



# Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

Tel no.: 022-25833206 Fax: 022- 41842228 Email id: cs@onelifecapital.in, Web: www.onelifecapital.in

8<sup>th</sup> August, 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: Intimation of Notice of the 11<sup>th</sup> Annual General Meeting of the Company**

With reference to the captioned matter, kindly find enclosed the notice of 11<sup>th</sup> Annual General Meeting of the company alongwith the Annual report for the FY 2017-18 pursuant to the Regulations of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The 11<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 29<sup>th</sup> August, 2018 at 11.00 a.m. at the registered office of the Company.

Kindly take note of the same.

Thanking you.

Yours faithfully,

For Onelife Capital Advisors Limited

  
Aditi Mahamunkar

Company Secretary & Compliance Officer



**ONELIFE CAPITAL ADVISORS LIMITED**



onelife

*one solution*



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**CHAIRMAN'S MESSAGE**



Dear Shareholders,

Welcome and Warm Greetings from the Board of Directors of your Company.

Financial Year 2017-18, was yet another landmark year in terms of strategic focus, business, operations and growth delivery for your Company.

As the global trend of shifting from globalization to protectionism continued, the foundations of global economic and trade have begun to make important shifts, India, is working towards recalibrating its priorities and strategies. Changes are evident in the Americas, Middle East, Central Asia and Europe. This, we believe is more of a long term cyclical behavior of economic policy momentums from free trade to local trades. Balancing of such cycles may take a long term with many unknown consequences for both Nations and Companies.

Your Company is closely monitoring on such developments to reduce downsides and explore on any emerging opportunities on which we could build incremental growth and value for shareholders.

Financial Services is now a necessity and everyone are being necessitated to move into the organized and formal sector by the recent initiatives of the present government. We endorse this initiative and expect long term gains for the Indian economy due to this trend.

Affordable technology, increased, connectivity and reduced costs of internet have made India embark on the cusp of now exposing itself directly into next generation technology and aim to catapult itself with the best of world class infrastructure and conveniences for its population. This provides young businesses like us to aim for the best of services as we have limited legacy issues.

Regulatory trends continue to be broadly restrictive, but, we believe, they should work in towards the reduction of excesses of non-productive investments of the past, as well as creating a focused growth momentum for the present.

India is now benefitting from strong infows of domestic capital into Mutual Funds, Insurance, be > a tu a o t. D

**MANAGING DIRECTOR & CFO'S MESSAGE**

Greetings Dear Shareholder,

Your Company continued to be invested in the strong and growing financial services business. We continue to have interests in Financial Services and Information Technology led ecommerce related services in India.

**Review of FY2017-18 Performance**

Total revenues of your Company on a standalone basis rose by 205.5% in the current fiscal from Rs. 70.89 lakhs to Rs. 216.6 lakhs. On a consolidated basis the revenues were lower by 5.6% as compared to the previous year at Rs. 742 lakhs.

By concentrated focus to turnaround the acquired venture, your Company restructured your businesses by right sizing of people and reduction of non-essential expenses. We are pleased to share that your Company has been able to turnaround from a loss making Company into a profit making Company, albeit, with marginal profits at Rs 5.6 lakhs on a consolidated basis and Rs. 8.8 lakhs on a standalone basis.

We strive to continue to grow the business and operations of your Company in the most prudent and efficient manner.

**Dividend**

As your Company has just turned around and does require some more time to mature its businesses and operations, the Board of Directors has decided not to declare dividend for this year. Your Company intends to reinvest the surplus in short term for furthering growth instead of paying dividend for building and securing long term value for its shareholders.

**Consolidation of Businesses**

As the consolidation process of the businesses acquired through our Wholly Owned Subsidiary namely Purple India Holdings Limited continues 100% equity stakes of Dealmoney Distribution and Advisory Services Private Limited for Rs. 400 lakhs and Dealmoney Commodity Private Limited for Rs 525 lakhs, were acquired by your Company.

Due to delay in securing all the regulatory approvals within the contracted period, and as the seller, Destimoney Enterprises Limited's expressed unwillingness to extend the deal timelines, the equity stakes held by them as per our Share Purchase Agreement have been seamlessly acquired/transferred into associate entities, as per the Share Purchase Agreement. Renewed application for the transfer of the equity shares from the transferred Company into your Company is being proposed by your board on the same terms, subject to regulatory and shareholder approvals. The considerations have not been altered in any manner and we are optimistic of securing the regulatory approvals in this year from SEBI and RBI. The Companies whose approvals for acquisitions are being sought at present are Dealmoney Securities Private Limited and Sarsan Securities Private Limited (NBFC).

**Business Outlook FY2018-19**

Considering that the Indian national elections / general elections would be around by the middle of next year, it would be prudent to avoid expectations of any massive and stringent economic growth measures by the Government, especially, in its last budget session for this term. The volatility of the regional state elections could make equity market and economy directed upsides limited. Only truly deserving Companies could get the benefit from increased premium in valuations. We would choose to avoid all leveraged Company exposures that have mostly serviced their interest through additional borrowings and have no capacity to service the interest rates, unless for acquisitions/ mergers perspective.

We expect, Indian Insurance Sector to continue to do well due to the overall low penetration rates and the Government's intent to launch a national healthcare insurance for all Indians with a protection of upto Rs. 5 lakhs per family, per year policy covering over 20 Crore families. This is expected to be amongst the world's largest healthcare program and should change the foundations of the Indian healthcare industry.

Asset Management companies should benefit from their past focus of moving investments from one-time investors, to a trend of collecting monthly payments from consumers through the successful penetration of systematic investment plans.

Financial Intermediaries, now face a daunting task of facing rising competition, reducing spreads with the consumer habits shift to use more of technology applications and buy-in specific products directly due to clarity of goals, more so, in urban India. So, their goal will now be to broad-base our services and reach up to newer markets and also expand our product portfolio. Your Company is also working to deliver on all these fronts.

Your Company is rightly positioned to benefit from our calculated business choices and product expansions of FY2017-18. We also remain focused on building itself into a formidable business participant in this industry. Overall, we expect an interesting and positive year for our Company.

The Board of Directors, Our Chairman and I would like to sincerely thank you for the faith reposed in us and we hope to continue to deliver sustained and long term value for your investments.

Thanking you.

**Pandoo Naig**

**Managing Director & CFO**

## COMPANY'S INFORMATION

### BOARD OF DIRECTORS:

Mr. T.K.P Naig	Executive Chairman
Mr. Pandoo Naig	Managing Director & CFO
Mr. Ram Narayan Gupta	Director (Independent Director)
Mr. Amol Shivaji Autade	Director (Independent Director)
Ms. Sonam Satish Kumar Jain	Director (Independent Director)
Mr. Mahendra Salunke	Director (Independent Director)

### BOARD COMMITTEES:

#### AUDIT COMMITTEE

Mr. Ram Narayan Gupta	Chairman
Mr. Pandoo Naig	Member
Mr. Amol Shivaji Autade	Member

#### STAKEHOLDER RELATIONS COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Ms. Sonam Satish Kumar Jain	Member
Mr. Mahendra Salunke	Member

#### NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Ram Narayan Gupta	Member
Ms. Sonam Satish Kumar Jain	Member

#### RISK MANAGEMENT COMMITTEE

Mr. Pandoo Naig	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Mahendra Salunke	Member

### COMPANY SECRETARY:

Ms. Priyanka Rawat

### STATUTORY AUDITORS:

M/s. Khandelwal Jain & Co.  
Chartered Accountants

### SECRETARIAL AUDITORS

M/s. Ajay Kumar & Co.  
Practicing Company Secretaries

### INTERNAL AUDITORS:

G.S. Toshniwal & Associates  
Chartered Accountants

### REGISTERED OFFICE:

Onelife Capital Advisors Limited

**CIN No:** L74140MH2007PLC173660

**Reg. Add.:** 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

**Website:** www.onelifecapital.in

### REGISTRAR & SHARE TRANSFER AGENT:

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad,  
Telangana – 500 032

**Contact Details:** +91 40 6716 2222

**Fax number:** +91 40 2342 0814

**E-mail:** [onelifecapital.ris@karvy.com](mailto:onelifecapital.ris@karvy.com)

**Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)

### SHARES LISTED AT:

BSE Limited

National Stock Exchange of India Limited

### DEPOSITORIES:

National Securities Depository Limited

Central Depository Services (India) Limited

### BANKERS:

Indian Bank

Axis Bank

HDFC Bank

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON WEDNESDAY, 29<sup>TH</sup> AUGUST, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE SITUATED AT A356, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESSES:

#### 1. ADOPTION OF FINANCIAL STATEMENTS:

##### To receive, consider and adopt:

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.

#### 2. APPOINTMENT OF A DIRECTOR:

To appoint a Director in place of Mr. TKP Naig (DIN: 00716975), who retires by rotation and being eligible, offers himself for re-appointment.

#### 3. TO RATIFY THE APPOINTMENT OF M/S. KHANDELWAL JAIN & CO., CHARTERED ACCOUNTANTS, STATUTORY AUDITORS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Section 139 and other applicable provisions if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the members at the 10<sup>th</sup> Annual General Meeting, the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) as Auditor of the Company to hold office until the conclusion of Annual General Meeting to be held in the year 2021, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred in the performance of their duties.”

### SPECIAL BUSINESS:

#### 4. APPROVAL OF SCHEME OF AMALGAMATION:

To consider and if thought fit to pass, with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 233 and any other applicable provisions, if any of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications, amendments, re-enactments thereof for the time being in force and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 [“**SEBI (LODR) Regulations**”], the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, confirmations, permissions from Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority as may be applicable in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, confirmations, permissions, the Scheme of Amalgamation between 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 Dealmoney Distribution and Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited) (“Transferor Companies”) and Onelife Capital Advisors Limited (“Transferee Company”) and their respective shareholders and creditors” (“Scheme”), with effect from 1<sup>st</sup> April, 2017 (First day of April, Two Thousand and Seventeen) being the appointed date, be and is hereby approved.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.”

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**T.K.P Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
**CIN:** L74140MH2007PLC173660  
**E-mail:** cs@onelifecapital.in  
**Website:** www.onelifecapital.in  
**Tel no.:** 022-25833206  
**Fax:** 022- 41842228

**Place: Thane**

**Date: 17<sup>th</sup> April, 2018**

**NOTES**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and rules made thereunder, in respect to item no. 4 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from 23<sup>rd</sup> August, 2018 to 29<sup>th</sup> August, 2018 (both the days inclusive).**
6. The members are requested to Intimate to the Company’s Registrars and Share Transfer Agents, Karvy Computer Share Private Limited having registered office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032, India (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers/DP Identity and Client Identity Numbers in all their correspondences;



24. The results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.onlifecapital.in](http://www.onlifecapital.in) and on the website of Karvy <https://evoting.karvy.com> within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

#### **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

25. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

**a. In case a Member receives an email from Karvy [for Members whose email Ids are registered with the Company/ Depository Participants (s)]:**

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. On first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the "EVENT" i.e., 'Onlife Capital Advisors Limited'.
- vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

The scanned image of the above mentioned documents should be in the naming format "Onlife Capital Advisors Limited."

**(B) In case of Members receiving physical copy of Notice [for Members whose email ids are not registered with the Company/Depository Participants (s)]:**

2. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

**Voting at AGM:** The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

**OTHER INSTRUCTIONS:**

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S.V. Raju, Deputy General Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1569 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period **commences on 26<sup>th</sup> August, 2018 (09.00 A.M. IST) and ends on 28<sup>th</sup> August, 2018 (05.00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21<sup>st</sup> August, 2018**, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 21<sup>st</sup> August, 2018.

e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. 21<sup>st</sup> August, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. Or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. Or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item 4:**

The Scheme of the amalgamation 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 Limited, Goodyield Farming Limited, Purple India Holdings Limited. and Dealmoney Distribution and Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited) with the Onelife Capital Advisors Limited ("Transferee Company") was approved by the Board of Directors of the Transferor Companies and Transferee Company at its Meeting held on 14<sup>th</sup> February, 2018.

