

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra
Tel no.: 022-25833206 Fax: 022- 41842228 Email id: cs@onelifecapital.in ; Web: www.onelifecapital.in

14th February, 2018

To

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400 001

Scrip Code: 533632

National Stock Exchange of India Ltd

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

Symbol: ONELIFECAP

Dear Sir/Madam,

Sub: Outcome of Board Meeting of "Onelife Capital Advisors Limited" held at the Registered Office of the Company on Wednesday, 14th February, 2018 at 2.00 p.m. concluded at 06.30 p.m.

The Board of Directors at its Meeting held on 14th February, 2018 considered after due deliberation approved the following:

1. Un-audited Financial Results for the Quarter 31st December, 2017 along with the Limited Review Report of Auditors.(enclosed herewith)
2. Appointment of Mr. Pandoo Naig as Chief Financial Officer ("CFO") of the Company w.e.f. 1st January, 2018.
3. The Scheme of Arrangement earlier approved by the Board on November 14, 2017 has also been discussed and the Board has decided to revise the Scheme to structure it into two separate parts to bring the broking business into one Company and to simplify the holding structure at the same time.

Accordingly, the Board has approved the following schemes:

(a) Merger of Dealmoney Securities Private Limited (Formerly known as Destimoney Securities Private Limited) with Destimoney Commodities Private Limited, a step down subsidiary w.e.f. April 1, 2017 (Merger - 1) and to have one operating Company in the group; and

(b) Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower and Engineering Ltd, Goodyield Farming Limited, Purple India Holdings Limited and Step down subsidiary namely Destimoney Distribution and Advisory Services Private Limited with Onelife Capital Advisors Limited w.e.f. April 1, 2017 (Merger - 2) and to have one operating Company for the group.



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The said Schemes are subject to approval of Shareholders, Creditors, National Company Law Tribunal and Regulatory Authorities (Various Authorities) as may be necessary.

Kindly take the above on your record.

Thanking You,

Yours Faithfully,

For Onelife Capital Advisors Limited



Priyanka Rawat
Company Secretary & Compliance Officer



Encl: As above

Statement of Standalone unaudited financial results for the quarter and nine months ended 31st December, 2017

Particulars	Quarter ended	Quarter ended	Quarter ended	Nine month ended	Nine month ended
	31-12-2017	30-09-2017	31-12-2016	31-12-2017	31-12-2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1 Revenue from Operations	-	50.00	35.00	50.00	36.71
2 Other income	1.98	-	9.61	1.98	33.20
3 Total Income (1 + 2)	1.98	50.00	44.61	51.98	69.91
4 Expenses					
Cost of Materials consumed	-	-	-	-	-
Purchase of stock-in-trade	-	-	-	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
Employee benefits expense	13.84	11.10	12.80	36.70	38.10
Finance costs	0.95	1.22	1.23	3.27	3.87
Depreciation and amortisation expense	42.31	42.27	45.81	126.77	137.39
Other expenses	19.30	21.53	20.87	48.69	44.87
Total expenses (4)	76.40	76.12	80.51	215.43	224.32
5 Profit / (Loss) before exceptional items and tax (3 - 4)	(74.42)	(26.12)	(35.90)	(163.45)	(154.32)
6 Exceptional items	-	-	16.80	-	16.80
7 Profit / (Loss) before tax (5 - 6)	(74.42)	(26.12)	(52.70)	(163.45)	(171.12)
8 Tax expense					
(a) Current Tax	-	-	-	-	-
(b) Deferred Tax	-	-	-	-	-
9 Profit / (Loss) for the Period (7 - 8)	(74.42)	(26.12)	(52.70)	(163.45)	(171.12)
10 Other Comprehensive income					
(a) Items that will not be reclassified to Profit and Loss	-	-	-	-	-
(b) Items that will be reclassified to Profit and Loss	-	-	-	-	-
Other Comprehensive income for the period	-	-	-	-	-
11 Total Comprehensive income for the period (9 + 10)	(74.42)	(26.12)	(52.70)	(163.45)	(171.12)
12 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
13 Earnings Per Share (of Rs. 10/- each) (not annualised):	(0.56)	(0.20)	(0.39)	(1.22)	(1.28)
Basic and Diluted earnings per share Rs.					

