

ONELIFE CAPITAL ADVISORS LIMITED

Statement of Standalone unaudited results for the quarter and nine months ended 31st December, 2014

[Figures in Rs. lakhs unless stated otherwise]

Particulars	Quarter ended	Quarter ended	Quarter ended	Nine month ended	Nine month ended	Year ended
	December 31, 2014 (Unaudited)	September 30, 2014 (Unaudited)	December 31, 2013 (Unaudited)	December 31, 2014 (Unaudited)	December 31, 2013 (Unaudited)	March 31, 2014 (Audited)
1 Income from operations						
(a) Net income from operations	-	-	-	-	-	-
(b) Other operating income	-	-	-	-	-	-
Total income from operations (net)	-	-	-	-	-	-
2 Operating Expenses						
Employee benefits expense	12.87	7.60	5.90	27.38	27.55	31.15
Depreciation and amortisation expense	0.47	0.94	0.33	2.29	0.98	1.31
Other expenses	8.60	20.59	7.33	37.65	36.91	63.03
Total expenses	21.94	29.13	13.56	67.32	65.44	95.49
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(21.94)	(29.13)	(13.56)	(67.32)	(65.44)	(95.49)
4 Other income	106.11	98.18	25.40	266.65	76.25	96.05
5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	84.17	69.05	11.84	199.33	10.81	0.56
6 Finance costs	-	-	-	-	-	-
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	84.17	69.05	11.84	199.33	10.81	0.56
8 Exceptional items	-	-	-	-	-	-
9 Profit / (Loss) from ordinary activities before tax (7 + 8)	84.17	69.05	11.84	199.33	10.81	0.56
10 Tax expense	18.57	12.78	2.24	39.88	2.37	0.06
11 Net Profit / (Loss) from ordinary activities after tax (9 - 10)	65.60	56.27	9.60	159.45	8.44	0.50
12 Extraordinary items (net of tax expenses)	-	-	-	-	-	-
13 Net Profit / (Loss) for the period (11 + 12)	65.60	56.27	9.60	159.45	8.44	0.50
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	-	-	-	-	-	3,456.89
16 Earnings per share (before and after extraordinary items) (Face Value - Rs.10 per share) (Not annualised) (in Rs.):						
Basic and Diluted	0.49	0.42	0.07	1.19	0.06	0.004

NOTES

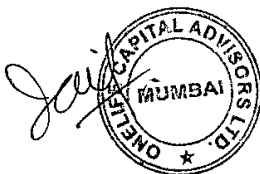
- The above audited results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 29th January, 2015.
- Previous year's / period's figures have been regrouped or reclassified wherever necessary to make them comparable with the figures of the current year / period.
- 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".
- The Company is engaged in the business of providing Advisory Services. 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. The SEBI had passed an Ex-Parte Ad Interim order dated 28th December, 2011 against the Company, and the Company has received final order from SEBI dated 30th August, 2013 whereby the following directions have been given: -

(a) Onelife Capital Advisors Ltd. (OCAL) and its Managing Director (MD) Mr. Pandoo P. Naig shall, jointly and severally, bring Rs. 3,525 lacs i.e., the diverted IPO proceeds into the company from Fincare Financial and Consultancy Services Pvt. Ltd. (Fincare), Precise Consulting and Engineering Pvt. Ltd. (Precise) and KPT Infotech Pvt. Ltd. (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 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) OCAL and its MD shall 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., from 28th December, 2011.



The Company had received back Rs. 770 lacs from KPPT paid towards Brand Building, Rs. 1,200 lacs from Precise paid towards Development of Portfolio Management Services and General Corporate Purpose upto June 2014. The Company had also received back Rs. 1,555 lacs upto July 2014 from Fincare paid towards Development of Portfolio Management Services, Purchase of Corporate Office and General Corporate Purpose. The total amount aggregating to Rs. 3,525 lacs has been kept in fixed deposits with Bank.