The Transferee Company holds 100% equity share capital of Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower & Engineering Limited, Goodyield Farming Limited and Purple India Holdings Limited.

The Dealmoney Distribution and Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited) is a wholly owned subsidiary of Purple India Holdings Limited and Purple India Holdings Limited is a wholly owned subsidiary of Onelife Capital Advisors Limited. Therefore, the Dealmoney Distribution and Advisory Services Private Limited becomes wholly owned subsidiary of Onelife Capital Advisors Limited pursuant to Section 2(87) of Companies Act, 2013.

It is proposed to amalgamate the Transferor Companies with the Transferee Company considering various benefits arising from amalgamation. Amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the combined entities. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.

Section 233 of the Companies Act, 2013 provides for a fast track Amalgamation of a Wholly Owned Subsidiary with its Holding Company. Considering that the Transferor Companies are Wholly Owned Subsidiaries of the transferee Company, it is proposed to amalgamate the Wholly Owned Subsidiaries with the Holding Company under Section 233 which requires consent of the members.

A draft Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting. The Draft Scheme has also been filed with the Registrar of Companies and Official Liquidators at Mumbai, inviting objections or suggestions, if any, on the draft Scheme. The objections and suggestions, received from the Registrar of Companies and Official Liquidators shall be considered at the meeting before approving the Scheme of Amalgamation.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

In this regard the following documents are attached to this **Notice and Explanatory Statement**:

1. Scheme of Amalgamation as Annexure I as per Rule 25(3) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2. Details required to be given as per Section 233 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as Annexure II as per Rule 25(3)(a) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
3. Declaration of solvency by the Company in Form CAA 10 as Annexure III as per Rule 25(3)(b) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

All other material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

The above explanatory statement in respect of Item No. 4 sets out all facts to enable the Members to understand the meaning, scope and implications of these items of business and to take a decision thereon.

Annexure I

SCHEME OF AMALGAMATION

(PURSUANT TO SECTIONS 233 OF THE COMPANIES ACT, 2013

AND RULES FRAMED THEREUNDER)

Of

ONELIFE GAS ENERGY & INFRASTRUCTURE LIMITED

GOOD YIELD FERTILISERS AND PESTICIDES PRIVATE LIMITED

LEADLINE SOFTWARE AND TRADING PRIVATE LIMITED

ONELIFE ECOPOWER & ENGINEERING LIMITED

GOODYIELD FARMING LIMITED

PURPLE INDIA HOLDINGS LIMITED

And

DESTIMONEY DISTRIBUTION AND ADVISORY SERVICES PRIVATE LIMITED

With

ONELIFE CAPITAL ADVISORS LIMITED

PREAMBLE

**A. AN OVERVIEW OF SCHEME OF ARRANGEMENT**

- This Scheme of Amalgamation is presented under the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 under fast track route for amalgamation 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 & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5') Purple India Holdings Limited ('Transferor Company-6') and Step Down wholly owned subsidiary namely Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies') with Onelife Capital Advisors Limited (Transferee Company).
  - The Transferor Companies are wholly owned subsidiary of Transferee Company hence, in consideration Transferee Company will not issue any shares under the scheme of Arrangement. The existing holding of Transferee Company in Transferor Company gets cancel pursuant to the scheme of Amalgamation.
  - In addition, this Scheme of Amalgamation also provides for various others matter consequential or otherwise integrally connected herewith.
- B** The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, under Sections 233 and other relevant provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

**PART - I**

(Preliminary)

**1. DEFINITIONS:**

In this Scheme, unless inconsistent with the meaning or context thereof, the following expressions shall have the following meanings:

- i. **"Act"** means the Companies Act, 2013.
- ii. **"Appointed Date"** means the 1<sup>st</sup> day of April, 2017.
- iii. **"Central Government"** means the government of India and vide Notifcation No. S.O. 4090(E) dated 19<sup>th</sup> December, 2016 Central Government has delegated powers vested in it under Section 233 of the Companies Act, 2013 to the Regional Director, Ministry of Corporate Affairs having jurisdiction.
- iv. **"Regional Director"** means the Regional Director (Western Region), Ministry of Corporate Affairs at Mumbai, having jurisdiction over the Transferee Company.
- v. **"Registrar of Companies" or "ROC"** means the Registrar of Companies at Mumbai.
- vi. **"Listing Regulations"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modification or any enactment thereof.
- vii. **"Transferor Company 1"** means Onelife Gas Energy & Infrastructure Limited (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.  
**"Transferor Company 2"** means Good Yield Fertilisers and Pesticides Private Limited (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.  
**"Transferor Company 3"** means Leadline Software And Trading Private Limited (CIN: U51909MH2004PTC145171), a Company incorporated on 18<sup>th</sup> March, 2004 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.  
**"Transferor Company 4"** means Onelife Ecopower & Engineering Limited (CIN: U40101MH2010PLC209142), a Company incorporated on 19<sup>th</sup> October, 2010 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.  
**"Transferor Company 5"** means Goodyield Farming Limited (CIN: U01100MH2005PLC156052), a Company incorporated on 14<sup>th</sup> September, 2005 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai - 400049.  
**"Transferor Company 6"** means Purple India Holdings Limited (CIN: U65993MH2012PLC229356), a Company incorporated on 9<sup>th</sup> April, 2012 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

“**Transferor Company 7**” means Destimoney Distribution and Advisory Services Private Limited (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.

**Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6 and Transferor Company 7 shall be collectively referred to us as “Transferor Companies”.**

- viii. “**Transferee Company**” means Onelife Capital Advisors Limited (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.
- ix. “**Scheme**” means this Scheme of Amalgamation of the Transferor Companies with the Transferee Company in its present form or with such modifications as sanctioned by the Regional Director, Western Region.
- x. “**Effective Date**” means the date on which the certified copies of the Order(s) of the Regional Director (Central Government) /National Company Law Tribunal (“NCLT”), Mumbai or other competent authorities, vesting the assets, properties, Liabilities, rights, duties, obligation, and the like of all the transferor Company in the Transferee Company are filed with the Registrar of Companies, Maharashtra, after obtaining the necessary consents, approvals, permission, resolutions, agreement, sanction and order in this regards.
- xi. “**Undertaking of the Transferor Company**” means and includes:
  - (i) All the properties, assets, rights and powers of the Transferor Companies; and
  - (ii) All the debts, liabilities, duties and obligations of the Transferor Companies.

Without prejudice to the generality of the foregoing clause the said Undertaking shall include all rights, powers, interests, authorities, privileges, liberties and all properties and assets, real or personal, corporeal or incorporeal, in possession or reversion, present or contingent of whatsoever nature and wherever situate including all lands, buildings, plant and machinery, office equipments, inventories, investments in shares, debentures, bonds and other securities, sundry debtors, cash and bank balances, loans and advances, leases and all other interests and rights in or arising out of such property together with all liberties, easements, advantages, exemptions, approvals, licenses, trade marks, patents, copyrights, import entitlements and other quotas, if any, held, applied for or as may be obtained hereafter by the Transferor Company or which the Transferor Company is entitled to together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records of the Transferor Companies.
- xii. “**Rules**” includes rules, circulars and notifications in force and issued from time to time under the provisions of the Companies Act, 2013, and any statutory modification or re-enactments thereof, unless stated otherwise.
- xiii. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

**2. SHARE CAPITAL:**

The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Companies and the Transferee Company as on the date of the meetings of the Board of Directors of the said Companies considering and approving this Scheme, i.e. as on February 14, 2018 is as under:

<b>i. <u>Transferor Company 1:</u></b>	
<u>Authorised Share Capital:</u>	(Rs.)
20,000,000 Equity Shares of Rs. 10/- each	200,000,000/-
<u>Issued Subscribed and Paid up Share Capital:</u>	
12,526,700 Equity Shares of Rs. 10/- each fully paid up	125,267,000/-
<b>ii. <u>Transferor Company 2:</u></b>	
<u>Authorised Share Capital:</u>	(Rs.)
10,000 Equity Shares of Rs. 10/- each	1,00,000/-
<u>Issued Subscribed and Paid up Share Capital:</u>	
10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000/-
<b>iii. <u>Transferor Company 3:</u></b>	
<u>Authorised Share Capital:</u>	(Rs.)
2,00,000 Equity Shares of Rs. 10/- each	2,000,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
1,94,300 Equity Shares of Rs. 10/- each fully paid up	1,943,000/-



iv. <b>Transferor Company 4:</b>	
<u>Authorised Share Capital:</u>	(Rs.)
20,000,000 Equity Shares of Rs. 10/- each	200,000,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
50,000 Equity Shares of Rs. 10/- each fully paid up	5,00,000/-
v. <b>Transferor Company 5:</b>	
<u>Authorised Share Capital:</u>	(Rs.)
15,000,000 Equity Shares of Rs. 10/- each	150,000,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
1,88,400 Equity Shares of Rs. 10/- each fully paid up	18,84,000/-
vi. <b>Transferor Company 6:</b>	
<u>Authorised Share Capital:</u>	(Rs.)
2,000,000 Equity Shares of Rs. 10/- each	20,000,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
14,00,000 Equity Shares of Rs. 10/- each fully paid up	14,000,000/-
vii. <b>Transferor Company 7:</b>	
<u>Authorised Share Capital:</u>	(Rs.)
25,00,000 Equity Shares of Rs. 10/- each	25,000,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
24,00,000 Equity Shares of Rs. 10/- each fully paid up	24,000,000/-
viii. <b>The Transferee Company:</b>	
<u>Authorised Share Capital:</u>	(Rs.)
15,010,000 Equity Shares of Rs. 10/- each	150,100,000/-
<u>Issued, Subscribed and Paid up Share Capital:</u>	
13,360,000 Equity Shares of Rs. 10/- each fully paid-up	133,600,000/-

Subsequent to the above date, there is no change in the capital structure of the Transferee Company till the date of filing this scheme.

Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower & Engineering Limited, Goodyield Farming Limited and Purple India Holdings Limited are direct wholly owned subsidiaries and Destimoney Distribution and Advisory Services Private Limited is a Step Down wholly owned subsidiary of the Transferee Company.

### 3. OBJECTS AND REASONS:

- 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 further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help 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.
- 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

In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies with the Transferee Company in accordance with this Scheme, pursuant to Sections 233 of the Companies Act, 2013.

