

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

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LIMITED REVIEW REPORT

The Board of Directors,
M/s. Onelife Capital Advisors Limited,
96/98, Mint Road,
Mumbai - 400 001

1. We have reviewed the accompanying statement of unaudited financial results of M/s. Onelife Capital Advisors Limited for the quarter / nine months ended December 31, 2012 ("the Statement") except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have neither been reviewed nor been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



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CONTINUATION SHEET

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4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

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


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



Place: Mumbai

Date :February 14, 2013

PART I

ONELIFE CAPITAL ADVISORS LIMITED
Registered Office - 96/98, Mint Road, Mumbai - 400 001

Statement of Standalone Unaudited Results for the Quarter / Nine Months ended 31st December 2012

Particulars	Quarter ended			Nine Months ended		Previous Year ended
	31/Dec/2012 (Unaudited)	30/Sep/2012 (Unaudited)	31/Dec/2011 (Unaudited)	31/Dec/2012 (Unaudited)	31/Dec/2011 (Unaudited)	31/Mar/2012 (Audited)
1 Income from operations			40.00		747.00	902.68
(a) Net income from operations (Net of service tax)						
(b) Other operating income						
Total income from operations (net)			40.00		747.00	902.68
2 Expenses						
Employee benefits expense	17.56	22.04	32.97	50.47	60.31	84.70
Depreciation and amortisation expense	0.44	0.34	0.37	1.07	1.10	1.49
Finder Fees					308.25	621.35
Other Expenses	19.13	20.82	41.36	47.41	182.56	199.96
Total expenses	37.13	43.20	74.10	98.95	552.22	907.30
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(37.13)	(43.20)	(34.10)	(98.95)	194.78	(4.62)
4 Other income			7.85		7.85	7.86
5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	(37.13)	(43.20)	(26.25)	(98.95)	202.63	3.24
6 Finance costs			1.92		1.93	1.99
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(37.13)	(43.20)	(28.17)	(98.95)	200.70	1.31
8 Exceptional items						
9 Profit / (Loss) from ordinary activities before tax (7 + 8)	(37.13)	(43.20)	(28.17)	(98.95)	200.70	1.31
10 Tax expense						
Current tax					0.60	
Income Tax for earlier years			0.60			
11 Net Profit / (Loss) from ordinary activities after tax (9 - 10)	(37.13)	(43.80)	(28.17)	(99.55)	200.70	1.31
12 Extraordinary items (net of tax expenses)						
13 Net Profit / (Loss) for the period (11 + 12)	(37.13)	(43.80)	(28.17)	(99.55)	200.70	1.31
14 Paid-up equity share capital (face Value - Rs.10 per share)	1,336.00	1,336.00	1,336.00	1,336.00	1,336.00	1,336.00
15 Reserve, excluding Revaluation Reserves as per balance sheet of previous accounting year						3,568.70
16 Earnings per share (before extraordinary items) (of Rs. 10 each) (In Rs.) (Not annualised):						
Basic and Diluted	(0.28)	(0.32)	(0.26)	(0.75)	1.73	0.01
17 Earnings per share (after extraordinary items) (of Rs. 10 each) (In Rs.) (Not annualised):						
Basic and Diluted	(0.28)	(0.32)	(0.26)	(0.75)	1.73	0.01



PART II						
Selected information for the Quarter / Nine Months ended December 31, 2012						
Particulars	Quarter ended			Nine Months ended		Previous Year ended
	31/Dec/2012	30/Sep/2012	31/Dec/2011	31/Dec/2012	31/Dec/2011	31/Mar/2012
A PARTICULARS OF SHAREHOLDING						
1 Public shareholding						
- Number of shares	3,400,000	3,350,000	3,350,000	3,400,000	3,350,000	3,350,000
- Percentage of shareholding	25.45	25.07	25.07	25.45	25.07	25.07
2 Promoters and Promoter Group Shareholding						
a) Pledged / Encumbered						
- Number of shares	0	0	0	0	0	0
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	0	0	0	0	0	0
- Percentage of shares (as a % of the total share capital of the company)	0	0	0	0	0	0
b) Non-encumbered						
- Number of shares	9,980,000	10,010,000	10,010,000	9,980,000	10,010,000	10,010,000
- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	100	100	100	100	100	100
- Percentage of shares (as a % of the total share capital of the company)	74.55	74.93	74.93	74.55	74.93	74.93