- 5) The Company had received show cause notice dated 25th 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. During the quarter the Company has received Adjudicating order on 02nd December, 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 15-1 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.23-1 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.
- 6) The Board of Directors had approved the Related Party Transactions for Payment of Rs. 400 lacs as interest free Security deposit to Eyelid Infrastructure Pvt. Ltd. for taking the Premises on Leave and license basis and Company has paid it. Further, the Company is also required to take approval of the members as per requirement of section 188 of the Companies Act, 2013. Therefore, the Company has issued notice of postal ballot to pass a special resolution for related party transaction for taking premises on leave & licenses basis from M/s. Eyelid Infrastructure Pvt. Ltd.
- 7) Consequent to the applicability of the Companies Act, 2013 with effect from 1st April, 2014 depreciation has been calculated based on the useful life of the assets as specified under Schedule II of the Act.
On account of the above, the depreciation for the quarter and nine months ended 31st December, 2014 debited to the Statement of Profit & Loss is higher Rs. 68,142 and Rs. 122,545 respectively. Further, in terms of schedule II to the Companies Act, 2013 an amount of Rs 36,629 towards the carrying value of the assets where the remaining useful life of asset is NIL has been debited to the opening retained earning as on 01 April, 2014.

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

- a) The proposed utilisation of funds raised from IPO including share premium as per the prospectus were as under:

Sr. No.	Particulars	Proposed Utilisation
1	Purchase of Corporate office	700.00
2	Development of Portfolio Management Services	1,157.80
3	Brand Building	770.00
4	General Corporate Purposes	897.60
5	Issue Expenses	159.60
	Total	3,685.00

- b) The Company had issued notice of postal ballot to pass a special resolution for altering the objects for which amount was raised through IPO. The special resolution has been passed with requisite majority and the resolution was announced on 23rd January, 2014. As per the resolution the objects of IPO / issue of Purchase of Corporate office Rs. 700 lacs, Development of Portfolio Management Services Rs. 1,157.80 lacs and Brand Building Rs. 770 lacs, aggregating to Rs. 2,627.80 lacs, stand deleted and substituted by the following objects: -

i) Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide provided however that from out of the unutilized IPO proceeds, a sum not exceeding Rs. 2,627.80 lacs shall be utilized for these purposes and

ii) General Corporate purposes of Rs. 897.60 lacs.

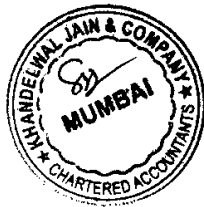
The proposed utilisation of funds raised from IPO including share premium as per the special resolution for altering the objects is as under:

Sr. No.	Particulars	Proposed Utilisation	Actual Utilisation
1	Purchase of Corporate office	2,627.80	NIL
2	General Corporate Purposes	897.60	NIL
3	Issue Expenses	159.60	160.00
	Total	3,685.00	160.00

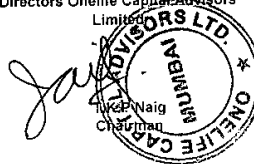
i) Balance amount of Rs. 3,525 lacs has been kept in fixed deposits with Bank.

ii) The Company has paid advance of Rs. 200 lacs as part payment for purchase of property where due diligence is in progress, by availing overdraft against fixed deposit receipt.

Place: Mumbai
Date: 29.01.2015



For and On Behalf of the Board of
Directors Onelife Capital Advisors
Limited



PART II						
Selected information for the quarter and Nine months ended 31 December, 2014						
Particulars	Quarter ended December 31, 2014	Quarter ended September 30, 2014	Quarter ended December 31, 2013	Nine month ended December 31, 2014	Nine month ended December 31, 2013	Year ended March 31, 2014
A PARTICULARS OF SHAREHOLDING						
1 Public shareholding						
- Number of shares	3,400,000	3,400,000	3,400,000	3,400,000	3,400,000	3,400,000
- Percentage of shareholding	25.45	25.45	25.45	25.45	25.45	25.45
2 Promoters and Promoter Group Shareholding						
a) Pledged / Encumbered						
- Number of shares	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-
b) Non - encumbered						
- Number of shares	9,960,000	9,960,000	9,960,000	9,960,000	9,960,000	9,960,000
- 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	74.55	74.55	74.55	74.55	74.55

Particulars	3 months ended 31/12/2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	0
Received during the quarter	0
Disposed of during the quarter	0
Remaining unresolved at the end of the quarter	0

Place: Mumbai
Date: 29.01.2015

For and On Behalf of the Board of
Directors Onelife Capital Advisors
Limited
Jain
T.K.P. Nair
Chairman



KHANDELWAL JAIN & CO.

