

# 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](mailto:cs@onelifecapital.in) ; Web: [www.onelifecapital.in](http://www.onelifecapital.in)

21<sup>st</sup> March 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,

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015**

With reference to the captioned subject, The Company has approved the scheme of Amalgamation for Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited ("Transferor Company 1) , Good Yield Fertilisers and Pesticides Private Limited ("Transferor Company 2), Leadline Software and Trading Private Limited ("Transferor Company 3), Onelife Ecopower and Engineering Limited ("Transferor Company 4), Goodyield Farming Limited ("Transferor Company 5), Purple India Holdings Limited ("Transferor Company 6) and Step down subsidiary namely Destimoney Distribution and Advisory Services Private Limited ("Transferor Company 7) with the Company under Section 233 of Companies Act, 2013 under Fast track mode on 14<sup>th</sup> February, 2018.

The scheme is subject to necessary statutory and regulatory approvals including the approvals of Regional Director (Central Government), respective shareholders and creditors, if any of each company involved in the scheme.

This information pursuant to the Regulation 30 of LODR read with the SEBI Circulars No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is attached herewith as **Annexure A**.

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

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## Annexure A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR Regulation") read with SEBI Circulars No. CIR/CFD/CMD/4/2015 dated September 09, 2015:

### A. Details of the Transferor and Transferee Companies:

#### Transferor Companies:

1. Onelife Gas Energy & Infrastructure Limited ("OGEIL") (CIN: U40102MH2010PLC208489), a Company incorporated on 1<sup>st</sup> October, 2010 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049, is a Wholly owned Subsidiary Company of the Onelife Capital Advisors Limited. OGEIL is inter alia engaged in the business of 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, to design, fabricate, construct, lay, install, operate, use, lease, hire, inspect, maintain, improve, enlarge, alter, protect, repair, replace, remove, and carry out works in respect of pipelines and equipments and facilities related to the operation or use of pipelines and to install in any premises or place and to operate, use, inspect, maintain, repair, replace and remove meters or other devices for assessing the quantity or quality of supplies of gas.
2. Good Yield Fertilisers and Pesticides Private Limited ("GFPPPL") (CIN: U15112MH2005PTC156357), a Company incorporated on 26<sup>th</sup> September, 2005 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049 is a wholly owned subsidiary of Onelife Capital Advisors Limited. GFPPPL is inter alia engaged in the business of manufacturing, process, produce, formulate, mix, disinfect, clean, wash dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentation, reduce, improve, buy, sell, re-sell, import, export, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, liaison, job worker or otherwise deal in all types of gas based, natural or manmade fertilizers, pesticides, pesticide intermediaries and chemicals.



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3. Leadline Software And Trading Private Limited ("LSTPL") (CIN: U51909MH2004PTC145171), a Company incorporated on 18<sup>th</sup> March, 2004 under the Companies Act, 1956 and having its Registered Office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049 is a wholly owned subsidiary of Onelife Capital Advisors Limited. LSTPL is inter alia engaged in the business of, as developers, traders, dealers, importers, exporters and intermediaries in all types of computer systems, software and hardware and as traders, merchants, wholesalers, retailers, liaisoners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentures, clearing & forwarding agents, commission agents etc. in all types of machinery, equipments, components, goods, articles, things products, commodities, consumables and to carry on business as traders, merchants, wholesalers, retailers, liaisoners, stockiest in all types machinery, equipments, commodities etc.
4. Onelife Ecopower & Engineering Limited ("OEEL") (CIN: U40101MH2010PLC209142), a Company incorporated on 19<sup>th</sup> October, 2010 under the Companies Act, 1956 and having its Registered Office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049 is a wholly owned subsidiary of Onelife Capital Advisors Limited. OEEL is inter alia engaged in the business of producers, manufacturers, generators, suppliers, distributors, transformers, converters, transmitters, processors, developers, stores, procurers, carriers, and dealers in electricity, all form of energy and any such products and by-products derived from such business.
5. Goodyield Farming Limited ("GFL") (CIN: U01100MH2005PLC156052), a Company incorporated on 14<sup>th</sup> September, 2005 under the Companies Act, 1956 and having its Registered Office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai - 400049 is a wholly owned subsidiary of Onelife Capital Advisors Limited. GFL is inter alia engaged in the business of to cultivate, grow, produce, process and deal by using scientific techniques and technologies in agricultural and vegetable products, cereals, pulses, and grains of all kinds and types including cereals pulses, fruits, flowers, cloves, cardamom, cassila saffron etc.