Particulars	3 months ended 31/12/2012
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	0
Resolved during the quarter	1
Disposed of during the quarter	1
Remaining unresolved at the end of the quarter	0

NOTES

1) The above un-audited results have been reviewed by the Audit Committee and taken on record approved by the Board of Directors in their meeting held on February 14, 2013.

2) The Company has only one segment of activity namely, "Capital Advisory Services", accordingly disclosure requirements under AS-17 for segmental information is not applicable.

3) Previous years / period figures have been regrouped or reclassified wherever necessary to make them comparable with the figures of the current period.

4) On November 01, 2012, Onelife Gas & Energy Infrastructure Limited (OGEL) became a subsidiary of the Company as a result of issue of bonus shares by the OGEL to the shareholders having shareholding 5% or less. Consequently, Goodyield Farming Limited and Goodyield Fertilizers and Pesticides Limited became stop down subsidiaries of the Company.

5) The Company is engaged in the business of providing Capital Advisory Services. It is a Category 1 merchant banker, portfolio manager, stock broker on Bombay Stock Exchange Ltd (BSE) and trading member of equity and derivative segment of BSE. It is duly registered with the Securities and Exchange Board of India (SEBI) in respect of the above categories. It had come out with a public issue of its equity shares of Rs 10/- each at a premium of Rs 100/- each in September-October 2011. The equity shares of the company are listed on the BSE and NSE.

The SEBI had carried out investigation in the issue process of the company and the utilization of the issue proceeds. During the course of investigations, the SEBI has come to a prima facie conclusion that the proceeds of the public issue were utilized for the objects other than the objects mentioned in the red herring prospectus. The SEBI has passed an Ex-Parte Ad Interim order dated 28th December 2011. It has also passed an order dated 16th February 2012 clarifying its order dated 28th December 2011. The cumulative effect of those orders with respect to the company and its directors is as below:

- The company shall not issue any equity shares or any other instrument convertible into equity shares, in any manner or shall not alter its capital structure in any manner, till further directions from the SEBI;
- The company shall not undertake any fresh business in its capacity as merchant banker, portfolio manager, stock broker and trading member till further directions from SEBI, except the business already mandated as on 28th December 2011;
- The company shall not buy, sell or deal in securities directly or indirectly till further directions from the SEBI;
- All the directors of the company shall not buy, sell or deal in securities directly or indirectly till further directions from the SEBI;
- The company shall call back funds transferred to Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited

The company had filed an appeal against the order of the SEBI with the Hon'ble Securities Appellate Tribunal (SAT). The Hon'ble SAT had directed the SEBI to complete its investigations by 31st October 2012. SAT has also stayed the direction of the SEBI which directed the company to call back funds given to Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. Pending completion of investigation by SEBI, the accounts have been prepared on going concern basis.

On January 16, 2013 SEBI has passed a confirmatory order which was considered by SAT in the appeal pending before it and the Hon'ble SAT has disposed of the appeal directing that the Board shall issue show cause notice to the appellants within five weeks and pass final order within a period of four months from the date of the order.

Additional disclosure in accordance with Clause 43 of the Listing Agreement for the quarter

1) The position of funds raised on IPO including share premium and utilization thereof, which includes amount given as advance towards executing the objects of the issue, upto December 31, 2012 is as under.

Sr. No.	Particulars	(Rs in lakhs)	
		Proposed Utilisation	Actual Utilisation
1	Purchase of Corporate office	700.00	700.00
2	Development of Portfolio Management Services	1,157.80	1,150.00
3	Brand Building	770.00	770.00
4	General Corporate Purposes	897.50	805.40
5	Issue Expenses	159.80	159.80
		3,685.00	3,685.00