Website: www.kjco.net • E-mail: kjco@kjco.net

CHARTERED ACCOUNTANTS

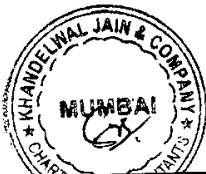
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INDEPENDENT AUDITORS' REVIEW REPORT

To,
The Board of Directors,
Onelife Capital Advisors Limited,
307, Raut Lane, Opp. Iskcon,
Vile Parle (W), Juhu,
Mumbai - 400049

1. We have reviewed the accompanying statement of unaudited standalone financial results of **Onelife Capital Advisors Limited** ("the Company") for the quarter and nine months ended 31st December, 2014 ("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.
3. We draw attention to the following: -
 - a) As mentioned in note no. 4 of the accompanying statement of unaudited financial results, the Company had made public issue of its equity shares in September - October 2011 (IPO). The Securities and Exchange Board of India (SEBI) had carried out investigation in the issue process of the Company and the utilization of the issue proceeds. The SEBI had come to the 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 had passed an Ex-Parte Ad Interim order dated 28th December, 2011, against the Company. Thereafter, the Company has received final order from SEBI dated 30th August, 2013 whereby, *inter alia*, the following directions have been given: -
 - (i) Onelife Capital Advisors Ltd. (OCAL) and its Managing Director Mr. Pandoo P. Naig shall, jointly and severally, to bring Rs. 3,525 lacs i.e., the diverted IPO proceeds into the Company from Fincare Financial and Consultancy Services Pvt. Ltd. (Fincare), Precise Consulting and Engineering Pvt. Ltd. (Precise) and KPT Infotech Pvt. Ltd. (KPT) within six months from the date of the said order.



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- (ii) 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.
- (iii) Onelife Capital Advisors Ltd and its managing director Mr. Pandoo P. Naig shall 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., from 28th December, 2011.

As mentioned in the said note no. 4, the Company has received back the total amount aggregating to Rs. 3,525 lacs which has been kept in fixed deposits with Bank.

- b) As mentioned in note no. 8(b) of the accompanying statement of unaudited financial results, the special resolution has been passed by way of postal ballot for altering the objects for which amount was raised through IPO with requisite majority and was announced on 13th January, 2014. As per the resolution, three out of five objects of IPO i.e., Purchase of Corporate office Rs. 700 lacs, Development of Portfolio Management Services Rs. 1,157.80 lacs and Brand Building Rs. 770 lacs, aggregating to Rs. 2,627.80 lacs, have been deleted and substituted by the following objects:-
 - i) Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide provided however that from out of the unutilized IPO proceeds, a sum not exceeding Rs 2,627.80 lacs shall be utilized for these purposes and
 - ii) General Corporate purposes of Rs. 897.60 lacs.

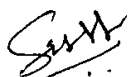
Our conclusion is not qualified in respect of these matters at (a) and (b) above.

- 4. *As mentioned in note no. 5 of the accompanying statement of unaudited financial results, the Company has received Adjudication order dated 28th 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, passed under Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and Securities Contracts (Regulation) (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 2005. The Company has paid the said penalty amount of Rs. 45 lacs to SEBI. However, the Company has not made any provision for the same as the Company is in the process of obtaining legal opinion for contesting the said order. Had the provision of the said penalty been made, the profit for the quarter and nine months ended 31st December, 2014 would have been lower by Rs. 45 lacs. The Company has not disclosed this qualification and the impact of the same on the profit in the accompanying statement of unaudited financials results.*

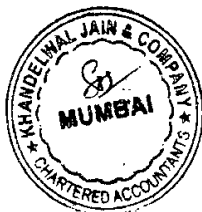


5. Based on our review conducted as above, *subject to our remarks in paragraph 4 above*, nothing further has come to our attention that causes us to believe that the accompanying statement of unaudited financial results, prepared in accordance with the applicable Accounting Standards issued under the Companies (Accounting Standards) Rules, 2006 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014) and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges 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 : January 29, 2015