Notes:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on February 14, 2018 and have been subjected to limited review by the statutory auditors of the Company.
- The above results have been prepared in accordance with Indian Accounting Standards (Ind AS), which are applicable to the Company for the accounting periods beginning 1st April, 2017, the provisions of the Companies Act, 2013, as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI). Consequently, the results for the quarter and nine months period ended 31st December, 2016 have been restated to comply with Ind AS to make them comparable.
- The format for unaudited financial results as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated November 30, 2015 has been modified to comply with the requirements of SEBI's circular dated July 05, 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013, which are applicable to companies that are required to comply with Ind AS. These financial results do not include Ind AS compliant results for the previous year ended March 31, 2017 and the balance sheet as at that date, as the same are not mandatory as per the said circulars.
- Reconciliation between the results as reported under previous Generally Accepted Accounting Principles (IGAAP) and Ind AS are summarized below:

Particulars	(Rs. in lakhs)	
	Quarter ended 31-12-2016	Nine month ended 31-12-2016
Profit After Tax under IGAAP	(52.70)	(171.12)
Impact of remeasurement of Employee Benefits	-	-
Income Tax (Deferred Tax) on remeasurement of Employee Benefits	-	-
Profit After Tax under Ind AS	(52.70)	(171.12)
Other Comprehensive income	-	-
Total Comprehensive Income	(52.70)	(171.12)

- The Company is primarily engaged in the business of Advisory Services which constitutes a single reportable segment.
- Additional disclosure in accordance with Regulation 32 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:
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. 3,685 lakhs to the public.
The Company had passed special resolution for altering the objects for which amount was raised through IPO with requisite majority which was announced on January 23, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on February 13, 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 utilised the IPO proceeds as under:

Sr. No.	Particulars	(Rs. in Lakhs)
		Actual Utilisation
1	Purchase of Corporate office*	900
2	Issue Expenses	160
3	Acquisition of Strategic Investment :	
(a)	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
(b)	Acquisition by Purple India Holding Limited (Wholly own Subsidiary):	
(i)	Acquisition of 24,00,000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Destimoney Distribution and Advisory Services Private Limited	400
(ii)	Acquisition of 11,00,000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Destimoney Commodities Private Limited	525
(iii)	Advance paid for acquisition of Strategic Investment / Business	1,365
4	For Renovation of Premises	195
	Total	3,685

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



7 On approval of the Board of Directors following nature of transactions / 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 acquired 100% of the shareholding in Destimoney Commodity Pvt. Ltd. for a consideration of Rs. 525 lakhs. Purple India Holding Limited had signed a Share Purchase Agreement to purchase majority equity shares of Dealmoney Securities Private Limited (Formerly known as Destimoney Securities 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. As some approvals were taking time beyond the agreement timelines entered with Destimoney Enterprises Limited, Mauritius, the shares of Dealmoney Securities Private Limited have been acquired by associated entities. The Board has at its meeting held on August 11, 2017 also approved acquisition of Dealmoney Securities Private Limited's shareholding or by way of merger and to seek appropriate regulatory approvals as may be required.

8 The Scheme of Arrangement earlier approved by the Board on November 14, 2017 has also been discussed and the Board has decided to revise the Scheme to structure it into two separate parts to bring the broking business into one company and to simplify the holding structure at the same time. Accordingly, the Board has approved the following schemes: (a) Merger of Dealmoney Securities Private Limited, with Destimoney Commodities Private Limited, a stepdown subsidiary, w.e.f April 1, 2017 (Merger - 1) and to have one operating Company in the group; and (b) Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower and Engineering Ltd., Goodyield Farming Limited, Purple India Holdings Limited and Step down subsidiary namely Destimoney Distribution and Advisory Services Private Limited, with Onelife Capital Advisors Limited w.e.f April 1, 2017 (Merger - 2) and to have one operating Company for the group.

The said Schemes are subject to approval of Shareholders, Creditors, National Company Law Tribunal and Regulatory Authorities (Various Authorities) as may be necessary.

9 The Registered office of the Company has been shifted w.e.f January 01, 2018 to Plot No. A-356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (west), Maharashtra - 400604.

10 The Appointment of Mr. Pandoo Naig as Chief Financial Officer ("CFO") of the Company w.e.f. January 01, 2018.

11 Previous period's figures have been regrouped or reclassified, wherever necessary to make them comparable with the figures of the current period.

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

Place: Thane
Date: 14th February, 2018

Pandoo Naig
Managing Director
CIN No. 00158221



KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

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Independent Auditor's review report on review of Interim Financial Results

To the Board of Directors of Onelife Capital Advisors Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Onelife Capital Advisors Limited**, ("the Company") for the quarter and nine months ended December 31, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ("Ind AS") 34 on "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (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 Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.



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3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results, prepared in accordance with the aforesaid Indian Accounting Standards and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, 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, 2018