#### **PART - II**

(The Scheme)

#### **4. TRANSFER OF UNDERTAKING:**

- 4.1 With effect from the Appointed Date, the Transferor Companies shall stand amalgamated with the Transferee Company, as provided in the Scheme. Accordingly, the Undertaking of the Transferor Companies shall, pursuant to the provisions contained in Section 233 and other applicable provisions of the Act and subject to the provisions of the Scheme in relation to the mode and manner of vesting, stand transferred to and vest in or be deemed to be transferred to and vested in the Transferee Company, as a going concern without any further act, deed, matter or thing (save as provided in Clause 4.2 below) so as to become on and from the Appointed Date the Undertaking of the Transferee Company.
- 4.2 It is expressly provided that in respect of the assets of the Transferor Companies as are movable in nature or otherwise capable of being transferred by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies and shall become the property of the Transferee Company accordingly without requiring any deed or instrument of conveyance for the same.
- 4.3 In respect of the assets of the Transferor Companies other than those referred to in Clause 4.2 above, the same shall, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company pursuant to an order passed under the provisions of Section 233 of the Act.
- 4.3 All debts, liabilities, duties and obligations of the Transferor Companies shall be transferred to the Transferee Company, without any further act or deed, pursuant to the provisions of Section 233 of the Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company.
- 4.4 The transfer of the Undertaking of the Transferor Companies, as aforesaid, shall be subject to the existing charges, if any, over or in respect of any of the assets or any part thereof.
- 4.5 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates obtained by the Transferor Companies for their operations and/or to which the Transferor Companies is entitled to in terms of the various Statutes and / or Schemes of Union and State Governments, shall be available to the Transferee Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. Since the Undertaking of the Transferor Companies will be transferred to the Transferee Company as a going concern without any break or interruption in the operations thereof, the Transferee Company shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates and to carry on and continue the operations of the Undertaking of the Transferor Companies on the basis of the same upon this Scheme becoming effective. Further, all benefits to which the Transferor Companies is entitled in terms of the various Statutes and / or Schemes of Union and State Governments, including credit for MAT, Advance tax and tax deducted at source and other benefits under Income Tax Act and tax credits and benefits relating to Excise (including Modvat/Cenvat), Sales Tax, Service Tax, GST, etc shall be available to the Transferee Company upon this Scheme becoming effective.

4.6 For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstandings as between the Transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.

#### 5. LEGAL PROCEEDINGS:

If any suits, actions and proceedings of whatsoever nature (hereinafter called “**the Proceedings**”) by or against the Transferor Companies is pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as the same would or might have continued and enforced by or against the Transferor Companies, in the absence of the Scheme.

#### 6. CONTRACTS AND DEEDS:

Subject to other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, engagements and other instruments of whatsoever nature to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto.

#### 7. SAVING OF CONCLUDED TRANSACTIONS:

The transfer of the Undertaking of the Transferor Companies under Clause 4 above, the continuance of Proceedings under Clause 5 above and the effectiveness of contracts and deeds under Clause 6 above, shall not affect any transaction or proceedings already concluded by the Transferor Companies on or before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto, as if done and executed on its behalf.

#### 8. EMPLOYEES:

On and from the Effective Date:

- 8.1 All the employees of the Transferor Companies in service on the Effective Date shall become the employees of the Transferee Company on the same terms and conditions on which they are engaged by the Transferor Companies without treating it as a break, discontinuance or interruption in service on the said date.
- 8.2 Accordingly the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Companies.
- 8.3 It is expressly provided that the Provident Funds, Gratuity Funds, Superannuation Fund or any other Fund or Funds created or existing for the benefit of the employees, as applicable, of the Transferor Companies shall be continued by the Transferee Company and the Transferee Company shall stand substituted for the Transferor Companies for all purposes whatsoever, including in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such Fund or Funds shall become those of the Transferee Company.

#### 9. DISSOLUTION OF THE TRANSFEROR COMPANIES:

The Transferor Companies shall be dissolved without winding up pursuant to the order passed under Section 233 of the Act on the occurrence of Effective Date.

#### 10. CONDUCT OF BUSINESS TILL EFFECTIVE DATE:

With effect from the Appointed Date and up to the Effective Date:

- i. The Transferor Companies shall carry on and be deemed to have carried on all its business and activities and shall hold and stand possessed of and be deemed to have held and stood possessed of all its assets for and on account of and in trust for the Transferee Company.
- ii. The Transferor Companies shall carry on its businesses and activities with due diligence and business prudence and shall not charge, mortgage, encumber or otherwise deal with their assets or any part thereof, nor incur, accept or acknowledge any debt, obligation or any liability or incur any major expenditure, except as is necessary in the ordinary course of their business, without the prior written consent of the Transferee Company.

- iii. All profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred by the Transferor Companies including accumulated losses shall for all purposes be deemed to have accrued as the profits or income or expenditure or losses, as the case may be, of the Transferee Company.

## 11. CONSIDERATION

11.1 Upon the Scheme coming into effect, all equity shares of:

- The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and Transferor Company 6 held by the Transferee Company (either directly or through nominees); and
- The Transferor Company 7 held by Transferor Company 6

shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Companies.

11.2. Upon coming into effect of this Scheme, the shares or the share certificates of the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and Transferor Company 6 in respect of the shares held by the Transferee Company and the shares or the share certificates of the Transferor Company 7 in respect of the shares held by Transferor Company 6, as the case may be shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect without any necessity of them being surrendered.

11.3 Consequent to and as part of the amalgamation of the Transferor Companies with the Transferee Company herein, the Authorised Share Capital of the Transferor Companies shall stand merged into and combined with the Authorised Share Capital of the Transferee Company pursuant to the Scheme, without any further act of deed, and without payment of any registration or filing fee on such combined Authorised Share Capital, the Transferor Companies and the Transferee Company having already paid such fees. Accordingly, the Authorised Share Capital of the Transferee Company resulting from the amalgamation of the Transferor Companies with the Transferee Company shall be a sum of Rs. 74,72,00,000/- divided into 7,47,20,000 Equity Shares of Rs.10/- each and Clause V of the Memorandum of Association of the Transferee Company and Article 3 of the Articles of Association of the Transferee Company shall stand altered accordingly.

## 12. ACCOUNTING:

Upon the coming into effect of this Scheme, the amalgamation of the Transferor Companies with the Transferee Company shall be accounted for as per the "Accounting Standard 14: Accounting for Amalgamations" as prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Ministry of Corporate Affairs or the "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015, (if applicable), as may be amended from time to time such that:

- a) The Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date.
- b) If at the time of amalgamation, the Transferor Companies and the Transferee Company have conflicting accounting policies, a uniform accounting policy shall be adopted by the Transferee Company following the amalgamation. The effect on the financial statements of any change in accounting policies shall be reported in accordance with applicable Accounting Standard- 5, 'Net profit or loss for the period and Prior Period Items and changes in accounting policies'.
- c) Investment, if any, in the equity share capital of the Transferor Companies or vice versa, as appearing in the books of accounts of the Transferee Company, if not transferred before the Effective Date, shall stand cancelled and there shall be no further obligation / outstanding in that behalf.
- d) The loans and advance or payables or receivables of any kind, held inter-se, if any between the Transferor Companies and the Transferee Company, as appearing in its respective books of accounts shall stand discharged prior to Effective Date.

## 13. APPLICATIONS:

The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make necessary applications to Regional Director (Central Government) of relevant jurisdiction, under Section 233 and other applicable provisions of the Act read with Rule 25 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016, for sanctioning the Scheme with such modifications as may be approved by the Regional Director and for consequent dissolution of the Transferor Companies without winding up. The said companies shall also apply for and obtain such other approvals, as may be necessary in law, if any, for bringing the Scheme into effect and be entitled to take such other steps and proceedings as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

**14. LISTING REGULATIONS AND SEBI COMPLIANCES**

14.1 Since the Transferee Company is a listed company, this Scheme is subject to the compliances of all the requirements under the Listing Regulations and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the Scheme.

14.2 SEBI vide Notification No. SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended vide SEBI circular dated January 3, 2018 has relaxed the requirement of obtaining prior approval or no objection / observation letter of the Stock Exchanges and SEBI in case of merger of wholly owned subsidiary with its holding company. The draft schemes shall be filed with the Stock Exchange for disclosure purpose in compliance with the above notification.

**15. APPROVALS AND MODIFICATIONS:**

The Transferor Companies and the Transferee Company (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorise) are empowered and authorised:

15.1 To assent from time to time to any modifications or amendments or substitutions of the Scheme or of any conditions or limitations which the Regional Director (Central Government) of Relevant Jurisdiction, and / or any authorities under law may deem fit to approve or direct or as may be otherwise deemed expedient or necessary by the respective Board of Directors as being in the best interest of the said companies and their shareholders.

15.2 To settle all doubts or difficulties that may arise in carrying out the Scheme; to give their approval to all such matters and things as is contemplated or required to be given by them in terms of this Scheme; and to do and execute all other acts, deeds, matters and things necessary, desirable or proper for putting the Scheme into effect.

Without prejudice to the generality of the foregoing the Transferor Companies and the Transferee Company (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorise) shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority is unacceptable to them or as may otherwise be deemed expedient or necessary.

**16. SCHEME CONDITIONAL UPON:**

The Scheme is conditional upon and subject to:

16.1 The observations/objections of Registrar of Companies and Official Liquidator in terms of Section 233.

16.2 The Scheme being agreed to by the requisite majority of members and creditors of the Transferor Companies and Transferee Company;

16.3 The Scheme being approved by the Regional Director (Central Government) at Mumbai / Regional Director (Central Government) of Relevant Jurisdiction;

16.4 The Confirmation Order of the Regional Director (Central Government) sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Transferee Company;

16.5 All other sanctions and approvals, as may be required by law, in respect of this Scheme being obtained.

Accordingly, the Scheme although operative from the Appointed Date, shall become effective on the Effective Date pursuant to filing of certified copies of the order sanctioning the same with the Registrar of Companies by the Transferor Companies and the Transferee Company on such date.

**17. COSTS, CHARGES AND EXPENSES:**

All costs, charges and expenses, in connection with the Scheme, arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto, shall be borne and paid by the Transferee Company.

**18. RESIDUAL PROVISIONS:**

18.1 On the approval of the Scheme by the members of the Transferor Companies and the members of the Transferee Company pursuant to Section 233 of the Act, it shall be deemed that the said members have also accorded all relevant consents under any other provisions of the Companies Act, 2013, to the extent the same may be considered applicable.

18.2 This Scheme does not adversely effects the interest of creditors.

18.3 Without prejudice to the generality of the foregoing, it is clarified and provided that this Scheme does not contain any clause due to which there will be any reduction of share capital of Transferor Companies and/or Transferee Company.

18.4 Without prejudice to the generality of the foregoing, it is clarified and provided that this Scheme does not provide and contain any clause for any kind of corporate debt restructuring.

18.5 Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Companies and realise all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Companies in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Companies to the Transferee Company under this Scheme is formally accepted by the parties concerned.

18.6 In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights or liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person.

