47,67,97,465</td> </tr> </tbody> </table> <p><i>*Rs. 59,79,95,690/- in FY 2018-19 and Rs. 41,56,35,389/- in FY 2017-18 pertain to revenue from discontinuing business verticals considered in total turnover. (refer note 27(b) of standalone financials of DSPL FY 2018-19).</i></p> <p>Transferee Company - Dealmoney Commodities Private Limited (DCPL): Share Capital: 11,00,000 Equity Shares of Rs. 10/- each</p> <p>Turnover (in rupees):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">2017-18</th> <th style="text-align: center;">2018-19</th> <th style="text-align: center;">2019-20</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">3,44,62,726</td> <td style="text-align: center;">4,76,37,491</td> <td style="text-align: center;">3,03,04,363</td> </tr> </tbody> </table>	2017-18	2018-19	2019-20	80,20,07,328*	1,07,14,78,359*	47,67,97,465	2017-18	2018-19	2019-20	3,44,62,726	4,76,37,491	3,03,04,363
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2.	Whether the acquisition would fall within related party transaction(s)? If yes, nature of interest and details thereof and whether the same is done at “arms length”	<p>The transaction is not with the Company. The Transferor Company is a wholly owned subsidiary of the Company.</p> <p>The merger of the Transferor Company with the Transferee Company is inter-se a related party transaction between the Transferor Company and the Transferee Company.</p> <p>The Ministry of Corporate Affairs has clarified vide its General Circular No.30/2014 dated 17th July, 2014 that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.</p>												
3.	Areas of Business of the Entity(ies)	Dealmoney Commodities Private Limited is engaged in the business of Commodity Broking and other related ancillary services.												

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		<p>Dealmoney Securities Private Limited is into financial services. The Core service offerings include Broking: Indian Equities, Commodities, Currencies, and Derivatives, Distribution: Insurance, Mutual Funds, Portfolio Management Schemes, Real Estate, Depository Services, Investment Banking, and Wealth Advisory and other related ancillary services</p> <p>The merged entity will be offering its services in the areas of:</p> <p>Broking - Equity, Commodity, Currency, Derivatives; Insurance Product Distribution; Wealth Advisory; Mutual Fund Distribution; Third Party Financial Product Sales and other related products and Services.</p> <p>This consolidated entity would have catered to 300,000+ customers over the years and has experience in capital markets for almost 15 years.</p>
4.	Rationale for the amalgamation/merger	<p>Both the Transferor and the Transferee Companies are in the same line of business of broking.</p> <p>The value of the interest in the broking business of Transferor Company and Transferee Company is however not adequately reflected since such businesses are having the separate entities even though both the companies are having strategic synergy in the business of broking in commodities and Securities.</p> <p>As per the SEBI circular reference no. SEBI/HO/MIRSD1/CIR/P/2017/104 dated September 21, 2017 the business of the Transferor Company and the Transferee Company can be combined conveniently and carried on in conjunction more advantageously and therefore no useful purpose is being served in continuing with two separate legal entities.</p> <p>Moreover, the merger of both entities provides:</p> <ol style="list-style-type: none">1. Single KYC client access for all broking clients as till date they had separate accounts for Equity, Currency, derivatives and one for Commodities. This will be a huge relief and advantage to the customers.

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		<p>2. Increased efficiency and effectiveness in operations will be brought about by this merger.</p> <p>3. Removal of duplication of efforts and compliances will lead into synchronised operations.</p> <p>4. Consolidation of clientele and talent pool with result in increased quality of service and operations.</p> <p>In view of the above, inter alia, of the aforesaid, operationally it is considered more convenient and in the interest of the shareholders to amalgamate the Transferor Company with the Transferee Company.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>i. One new Equity Share of Re.10/- each in the Transferee Company credited as fully paid up for every 28 Class A Equity Shares of Rs.10/- each fully paid-up held by them in the capital of the Transferor Company.</p> <p>ii. Two new Equity Share of Re.10/- each in the Transferee Company credited as fully paid up for every 11 Class B Equity Shares of Rs.10/- each fully paid-up held by them in the capital of the Transferor Company.</p>
1.	Brief details of change in shareholding pattern (if any) of listed entity	Not applicable. Neither the Transferor Company nor the Transferee Company is a listed entity