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6. Purple India Holdings Limited ("PIHL")(CIN: U65993MH2012PLC229356), a Company incorporated on 9<sup>th</sup> April, 2012 under the Companies Act, 1956 and having its Registered Office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049 is a wholly owned subsidiary of Onelife Capital Advisors Limited. PIHL is inter alia engaged in the business of to carry on and undertake the business or businesses of a holding and Investment Company, and to buy, underwrite and to invest the Capital and other money of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes treasury bills obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives mortgages etc.
7. Destimoney Distribution and Advisory Services Private Limited (DDASPL") (CIN:U67110MH2011PTC216038), a Company incorporated on 11<sup>th</sup> April, 2011 under the Companies Act, 1956 and having its Registered Office at Plot No. A 356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane-400604 is wholly owned subsidiary of Purple India Holdings Limited, which is wholly owned subsidiary of the Onelife Capital Advisors Limited ("OCAL"), thereby becoming the step down wholly owned subsidiary company of OCAL. DDASPL is inter alia engaged in the business of brokers, general traders, distributors, dealers, agents, representatives, consultants, service providers and advisors, to buy, sell, hold, import, export or otherwise deal in all kinds of goods and merchandise, commodities, real estate, service products, investment products, pension products, bullion and bullion derivatives, precious metals, semi precious metals, all or any such products or articles having any commercial value, insurance products including life insurance and general insurance, other asset classes, money changers, money transfers, currency exchange, loan syndication, feasibility studies, project reports, art and art funds and to carry on business of providing portfolio management services and financial advisory services including but not limited to raising and placement of funds, placement of securities, project counseling and advisory services, consultancy and advisory services in investment management etc.



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## Transferee Company:

Onelife Capital Advisors Limited ("OCAL") (CIN:L74140MH2007PLC173660), a Company incorporated on 31<sup>st</sup> August, 2007 under the Companies Act, 1956 and having its Registered Office at Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604, Maharashtra. The Transferee Company is listed with BSE Limited (Scrip Code: 533632) and National Stock Exchange of India Limited (Symbol: ONELIFECAP). The Transferee Company is engaged in the business advisory services in India and overseas such as capital structuring, funds structuring, syndication of capital and funding requirements, investments.

(Rs. in Lac)

Particulars	Net Worth		Total Revenue	
	March, 2017	March, 2016	March, 2017	March, 2016
Onelife Capital Advisors Limited	4,553.98	4,803.29	70.89	209.50
Onelife Gas Energy & Infrastructure Limited	5770.02	5928.15	118.43	131.73
Good Yield Fertilisers And Pesticides Private Limited	519.97	519.91	0.35	0.00
Leadline Software And Trading Private Limited	560.07	562.01	6.77	6.05
Onelife Ecopower & Engineering Limited	(12.26)	(11.83)	0.00	0.00
Goodyield Farming Limited	1543.17	1543.68	0.00	0.00
Purple India Holdings Limited	(22.17)	(24.57)	13.28	4.53
Destimoney Distribution and Advisory Services Private Limited	82.93	82.19	252.23	36.09

## B. Rationale for the proposed amalgamation/ merger:

The reasons and circumstances leading to and justifying the proposed scheme of Amalgamation, which make it beneficial for all concerned, including the members of both the Companies, are as follows:



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- The Transferor Companies are wholly owned subsidiaries and Step Down wholly owned subsidiary of Transferee Company. In order to consolidate the business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with Transferee Company.
- The independent operations of the Transferor Companies and Transferee Company leads to incurrance of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient.  
This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable to enhance the efficiency and control of the Transferor Companies and Transferee Company.
- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.



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• **The other benefits the proposed amalgamation include:**

- a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
- b) Enhancement of competitive strengths including financial resources;
- c) Obtaining synergy benefits;
- d) Better management and focus on growing the businesses;
- e) Reduction of overheads, administrative, managerial and other expenditure.
- f) Simplify shareholding structure and reduce shareholding tiers

**C. Nature of Consideration:**

As the entire issued, subscribed and paid-up equity share Capital of the Transferor Company is held by the Transferee Company and its nominee, upon the scheme being effective, notwithstanding anything contrary in this scheme the said equity share capital of the Transferor Company will stand automatically cancelled and there will be no issue and allotment of shares to the Transferee Company as the Transferee Company and its nominee are the only shareholders of the Transferor Company.

**D. Details of change in shareholding pattern:**

There will be no change in the shareholding pattern of the Transferee Company pursuant to the proposed scheme as no shares are being issued by the Company in consideration of the proposed scheme.