## Annexure II

Details required to be given as per Section 233 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

**Statement as required under Section 230(3) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**

Sl. No.	Particulars	Details
1.	<b>Details of the Compromise or arrangement</b>	It is proposed to merge 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 & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5'), Purple India Holdings Limited ('Transferor Company-6') and Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies' or 'Wholly Owned Subsidiaries') with Onelife Capital Advisors Limited (Transferee Company/ the Company'). The details and rationale for the merger is stated in the Explanatory Statement and elsewhere in this section, both forming part of the Notice.
2.	<b>Copy of Valuation Report</b>	Considering that the Transferor Companies are the Wholly Owned Subsidiary of the Company, no requirement for allotment of shares upon amalgamation arises. Hence, there is no need for valuation of the Transferor Companies.
3.	<b>Effect of the Amalgamation on :</b>	The proposed amalgamation does not have any effect on Creditors, Key Managerial Personnel, Promoters and Non-promoters, debenture-holders. There is no debenture-holder in the company so the proposed amalgamation will not have any effect.
	Key Managerial Personnel	
	Promoter Members	
	Non-promoter Members	
	Creditors	
	Debenture-holders	
4	<b>The effect of the compromise or arrangement on any material interests of the Directors.</b>	The proposed amalgamation does not have any effect on any material interests of the Directors.
5.	<b>Details of the order of the Tribunal directing the calling, convening and conducting of the meeting</b>	Not Applicable, since this the Amalgamation is proposed under Section 233 of the Companies Act, 2013
a.	Date of the Order	Not Applicable
b.	Date, time and venue of the Members' meeting	Meeting will be held on Wednesday, 29 <sup>th</sup> August, 2018 at 11.00 a.m. at the Registered Office of the Company at Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604.
6.	<b>Details of the Company</b>	
1.	<b>Onelife Gas Energy &amp; Infrastructure Limited ('Transferor Company-1')</b>	
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U40102MH2010PLC208489
b.	<b>Permanent Account Number (PAN)</b>	AABCO3680L

c.	<b>Name of the company</b>	Onelife Gas Energy & Infrastructure Limited
d.	<b>Date of incorporation</b>	01/10/2010
e.	<b>Type of the company (whether public or private or one-person company)</b>	Unlisted Public Limited Company
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 Email id: <a href="mailto:cos.flings@gmail.com">cos.flings@gmail.com</a>
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> 1. The First transferor Company is 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 equipment 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, in detail mentioned in main object clause of Memorandum of Association of the said transferor Company..
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<b>Details of change in the name of the Company:</b> Not applicable <b>1. Details of change in the Registered Office of the Company:</b> There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15 <sup>th</sup> January, 2015. <b>2. Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.
i.	Name of the stock exchange where securities of the company are listed	Not Applicable
j.	Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	<b>Particulars</b> <b>Amount in Rs.</b> <b>Authorised Share Capital</b> 20,000,000 Equity shares of Rs. 10/- each 200,000,000/- <b>Issued, subscribed and paid-up share capital:</b> 12,526,700 Equity Shares of Rs. 10/- each fully paid up. 125,267,000/-

k.	Name of the promoters and directors along with their addresses.	A.Promoters:		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	12526694
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		B. Directors		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala D (West) Mumbai 400064	Nil
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil		
i.	Date of Board meeting at which the scheme was approved.	Date of Board meeting: 14/02/2018 Voting pattern: (a) No. of directors attended the Board meeting: 5 (b) Name of directors voted in favour of the resolution:5 (c) Name of directors voted against the resolution: NIL (d) Name of directors who did not vote or participate on such resolution:NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
<b>2.</b>	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			



(a)	Parties involved in such compromise or arrangement;	Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries</b> : (Transferor Companies)
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.
(c)	Share exchange ratio (if applicable) and other considerations, if any	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
<b>3.</b>	<b>Disclosure about the effect of the compromise or arrangement on:</b>	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.

4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

<b>2.</b>	<b>Good Yield Fertilisers and Pesticides Private Limited ('Transferor Company-2')</b>	
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U15112MH2005PTC156357
b.	<b>Permanent Account Number (PAN)</b>	AACCG4416F
c.	<b>Name of the company</b>	Good Yield Fertilisers And Pesticides Private Limited
d.	<b>Date of Incorporation</b>	26/09/2005
e.	<b>Type of the company (whether public or private or one-person company)</b>	Private Limited Company
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 <b>Email id:</b> cos.flings@gmail.com
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<p><b>Main Objects:</b> The Second transferor Company is engaged in the business:</p> <p>a) to manufacture, 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, liaisoner, job worker or otherwise deal in all types of gas based, natural or manmade fertilizers, pesticides, pesticide intermediaries and chemicals</p> <p>b) To cultivate, grow, produce, purchase, import, export, manufacture, process, market, buy, sell, , process and deal by using scientific techniques and technologies, both organic and inorganic, in agricultural and vegetable products, cereals, pulses and grains of all kinds and types including cereals, pulses, fruits, fowers, cloves, cardamom, cassila, saffron, Cummins seeds, pepper, ginger and other spices, cotton, coffee coco, tobacco, bidi leaves, rubber, indigo lakh, sugar cane, oil seeds and essential oil producing seeds, plants, herbs, tubers, drugs, medical plants and tanning materials of all kinds, sandal wood, chandan, rose wood, grass wood, timber and other raw materials that are the produce of the land, all kind of food and food Products, Frozen Food Products, Bread, Bun, Pizza, Cake, Biscuits and other related baked products, sweets, chocolates, breakfast foods, fast foods, cereal products, wheat fakes, maize lakes, corn fakes, table delicacies, oil free foods, sugar free foods, diet food, health conscious product(s), to carry on business of running premium restaurants, eat-outs, refreshment rooms, canteens, caterers, cafes, ice cream parlours, to deal in, fruit juices, fruit extracts, squashes, fast foods, corn puffs, savouries and paste products, to deal in milk, condensed milk, various favoured milk, dairy products, milk shakes, lassis, ice creams, icecakes and all other milk products and to carry on all or any of the businesses of farmers, contract farming, poultry farming, fsherman, dairying, dairy farming, livestock, breeding, dead stock, meat, cattle kind, makers and manufacturers of organic and inorganic manures and fertilizers, pesticides, fungicides and agrochemicals of all kinds and their formulations and mixtures, paper pulp and papers, to own, operate cold storage, chilling pasteurized plants and such allied plants and to own transport vehicles and other accessories required for manufacturing or processing milk products and food products and to carry on business of preservation, dehydration, freezing, drying, bottling and packing of food stuffs, provisions, consumable materials of all kinds and to establish warehouse and storage houses, to establish Agriculture Produce Market Committee markets and other markets.</p>

h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<p>1. <b>Details of change in the name of the Company:</b> Not applicable</p> <p>2. <b>Details of change in the Registered Office of the Company:</b> There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15<sup>th</sup> January, 2015.</p> <p>3. <b>Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years</p>																					
i.	Name of the stock exchange where securities of the company are listed	Not Applicable																					
j.	Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	<p><b>Particulars</b> <b>Amount in Rs.</b></p> <p><b>Authorised Share Capital</b> 10,000 Equity Shares of Rs. 10/- each 1,00,000/-</p> <p><b>Issued, Subscribed and Paid up share Capital</b> 10,000 Equity Shares of Rs. 10/- each fully paid up 1,00,000/-</p>																					
k.	<b>Name of the promoters and directors along with their addresses.</b>	<p>A. Promoters</p> <table border="1" data-bbox="536 812 1477 1054"> <thead> <tr> <th data-bbox="536 812 903 872">Name</th> <th data-bbox="903 812 1329 872">Address</th> <th data-bbox="1329 812 1477 872">No. of shares Held</th> </tr> </thead> <tbody> <tr> <td data-bbox="536 872 903 963">Onelife Capital Advisors Limited</td> <td data-bbox="903 872 1329 963">Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604</td> <td data-bbox="1329 872 1477 963">9999</td> </tr> <tr> <td data-bbox="536 963 903 1054">Pandoo Naig (On behalf of Onelife Capital Advisors Limited)</td> <td data-bbox="903 963 1329 1054">307, Naig House, 2<sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td> <td data-bbox="1329 963 1477 1054">1</td> </tr> </tbody> </table> <p>A. Directors</p> <table border="1" data-bbox="536 1094 1477 1427"> <thead> <tr> <th data-bbox="536 1094 903 1155">Name</th> <th data-bbox="903 1094 1329 1155">Address</th> <th data-bbox="1329 1094 1477 1155">No. of shares Held</th> </tr> </thead> <tbody> <tr> <td data-bbox="536 1155 903 1245">Pandoo Prabhakar Naig</td> <td data-bbox="903 1155 1329 1245">307, Naig House, 2<sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td> <td data-bbox="1329 1155 1477 1245">1</td> </tr> <tr> <td data-bbox="536 1245 903 1336">Rajnish Kumar Pandey</td> <td data-bbox="903 1245 1329 1336">D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064</td> <td data-bbox="1329 1245 1477 1336">Nil</td> </tr> <tr> <td data-bbox="536 1336 903 1427">Amol Shivaji Autade</td> <td data-bbox="903 1336 1329 1427">651/2, At Post Pohegaon Taluka Kopergaon, Dist- Ahmednagar Ahmednagar 423605</td> <td data-bbox="1329 1336 1477 1427">Nil</td> </tr> </tbody> </table>	Name	Address	No. of shares Held	Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	9999	Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	Name	Address	No. of shares Held	Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064	Nil	Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopergaon, Dist- Ahmednagar Ahmednagar 423605	Nil
Name	Address	No. of shares Held																					
Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	9999																					
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Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064	Nil																					
Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopergaon, Dist- Ahmednagar Ahmednagar 423605	Nil																					
l.	Date of Board meeting at which the scheme was approved.	<p><b>Date of Board meeting: 14/02/2018</b></p> <p><b>Voting pattern:</b></p> <p>(a) No. of directors attended the Board meeting: 3</p> <p>(b) Name of directors voted in favour of the resolution:3</p> <p>(c) Name of directors voted against the resolution: NIL</p> <p>(d) Name of directors who did not vote or participate on such resolution: NIL</p>																					
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.																					

<b>2. Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>		
(a)	Parties involved in such compromise or arrangement;	Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries</b> : (Transferor Companies)
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.
(c)	Share exchange ratio (if applicable) and other considerations, if any	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
<b>3. Disclosure about the effect of the compromise or arrangement on:</b>		
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the h6ys.

.....  
 (μ) Dbmensureholders There are no dbmensureholders in the h6ys.  
 (h) Depositrusteeeando dbmensure There are no depositrusteeeando dbmensuretrustee in the h6ys.

4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</b>	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

<b>3.</b>	<b>Leadline Software and Trading Private Limited ('Transferor Company-3')</b>											
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U51909MH2004PTC145171										
b.	<b>Permanent Account Number (PAN)</b>	AAACL9758K										
c.	<b>Name of the company</b>	Leadline Software and Trading Private Limited										
d.	<b>Date of incorporation</b>	18/03/2004										
e.	<b>Type of the company (whether public or private or one-person company)</b>	Private Limited Company										
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 <b>Email id:</b> cos.flings@gmail.com										
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> The Third transferor Company is engaged in the business 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., in detail mentioned in the main object clause of Memorandum of Association of the said transferor Company.										
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<ol style="list-style-type: none"> <li><b>Details of change in the name of the Company:</b> Not Applicable</li> <li><b>Details of change in the Registered Office of the Company:</b> There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15<sup>th</sup> January, 2015.</li> <li><b>Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.</li> </ol>										
i.	<b>Name of the stock exchanges where securities of the company are listed</b>	Not Applicable										
j.	<b>Details of the capital structure of the company including uthorized, issued, subscribed and paid up share capital</b>	<table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>Amount in Rs.</b></th> </tr> </thead> <tbody> <tr> <td><b>Authorised Share Capital</b></td> <td>2,000,000/-</td> </tr> <tr> <td>2,00,000 Equity shares of Rs. 10/- each</td> <td></td> </tr> <tr> <td><b>Issued, subscribed and paid-up share capital:</b></td> <td>1,943,000/-</td> </tr> <tr> <td>1,94,300 Equity shares of Rs. 10/- each fully paid up</td> <td></td> </tr> </tbody> </table>	<b>Particulars</b>	<b>Amount in Rs.</b>	<b>Authorised Share Capital</b>	2,000,000/-	2,00,000 Equity shares of Rs. 10/- each		<b>Issued, subscribed and paid-up share capital:</b>	1,943,000/-	1,94,300 Equity shares of Rs. 10/- each fully paid up	
<b>Particulars</b>	<b>Amount in Rs.</b>											
<b>Authorised Share Capital</b>	2,000,000/-											
2,00,000 Equity shares of Rs. 10/- each												
<b>Issued, subscribed and paid-up share capital:</b>	1,943,000/-											
1,94,300 Equity shares of Rs. 10/- each fully paid up												

k.	Name of the promoters and directors along with their addresses.	A. Promoters		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	194299
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		B. Directors		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
	Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	
	Prabhakara Naig	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	Nil	
l	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:2 (b) Name of directors voted in favour of the resolution:2 (c) Name of directors who voted against the resolution: NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
(a)	Parties involved in such compromise or arrangement;	Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries</b> : (Transferor Companies)		
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.		
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.		
(e)	Details of capital or debt restructuring, if any;	None		
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>		



(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company;	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
<b>3. Disclosure about the effect of the compromise or arrangement on:</b>		
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
<b>6. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</b>		
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.

(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
<b>1.</b>	<b>Onelife Ecopower &amp; Engineering Limited ('Transferor Company-4')</b>	
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U40101MH2010PLC209142
b.	<b>Permanent Account Number (PAN)</b>	AABCO3761G
c.	<b>Name of the Company</b>	Onelife Ecopower & Engineering Limited
d.	<b>Date of incorporation</b>	19/10/2010
e.	<b>Type of the company (whether public or private or one-person company)</b>	Unlisted Public Limited Company
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 <b>Email id:</b> <a href="mailto:cos.flings@gmail.com">cos.flings@gmail.com</a>
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> The Forth transferor Company is 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, in detail mentioned in the main object clause of the Memorandum of Association of the said Transferor Company.
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<ol style="list-style-type: none"> <li>1. <b>Details of change in the name of the Company:</b> Not Applicable</li> <li>2. <b>Details of change in the Registered Office of the Company:</b> There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15<sup>th</sup> January, 2015.</li> <li>3. <b>Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.</li> </ol>
i.	Name of the stock exchange where securities of the company are listed	Not Applicable

j.	Details of the capital structure of the company including Authorized, issued, subscribed and paid up share capital	<b>Particulars</b>		<b>Amount in Rs.</b>
		<b>Authorised Share capital:</b> 20,000,000 Equity shares of Rs. 10/- each		200,000,000/-
		<b>Issued, subscribed and Paid-up share capital:</b> 50,000 Equity shares of Rs. 10/- each fully paid up		5,00,000/-
k.	<b>Name of the promoters and directors along with their addresses.</b>	A. Promoters		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	49994
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Good Yield Fertilisers And Pesticides Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		Goodyield Farming Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		Onelife Gas Energy & Infrastructure Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		B. Directors		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala D (West) Mumbai 400064	Nil
		Shalini Patidar	Flat No- 1601, 16 <sup>th</sup> Flr Mermit Tower, N M Joshi Marg, Lower Pare L East Mumbai 400013	Nil
Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil		
i.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:3 (b) Name of directors voted in favour of the resolution:3 (c) Name of directors who voted against the resolution:NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		

2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-	
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries</b> : (Transferor Companies)
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales stratt á )</li> </ol>

4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</b>	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

<b>1.</b>	<b>Goodyield Farming Limited ('Transferor Company-5')</b>											
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U01100MH2005PLC156052										
b.	<b>Permanent Account Number (PAN)</b>	AAACO7761M										
c.	<b>Name of the company</b>	Goodyield Farming Limited										
d.	<b>Date of incorporation</b>	14/09/2005										
e.	<b>Type of the company (whether public or private or one-person company)</b>	Unlisted Public Limited Company										
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai 400049 E-mail Address: <a href="mailto:cos.flings@gmail.com">cos.flings@gmail.com</a>										
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> The Fifth transferor Company is engaged in the business 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., in detail mentioned in the Main Object clause of the Memorandum of Association of the said Transferor Company.										
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<b>A. Details of change in the Registered Office of the Company:</b> There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai 400049 w.e.f. 15 <sup>th</sup> January, 2015. <b>B. Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.										
i.	Name of the stock exchange where the securities of the company are listed	<b>Not Applicable</b>										
j.	Details of the capital structure of the company including uthorized, issued, subscribed and paid up share capital	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td><b>Authorised Share capital</b></td> <td><b>150,000,000/-</b></td> </tr> <tr> <td>15,000,000 Equity shares of Rs. 10/- each</td> <td></td> </tr> <tr> <td><b>Issued, Subscribed and Paid up share capital</b></td> <td><b>18,84,000/-</b></td> </tr> <tr> <td>1,88,400 Equity shares of Rs. 10/- each fully paid up</td> <td></td> </tr> </tbody> </table>	Particulars	Amount in Rs.	<b>Authorised Share capital</b>	<b>150,000,000/-</b>	15,000,000 Equity shares of Rs. 10/- each		<b>Issued, Subscribed and Paid up share capital</b>	<b>18,84,000/-</b>	1,88,400 Equity shares of Rs. 10/- each fully paid up	
Particulars	Amount in Rs.											
<b>Authorised Share capital</b>	<b>150,000,000/-</b>											
15,000,000 Equity shares of Rs. 10/- each												
<b>Issued, Subscribed and Paid up share capital</b>	<b>18,84,000/-</b>											
1,88,400 Equity shares of Rs. 10/- each fully paid up												

k.	Name of the promoters and directors along with their addresses.	<b>A. Promoters</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	188394
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited )	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited )	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		<b>B.Directors</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		1.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:3 (b) Name of directors voted in favour of the resolution:3 (c) Name of directors who voted against the resolution:Nil (d) Name of directors who did not vote or participate on such resolution:Nil
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries :</b> (Transferor Companies)		
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.		

(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	<b>Disclosure about the effect of the compromise or arrangement on:</b>	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL



<b>6.</b>	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</b>	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1.	<b>Purple India Holdings Limited ('Transferor Company-6')</b>	
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U65993MH2012PLC229356
b.	<b>Permanent Account Number (PAN)</b>	AAGCP5687B

c.	<b>Name of the company</b>	Purple India Holdings Limited							
d.	<b>Date of incorporation</b>	09/04/2012							
e.	<b>Type of the company (whether public or private or one-person company)</b>	Unlisted Public Limited Company							
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai 400049 E-mail Address: pihlcompany@gmail.com							
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> The Sixth Transferor Company is engaged in the business 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., in detail explained in Main object clause of Memorandum of Association of the said Transferor Company							
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<ol style="list-style-type: none"> <li><b>Details of change in the name of the Company:</b> Not Applicable</li> <li><b>Details of change in the Registered Office of the Company:</b> The Company has changed the registered office of the Company from Room No. 11, 1<sup>st</sup> Floor, Indu Chambers 349/353, Samuel Street, Vadgadi, Masjid Bunder (W), Mumbai-400003" to "307, Raut Lane, Opp. Iskcon, Vile Parle(W), Juhu, Mumbai-400049" with effect from 1<sup>st</sup> January, 2016.</li> <li><b>Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.</li> </ol>							
i.	<b>Name of the stock exchange where the securities of the company are listed</b>	Not Applicable							
j.	<b>Details of the capital structure of the company including uthorized, issued, subscribed and paid up share capital</b>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td><b>Authorised share capital</b> 2,000,000 Equity shares of Rs. 10/- each</td> <td>20,000,000/-</td> </tr> <tr> <td><b>Issued, Subscribed and Paid up share capital</b> 14,00,000 Equity shares of Rs. 10/- each fully paid up</td> <td>14,000,000/-</td> </tr> </tbody> </table>		Particulars	Amount in Rs.	<b>Authorised share capital</b> 2,000,000 Equity shares of Rs. 10/- each	20,000,000/-	<b>Issued, Subscribed and Paid up share capital</b> 14,00,000 Equity shares of Rs. 10/- each fully paid up	14,000,000/-
Particulars	Amount in Rs.								
<b>Authorised share capital</b> 2,000,000 Equity shares of Rs. 10/- each	20,000,000/-								
<b>Issued, Subscribed and Paid up share capital</b> 14,00,000 Equity shares of Rs. 10/- each fully paid up	14,000,000/-								

k.	Name of the promoters and directors along with their addresses.	<b>A. Promoters</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	13,99,994
		Pandoo Naig (On behalf of M/s. Onelife Capital Advisors Limited)	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakar Naig (On behalf of M/s. Onelife Capital Advisors Limited)	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Onelife Gas Energy & Infrastructure Limited (On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Goodyield Farming Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Good Yield Fertilisers And Pesticides Private Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Eyelid Infrastructure Private Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		<b>B. Directors</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
i.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:3 (b) Name of directors voted in favour of the resolution:3 (c) Name of directors who voted against the resolution:NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
(2)	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – <b>Holding Company;</b> (Transferee Company) and <b>Wholly owned subsidiaries :</b> (Transferor Companies)		

(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
<b>3.</b>	<b>Disclosure about the effect of the compromise or arrangement on:</b>	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor company shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.

4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

1.	<b>Dealmoney Distribution And Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited 'Transferor Company-7')</b>											
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	U67110MH2011PTC216038										
b.	<b>Permanent Account Number (PAN)</b>	AADCD8403G										
c.	<b>Name of the company</b>	Dealmoney Distribution And Advisory Services Private Limited										
d.	<b>Date of incorporation</b>	11/04/2011										
e.	<b>Type of the company (whether public or private or one-person company)</b>	Private Limited Company										
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane – 400604 E-mail Address: <a href="mailto:compliance@dealmoney.in">compliance@dealmoney.in</a>										
g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> The Seventh transferor Company is 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., in detail mentioned in the main object clause of the memorandum of association of the said transferor company.										
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<ol style="list-style-type: none"> <li><b>Details of change in the name of the Company:</b> The Company has changed the name of Company from Destimoney Distribution And Advisory Services Private Limited to DealMoney Distribution And Advisory Services Private Limited (Formerly Destimoney Distribution And Advisory Services Private Limited) w.e.f. 16<sup>th</sup> March, 2018.</li> <li><b>Details of change in the Registered Office of the Company:</b> The Company has changed the registered office from "6<sup>th</sup> Floor, A-Wing, Tech Web Centre, Oshiwara, New Link Road, Jogeshwari-West, Mumbai – 400102" To "Plot No. A356/357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra 400604" with effect from 1<sup>st</sup> August, 2017.</li> <li><b>Details of change in the objects of the Company:</b> There has been no change in object of the Company during last five years.</li> </ol>										
i.	<b>Name of the stock exchanges where the securities of the company are listed</b>	Not Applicable										
j.	<b>Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital</b>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td><b>Authorised share capital</b></td> <td>25,000,000/-</td> </tr> <tr> <td>25,00,000 Equity shares of Rs. 10/- each</td> <td></td> </tr> <tr> <td><b>Issued, Subscribed and Paid up share capital</b></td> <td>24,000,000/-</td> </tr> <tr> <td>24,00,000 Equity shares of Rs. 10/- each fully paid up</td> <td></td> </tr> </tbody> </table>	Particulars	Amount in Rs.	<b>Authorised share capital</b>	25,000,000/-	25,00,000 Equity shares of Rs. 10/- each		<b>Issued, Subscribed and Paid up share capital</b>	24,000,000/-	24,00,000 Equity shares of Rs. 10/- each fully paid up	
Particulars	Amount in Rs.											
<b>Authorised share capital</b>	25,000,000/-											
25,00,000 Equity shares of Rs. 10/- each												
<b>Issued, Subscribed and Paid up share capital</b>	24,000,000/-											
24,00,000 Equity shares of Rs. 10/- each fully paid up												

k.	Name of the promoters and directors along with their addresses.	<b>A. Promoters</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Purple India Holdings Limited	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	2399980
		Rajnish Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064	20
		<b>B. Directors</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
	Michael Nanson D'souza	Iris/902, Sudarshan Sky Gardens, Anand Nagar, Near Hypercity, Ghodbunder Rd, Thane West Thane 400615	Nil	
	Vikram Bharatsingh Rathod	A-103, Narmada CHS Ltd, Riverpark, Shyam Narayan Dube Rd, Dahisar E, Off W E Highway, Mumbai 400068	Nil	
l.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:2 (b) Name of directors voted in favour of the resolution: 2 (c) Name of directors who voted against the resolution: NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – <b>Holding Company</b> ; (Transferee Company) and <b>Wholly owned subsidiaries</b> : (Transferor Companies)		
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company No. 6 is Wholly Owned Subsidiary of the Transferee Company, consequently the transferor Company No. 7 is the step down subsidiary of transferee Company. So no question of Share Exchange ratio arises.		
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the step down Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.		
(e)	Details of capital or debt restructuring, if any;	None		
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>		

(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> <li>1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	<b>Disclosure about the effect of the compromise or arrangement on:</b>	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	<b>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</b>	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None



(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
<b>1.</b>	<b>Onelife Capital Advisors Limited (Transferee Company/ the Company')</b>	
a.	<b>Corporate Identification Number (CIN) or Global Location Number (GLN) of the company</b>	L74140MH2007PLC173660
b.	<b>Permanent Account Number (PAN)</b>	AAACO9540L
c.	<b>Name of the company</b>	Onelife Capital Advisors Limited
d.	<b>Date of incorporation</b>	31/08/2007
e.	<b>Type of the company (whether public or private or one-person company)</b>	Listed Public Limited Company (Listed on BSE Ltd and National Stock Exchange of India Ltd)
f.	<b>Registered office address and e-mail address</b>	<b>Registered Office Address:</b> Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604, Maharashtra, India <b>E-mail Address:</b> <a href="mailto:cs@onelifecapital.in">cs@onelifecapital.in</a>

g.	<b>Summary of main object as per the memorandum of association and main business carried on by the company.</b>	<b>Main Objects:</b> 1. To obtain membership, licenses and permissions and render all types of corporate and other advisory services in India and Overseas such as capital structuring, funds structuring, syndication of capital and Funding requirements, investments and portfolio advisory and management services in accordance with SEBI (Portfolio Managers) Regulations, 1993, merchant banking services in accordance with the SEBI (Merchant Bankers) Regulations, 1992, Share Broking services with any recognized Stock Exchange(s), Clearing Member(s), Depository services, currency and forex activities, commodity activities, wealth advisory services and to carry on in India or elsewhere the business of technical, legal, financial and management consultants, advisers, innovators, software designer, marketers, fund managers, administrators, agents and to enter into collaborations, joint venture agreements in India and with companies abroad. 2. To undertake the activities as a Depository Participant and for that purpose to obtain the membership of the Depositories in India and Overseas, and to do all such things as may be advised, permitted or required for this purpose in accordance with prevailing Act/ Regulations/ Laws and to act as consultants, advisors, innovators, system designers, designers developers and implementers of new products, calculation and fixation of premium rates, surrender values, profit testing, valuation of portfolio, recommendations for re-structuring of portfolios, arrange and advice on re-insurance, valuation of liabilities.						
h.	<b>Details of change of name, registered office and objects of the company during the last five years</b>	<b>A. Details of change in the Registered Office of the Company:</b> The Company has changed the registered office of the Company from 96/98 Mint Road, Fort, Mumbai – 400001 to 307, Raut Lane, Opp. ISKCON, Vile Parle (W) Mumbai-400049 w.e.f. 15 <sup>th</sup> January, 2015. Further the Company has changed its Registered Office from 307, Raut Lane, Opp. ISKCON, Vile Parle (W) Mumbai-400049 to Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) Thane 400604 w.e.f. 1 <sup>st</sup> January, 2018 .						
i.	Name of the stock exchanges where the securities of the company are listed	<b>Listed At BSE Limited And NSE Limited</b>						
j.	Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	<table border="1"> <thead> <tr> <th data-bbox="529 1102 1129 1137"><b>Particulars</b></th> <th data-bbox="1129 1102 1481 1137"><b>Amount in Rs.</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="529 1137 1129 1205"><b>Authorised share capital</b> 15010000 Equity shares of Rs. 10/- each</td> <td data-bbox="1129 1137 1481 1205">150100000/-</td> </tr> <tr> <td data-bbox="529 1205 1129 1274"><b>Issued, Subscribed and Paid up share capital</b> 13360000 Equity shares of Rs. 10/- each fully paid up</td> <td data-bbox="1129 1205 1481 1274">133600000/-</td> </tr> </tbody> </table>	<b>Particulars</b>	<b>Amount in Rs.</b>	<b>Authorised share capital</b> 15010000 Equity shares of Rs. 10/- each	150100000/-	<b>Issued, Subscribed and Paid up share capital</b> 13360000 Equity shares of Rs. 10/- each fully paid up	133600000/-
<b>Particulars</b>	<b>Amount in Rs.</b>							
<b>Authorised share capital</b> 15010000 Equity shares of Rs. 10/- each	150100000/-							
<b>Issued, Subscribed and Paid up share capital</b> 13360000 Equity shares of Rs. 10/- each fully paid up	133600000/-							

k.	Name of the promoters and directors along with their addresses.	<b>A. Promoters</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Naig Prabhakar	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	6905000
		Pandoo Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049	3055000
		<b>B. Directors</b>		
		<b>Name</b>	<b>Address</b>	<b>No. of shares Held</b>
		Pandoo Prabhakar Naig	307, Naig House, 2 <sup>nd</sup> Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	3055000
		Prabhakara Naig	307, Eyelid House, 1 <sup>st</sup> Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	6905000
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
		Mahendra Salunke	2/4, Raut Chawl, Tanaji Nagar, Karur Village, Malad (East), Mumbai 400097	Nil
Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil		
Sonam Satish Kumar Jain	347, Tiwariyana Mohalla, Babina Cantt Jhansi Jhansi 284401	Nil		
i.	Date of Board meeting at which the scheme was approved	The Board of Directors of the Company at their meeting held on 14 <sup>th</sup> February, 2018 had unanimously approved the scheme. The Board of Directors of the Transferor Companies at their respective meetings held on 14 <sup>th</sup> February, 2018 had unanimously approved the scheme. No. of directors attended the meeting: 6 No. of directors voted against: Nil No. of directors voted in favour: 6		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
<b>2.</b>	<b>Explanatory statement disclosing details of the scheme of compromise or arrangement including:-</b>			
(a)	<b>Parties involved in such compromise or arrangement;</b>	The Company i.e. Onelife Capital Advisors Limited – <b>Holding Company;</b> (Transferee Company) and <b>Wholly owned subsidiaries :</b> (Transferor Companies)		
(b)	Appointed date and effective date,	Appointed date is 1 <sup>st</sup> April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferee Company is Holding Company of the Transferor Company, hence the question of Share Exchange ratio does not arise.		
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the Transferee Company is Holding Company of the Transferor Company, hence, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.		

(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> <li>Operational synergies, greater efficiency and economical operations for future growth of the combined entities.</li> <li>There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment.</li> <li>Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.</li> </ol>
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
<b>3.</b>	<b>Disclosure about the effect of the compromise or arrangement on:</b>	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The rights and interests of the Secured and unsecured creditors of Transferor companies and Transferee company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all, called from them nor their rights sought to be modified in any manner and the Post Scheme the Transferee company will be able to meet its liabilities as they arise in the ordinary course of business.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The proposed scheme will not be prejudicial to the interest of the employees of the Transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company the Statement of asset and Liabilities (CAA-10) as on 31.01.2018 is also available at the register of fce of the Company including Consolidated Financial Statements are available at the Registered Office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.

(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of amalgamation.	The Transferee company is listed with BSE Limited and NSE Limited. The proposed Scheme of Amalgamation is of Wholly Owned Subsidiaries with its Holding company, the company has disclosed the proposed scheme of Amalgamation to the BSE Limited and NSE Limited on 19th March, 2018 pursuant to Regulation 37(6) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2016.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**T.K.P Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
**CIN:** L74140MH2007PLC173660  
**E-mail:** cs@onelifecapital.in  
**Website:** www.onelifecapital.in  
**Tel no.:** 022-25833206  
**Fax:** 022- 41842228

**Place: Thane****Date: 17<sup>th</sup> April, 2018**

## Annexure III

## FORM NO. CAA.10

[Pursuant to Section 233(1) (c) of the Companies Act, 2013 and Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

## DECLARATION OF SOLVENCY

- |    |     |   |   |   |
|----|-----|---|---|---|
| 1. | (a) | Corporate Identity Number (CIN) of Company                                  | : | L74140MH2007PLC173660   |
|    | (b) | Global Location Number (GLN) of Company                                     | : | NA  |
| 2. | (a) | Name of the Company   | : | Onelife Capital Advisors Limited  |
|    | (b) | Address of the Registered Office of the Company                             | : | Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604, Maharashtra |
|    | (c) | E-mail ID of the company  | : | <a href="mailto:cs@onelifecapital.in">cs@onelifecapital.in</a>                              |
| 3. | (a) | Whether the company is listed   | : | Yes   |
|    | (b) | If listed, please specify the name(s) of the stock exchange(s) where listed | : | BSE Limited and National Stock Exchange of India Ltd  |
| 4. |     | Date of Board of Directors' resolution Approving the Scheme                 | : | 14 <sup>th</sup> February, 2018   |

## DECLARATION OF SOLVENCY

We, Directors of Onelife Capital Advisors Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the Company will not be rendered insolvent within a period of one year from the date of making this declaration.

An audited statement of Company's assets and liabilities as at 31<sup>st</sup> January, 2018 being the latest date of making this declaration is appended herein.

We further declare that, the Company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies.

**By Order of the Board of Directors**

**For Onelife Capital Advisors Limited**

**Pandoo Prabhakar Naig**  
**Managing Director**  
**DIN: 00158221**

**Prabhakara Naig**  
**Whole Time Director**  
**DIN:00716975**

**Place: Thane**

**Date:14<sup>th</sup> Feb,2018**

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**Verification**

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this Company and that having done so and having noted that the Scheme of Amalgamation between 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 & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5'), Purple India Holdings Limited ('Transferor Company-6') and Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies') with Onelife Capital Advisors Limited (Transferee Company) is proposed to be placed before the shareholders and creditors of the Company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

**By Order of the Board of Directors**

**For Onelife Capital Advisors Limited**

**Pandoo Prabhakar Naig**

**Managing Director**

**DIN: 00158221**

**Prabhakara Naig**

**Whole Time Director**

**DIN:00716975**

**Place: Thane**

**Date:14<sup>th</sup> Feb,2018**

Solemnly affirmed and declared at Thane on the 14<sup>th</sup> Feb, 2018.

Identified by me

**ADVOCATE**

**Notary Public**

**Attachments:**

- a) Copy of Board Resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

## ANNEXURE A

### Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 29<sup>th</sup> August, 2018 (Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. TKP Naig is Whole Time Director and Chairman of Onelife Capital Advisors Limited. He was inducted on 31<sup>st</sup> August, 2007 as a member of the Board. Mr. TKP Naig has re-appointed as Whole Time Director and designated as Chairman on the Annual General Meeting held on 30<sup>th</sup> September, 2016 for a further period of five year with effect from 2<sup>nd</sup> December, 2016.

Mr. T.K.P. Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 32 years of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FII's like Scrodders London, Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.

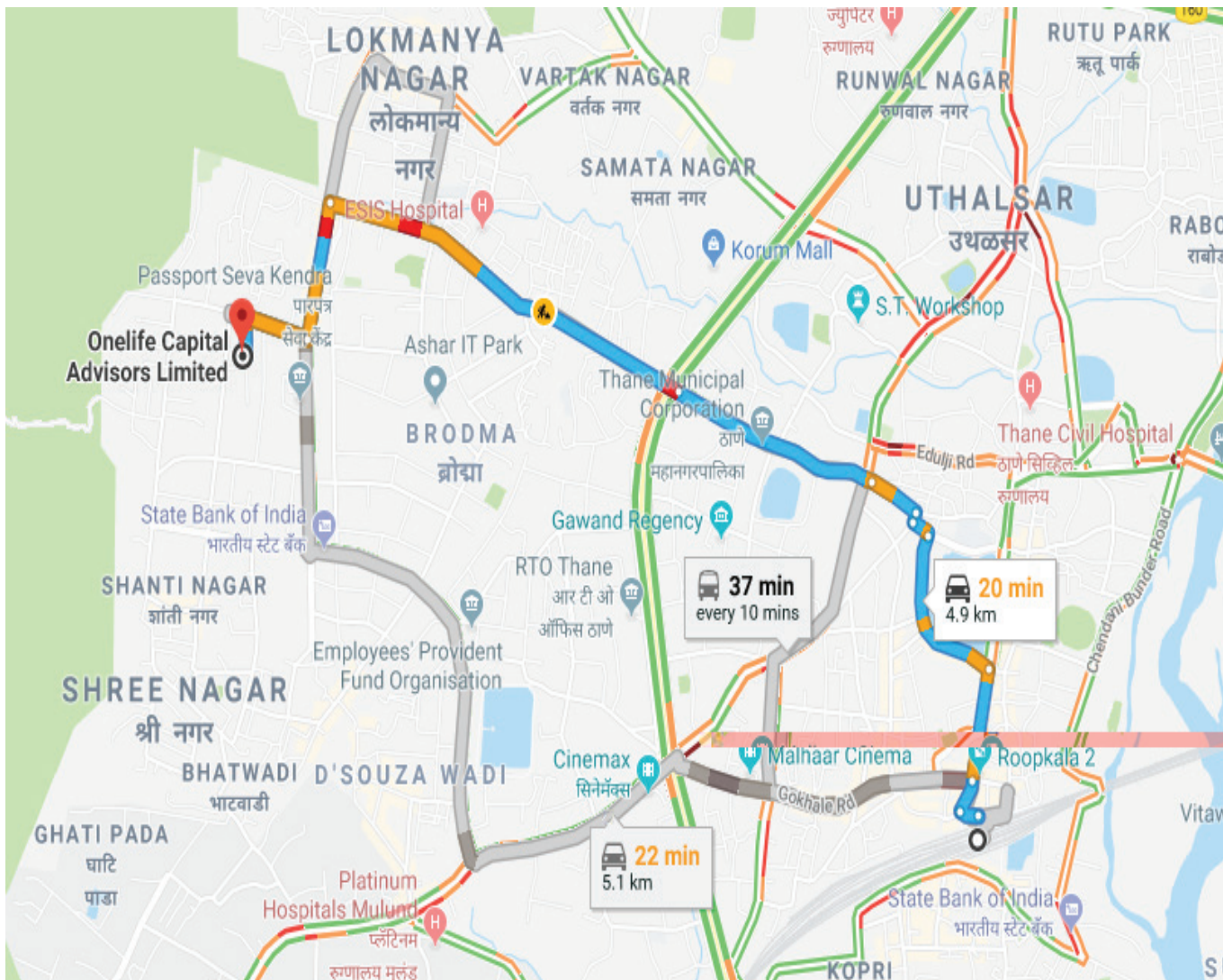
- **Age:** 69 Years
- **Date of Birth:** 20/01/1949
- **Nature of expertise in specific Functional Area:** Experience in Capital Market and Investment Banking
- **Disclosure of inter-se relationship with the Directors and Key Managerial Personnel:** Father of Mr. Pandoo Naig, Managing Director & CFO of the Company.
- **Board Membership of listed entities other than Onelife Capital Advisors Limited as on 31<sup>st</sup> March, 2018:** NIL
- **Chairman /Member of the Committee of the Board of Directors as on 31<sup>st</sup> March, 2018**  
 Audit Committee: Nil  
 Nomination And Remuneration Committee: Nil  
 Stakeholder's Relationship Committee: Nil  
 Risk Management Committee: Nil
- **Number of shares held in Company as on 31<sup>st</sup> March, 2018:** 6905000 Shares

#### Note:

- The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, as an advisory Board Member and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2017-2018 are provided in the Corporate Governance Report.
- In term of provision of section 152(6) of the act, Mr. TKP Naig, retire by rotation at the meeting. The Board of Director recommends the re-appointment.



ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF M/s. ONELIFE CAPITAL ADVISORS LIMITED



## BOARD'S REPORT

Dear Members,

Your Directors are please to present Eleventh Annual Report together with the Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2018.

1. **Financial Performance:**

The Financial performance of the Company for the year ended 31<sup>st</sup> March 2018 is summarized below:

Particulars	(₹. In Lakhs)	
	Current Year 2017-2018	Current Year 2016-2017
Revenue from Operation	210.00	36.71
Other Income	6.58	34.18
<b>Total</b>	<b>216.58</b>	<b>70.89</b>
<b>Expenditure</b>		
Employee Benefit Expenses	58.38	50.72
Depreciation & Amortization expenses	50.02	168.68
Other Expenses	94.99	82.40
<b>Total</b>	<b>203.39</b>	<b>301.80</b>
<b>Profit / (Loss) from ordinary activities before finance costs and exceptional items</b>	<b>13.19</b>	<b>(230.91)</b>
Finance costs	4.31	5.62
<b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items</b>	<b>8.88</b>	<b>(236.53)</b>
Exceptional items	0	16.80
<b>Profit / (Loss) from ordinary activities before tax</b>	<b>8.88</b>	<b>(253.33)</b>
<b>Tax Expense</b>		
1. Current Year Tax	0	0
<b>Profit after Tax</b>	<b>8.88</b>	<b>(253.33)</b>
Other Comprehensive income for the year	1.40	4.03
<b>Total Comprehensive income for the year</b>	<b>10.28</b>	<b>(249.30)</b>
Basic and Diluted Earnings per equity share (Rs.)	<b>0.08</b>	<b>(1.87)</b>

**Indian Accounting Standard:**

The Standalone And Consolidated Financial Statements For the Financial Year ended March 31, 2018, Forming Part of this Annual Report, have been Prepared in accordance with Ind AS With a Transition Date of April 1, 2016. Ind AS has replaced the existing Indian GAAP Prescribed Under Section 133 of the Companies Act, 2013.

The Reconciliations and Descriptions of the effect of the transition from Previous GAAP To Ind AS Have Been Provided In the Notes to Accounts to the Standalone And Consolidated Financial Statements.

**Share Capital**

The paid up equity share capital as on 31<sup>st</sup> March 2018 was 1336 Lakh. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

**Company's Performance:**

During the financial year 2017-2018 your Company has earned the profit of Rs. 10.28 Lakh as compared to losses made in the previous year of Rs. 249.30 Lakh. The total revenue amount during the year is Rs. 216.58 Lakh as against the previous year Rs. 70.89 Lakh.

**Consolidated Accounts:**

On a Consolidated basis, the revenue is Rs. 575.12 Lakh in current year as against 662.95 Lakh in the previous year. There was a profit of Rs. 7.00 Lakh as against the loss of Rs. 405.88 Lakh in previous year.

The Consolidated Financial Statements (“CFS”) of your Company for the Financial Year 2017-2018, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Regulation 2015 as prescribed by the Securities and Exchange Board of India (SEBI). The CFS has been prepared on the basis of audited financial statements of the Company, its Subsidiary Companies, as approved by their respective Board of Directors.

## 2. **Acquisitions and Investments:**

During the year under review, Company has acquired the 100% shareholding Leadline Software and Trading Private Limited and Onelife Ecopower & Engineering Limited for a consideration of Rs. 23,71,570 and thereby making it as wholly owned subsidiary of the Company.

### **Merger:**

Further subject to approval of the members, the Board at its Meeting held on 14<sup>th</sup> February, 2018 has approved the Merger of its 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 Dealmoney Distribution and Advisory Services Private Limited (formerly known as Destimoney Distribution and Advisory Services Private Limited) w.e.f. April 1, 2017 (Merger – 2) and have one operating Company for the group. The details as required under the Companies Act, 2013 are forming part of this annual report.

## 3. **Dividend:**

Your Directors do not recommend any dividend for the year 2017-2018.

## 4. **Transfer to Reserves:**

Your Company proposes to transfer Rs. Nil to the General Reserve. Profit of amounting to Rs. 10.28 Lakh is proposed to be retained in the Statement of Profit and Loss.

## 5. **Public Deposits:**

During the financial year 2017-2018, your Company has not accepted any deposit within the meaning of Sections 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

## 6. **Management Discussion and Analysis Report:**

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

## 7. **Corporate Governance Report:**

Your Company believes in adopting best practices of Corporate Governance. Corporate Governance principles are enshrined in the Spirit of our Company. These guiding principles are also articulated through the Company’s code of business conduct and corporate governance guidelines.

As per Regulation 34 of the Listing Regulations 2015, separate report on Corporate Governance along with a Certificate from the Practicing Company Secretary is integral part of this report.

## 8. **Board of Directors and Key Managerial Personnel:**

### **Board’s Composition and Independence**

As on 31<sup>st</sup> March, 2018, the Board comprised of Two Executive Directors and Four Non-Executive Independent Directors.

### **Declaration of Independence**

Definition of ‘**Independence**’ of Directors is derived from Regulation 16 of the Listing Regulations and Section 149(6) of the Companies Act, 2013. The Company has received necessary declarations from the Independent Directors stating that they meet the prescribed criteria for independence.

### **Number of Meetings of the Board**

There were four meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

**Retirement by Rotation**

Mr. TKP Naig, Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

**Appointment & Resignation**

There were no changes in the composition of the Board of Directors during the year.

**Committees of the Board**

The Company's Board has the following committees

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

Details of terms of reference of the Committees, Committee membership and attendance at meetings of the Committees are provided in the Corporate Governance report.

**9. Annual evaluation of the performance of Board, its Committees and Directors:**

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

**10. Directors' Responsibility Statement:**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2018, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31<sup>st</sup> March, 2018 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March, 2018;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**11. Secretarial Standards**

The Company complies with all applicable secretarial standards

**12. Subsidiaries:**

The Company is having seven wholly owned Subsidiaries i.e. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited, Eyelid Infrastructure Private Limited, Goodyield Farming Limited, Good Yield Fertilizers and Pesticides Private Limited, Leadline Software and Trading Private Limited and Onelife Ecopower and Engineering Limited. Also Company is having two step down subsidiaries i.e. Dealmoney Distribution and Advisory Services Private Limited and Dealmoney Commodities Private Limited.

The summary of the key financials of the Company's subsidiaries in **Form AOC-1** is included in this Annual Report as **Annexure- F** to the board's report. salient features of financial statements of all subsidiaries of your Company is attached to the Accounts which form part of CFS in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

Any member desirous of obtaining a copy of the aforesaid financial statements may write to the Company Secretary at the Registered Office of the Company. The financial statements including the Consolidated Financial Statements, financial statements of each Subsidiary and all other documents required to be attached to this report have been uploaded on the website of your Company i.e. [www.onelifecapital.in](http://www.onelifecapital.in).

**13. Statutory Disclosures:**

The financial statements of each subsidiary companies is kept for inspection by any member of the Company at its Registered Office during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. The same are placed on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in).

**14. Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

There have been no other material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

During the year Company has shifted its Registered Office from 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai -400049" To "Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604".

**15. Disclosure relating to remuneration of Directors, Key Managerial Personnel and particulars of employees:**

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in "Annexure [B]" to this Report and is available on the website of your Company i.e. [www.onelifecapital.in](http://www.onelifecapital.in). A physical copy of the same will be made available to any shareholder on request.

The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

**16. Auditors and Auditors' Report:**

M/s. Khandelwal Jain & Co. was appointed as Statutory Auditors of your Company at the Annual General Meeting ("AGM") held on 27<sup>th</sup> September, 2017 for a term of four consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The Auditor's qualification is as follows:

"Basis for Qualified Opinion: As mentioned in note no. 8 of the Statement, one of the subsidiaries, namely Dealmoney Commodities Private Limited whose financial statements reflect total assets of Rs. 954.69 lakhs as at March 31, 2018 and total revenues of Rs. 344.63 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements, are unaudited and being a Non Banking Financial Company, are prepared under the Indian Generally Accepted Accounting Principles (IGAAP) and our opinion in as for as relates to the amounts and disclosure included in respect of this subsidiary are based solely on the unaudited financial statements prepared under IGAAP, provided by the Management of the said subsidiary and the consequential impact, if any on the accompanying Statement is not ascertained by the Holding Company."

Director's comments on the above qualification are as follows:

"The consolidated results of the Company for the year includes financials of one of the step down subsidiaries, namely Dealmoney Commodities Private Limited whose financial statements reflect total assets of Rs. 954.69 lakhs as at March 31, 2018 and total revenues of Rs. 344.63 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial

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**17. Secretarial Audit:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Ajay Kumar & Co., Practicing Company Secretary to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as “**Annexure - [C]**” to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**18. Extract of Annual Return:**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as “**Annexure [D]**” to this Report.

**19. Related Party Transactions:**

During the financial year 2017-2018, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, and the Rules issued thereunder and Listing Regulation, 2015.

During the financial year 2016-2017, The members at the Annual General Meeting held on 27<sup>th</sup> September, 2017 has passed the Ordinary Resolution as required under Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder for acquiring the 100% shareholding of Leadline Software and Trading Private Limited and Onelife Ecopower & Engineering Limited and thereby making it wholly owned subsidiaries.

The details of the Related Party Transactions as required under Accounting Standard - 18 are set out in notes of the standalone financial statements forming part of this Annual Report.

Particulars of contracts or arrangements with Related parties as required Section 188 of the Companies Act, 2013 is given in “**Form AOC- 2**” pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as “**Annexure E**” to the Boards Report.

**20. Loans and Investments:**

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the Financial Statements.

**21. Risk Management Policy:**

Information on the development and implementation of a Risk Management Policy of the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company, is given in the Corporate Governance Report.

There are no risks which in the opinion of the Board threaten the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

**22. Vigil Mechanism Policy:**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy & Vigil Mechanism which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, 2015. The policy provides for a framework and process whereby concerns can be raised by its directors and employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the Whistle Blower Policy & Vigil Mechanism of your Company have been outlined in the Corporate Governance Report which forms part of this report.

**23. Prevention of Sexual Harassment at Workplace:**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, during the year no complaints or allegations of sexual harassment were filed with the Company.

**24. Conservation of energy, technology absorption and foreign exchange Earnings and outgo:**

The Company being engaged in the Advisory Services does not have any energy utilization or technology absorption.

During the year under review, there are no foreign exchange earnings and outgo.

**25. Internal Control System:**

The Board ensures the effectiveness of the Company's system of internal controls including financial, operational and compliance control and risk management controls and same is subject to review periodically by M/s. G.S. Toshniwal & Associates, Chartered accountants for its effectiveness. The control measures adopted by the company have been found to be effective and adequate to the Company's requirement.

**26. Corporate Social Responsibility:**

The provision of Corporate Social Responsibility is not applicable to the Company.

**27. General:**

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

**28. Cautionary Statement**

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

**29. Appreciation:**

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**T.K.P. Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra

**CIN:** L74140MH2007PLC173660

**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

**Fax:** 022- 41842228

**Place:** Thane

**Date:** 17<sup>th</sup> April, 2018

## Annexure [B] to Board's Report

**Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2017-2018, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2017-2018.

Sr. No.	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Mr. Prabhakara Naig	Chairman and Whole Time Director	2.45	Nil
2	Mr. Pandoo Naig	Managing Director	2.45	Nil
4	Ms. Priyanka Rawat	Company Secretary	Not Applicable	Nil

**Notes:**

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2017-2018.
  2. Median remuneration of the Company for all its employees is Rs. 7,68,000 for the financial year 2017-2018.
  3. The Non-Executive Directors of the Company are entitled for sitting fee. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.
- ii. The percentage increase in the median remuneration of Employees for the financial year was 12.50%
- iii. The Company has 19 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2018.
- iv. There was 12.50% increase in the Average percentage made in the salaries of Employees and the managerial personnel in the financial year. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies.
- v. **The key parameters for any variable component of remuneration:** Not applicable.
- vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
- vii. **Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:** Nil

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**T.K.P. Naig  
Executive Chairman  
DIN No. 00716975**

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
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**CIN:** L74140MH2007PLC173660  
**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)  
**Tel no.:** 022-25833206  
**Fax:** 022- 41842228

**Place: Thane**

**Date: 17<sup>th</sup> April, 2018**



Form No. MR- 3

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018****[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

**The Members****Onelife Capital Advisors Limited****Plot No. A 356, Road No. 26,****Wagle Industrial Estate,****MIDC, Thane (West) - 400604**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ONELIFE CAPITAL ADVISORS LIMITE (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable during the Audit period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the Audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the Audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the Audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the Audit period)
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**(vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY**

No other law is specifically applicable to the Company. The Company has also confirmed the same.

**(vii) OTHER LAWS APPLICABLE TO THE COMPANY**

The adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environmental laws etc. to the extent of their applicability to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year there was no change in the composition of Board of Directors.
- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the directors at the meetings.
- iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has:

- (i) The Company has appointed Mr. Pandoo Prabhakar Naig as Chief Financial Officer (CFO) w.e.f. 01.01.2018
- (ii) Mr. Mulraj Shah resigned as Chief Financial Officer(CFO) w.e.f. 11.08.2017
- (iii) The Company has shifted its Registered Office from 307, Raut Lane, Opp. ISKCON, Vile Parle (W), Mumbai 400049 to Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604 i.e. outside the local limits but within the jurisdiction of same Registrar of Companies by passing Special Resolution by Postal Ballot w.e.f. 01.01.2018.
- (iv) The company has approved the draft Scheme of Merger (Merger by Absorption) subject to approval of Shareholders and Regional Director, Maharashtra, Mumbai by passing Board Resolution under Section 233 of Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016.
- (v) The company has re-appointed M/s. Khandelwal Jain & Co. as Statutory Auditor for a period of 4 years by passing Ordinary Resolution in the Annual General Meeting held on 27.09.2017.
- (vi) The company has acquired 100% shareholding of Leadline Software And Trading Private Limited by passing Ordinary Resolution in the Annual General Meeting held on 27.09.2017 and hence the said company has become Wholly Owned Subsidiary of this company.
- (vii) The company is already holding 14.29% shares of Onelife Ecopower & Engineering Limited and has acquired further 85.71% shares by passing Ordinary Resolution in the Annual General Meeting held on 27.09.2017. Now the total shareholding amounting to 100% shares of the said company and consequently the said company has become Wholly Owned Subsidiary of this company.

**Signature:**

**(Ajay Kumar)**  
**Ajay Kumar & Co.**  
**FCS No. 3399**  
**C.P. No. 2944**

**Date: 17/04/2018**

**Place: Mumbai**

**Note:** This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

To,

**The Members  
Onelife Capital Advisors Limited  
Plot No. A 356, Road No. 26,  
Wagle Industrial Estate,  
MIDC, Thane (W) - 400604**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Signature:**

**(Ajay Kumar)  
Ajay Kumar & Co.  
FCS No. 3399  
C.P. No. 2944**

**Date: 17/04/2018  
Place: Mumbai**

Annexure [D] to Board's Report

Form No. MGT-9

Extract of Annual Return

As on the financial year ended on 31<sup>st</sup> March 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

CIN	L74140MH2007PLC173660
Registration Date	31/08/2007
Name of the Company	Onelife Capital Advisors Limited
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered office and contact details	Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra Tel no.: 022-25833206, Fax: 022- 41842228 Email id: <a href="mailto:cs@onelifecapital.in">cs@onelifecapital.in</a> ; Web: <a href="http://www.onelifecapital.in">www.onelifecapital.in</a>
Whether listed company Yes/No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 <b>Contact Details:</b> +91 40 6716 2222 <b>Fax number:</b> +91 40 2342 0814, <b>E-mail:</b> <a href="mailto:onelifecapital.ris@karvy.com">onelifecapital.ris@karvy.com</a> <b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Advisory Services	66190	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Onelife Gas Energy & Infrastructure Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U40102MH2010PLC208489	Subsidiary	100%	Section 2(87)(ii)
2	Goodyield Farming Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U01100MH2005PLC156052	Subsidiary	100%	Section 2(87)(ii)
3	Good Yield Fertilisers and Pesticides Private Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U15112MH2005PTC156357	Subsidiary	100%	Section 2(87)(ii)
4	Purple India Holdings Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049	U65993MH2012PLC229356	Subsidiary	100%	Section 2(87)(ii)
5	Dealmoney Distribution And Advisory Services Private Limited, Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane 400604	U67110MH2011PTC216038	Step Down Subsidiary	-	Section 2(87)(ii)
6	Eyelid Infrastructure Private Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (West), Mumbai – 400049	U45202MH2010PTC207397	Subsidiary	100%	Section 2(87)(ii)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
7	Dealmoney Commodities Private Limited Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane -400604	U65923MH2010PTC258198	Step Down Subsidiary	-	Section 2(87)(ii)
8	Leadline Software And Trading Private Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (West), Mumbai -400049	U51909MH2004PTC145171	Subsidiary	100%	Section 2(87)(ii)
9	Onelife Ecopower & Engineering Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (West), Mumbai -400049	U40101MH2010PLC209142	Subsidiary	100%	Section 2(87)(ii)

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

## (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):-</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>0.00</b>
<b>2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Fills	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	2401785	02	2401787	17.98	2398285	02	2398287	17.95	-0.03
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	299493	0	299493	2.24	548842	0	548842	4.11	1.87
c) Others (Specify)	698720	0	698720	5.23	452871	0	452871	3.39	-1.84
<b>Sub-total(B)(2)</b>	<b>3399998</b>	<b>02</b>	<b>3400000</b>	<b>25.45</b>	<b>3399998</b>	<b>02</b>	<b>3400000</b>	<b>25.45</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>3399998</b>	<b>02</b>	<b>3400000</b>	<b>25.45</b>	<b>3399998</b>	<b>02</b>	<b>3400000</b>	<b>25.45</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>13359998</b>	<b>2</b>	<b>13360000</b>	<b>100</b>	<b>13359998</b>	<b>2</b>	<b>13360000</b>	<b>100</b>	<b>0</b>

## (ii) Shareholding of Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Naig Prabhakara K	6905000	51.68	0	6905000	51.68	0.00	0.00
2	Pandoo P Naig	3055000	22.87	0	3055000	22.87	0.00	0.00
	<b>Total</b>	<b>9960000</b>	<b>74.55</b>	<b>0</b>	<b>9960000</b>	<b>74.55</b>	<b>0.00</b>	<b>0.00</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year (1<sup>st</sup> April, 2017)</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>74.55</b>
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>At the End of the year (31<sup>st</sup> March, 2018)</b>	<b>9960000</b>	<b>74.55</b>	<b>9960000</b>	<b>74.55</b>

Note: There have been no changes in Promoters' Shareholding during the year under review.



## (vi) Shareholding of Directors and Key Managerial Personnel:

Sr. no	*For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year (1 <sup>st</sup> April, 2017)	9960000	74.55	9960000	74.55
	1. Naig Prabhakar K	6905000	51.68	6905000	51.68
	2. Pandoo P Naig	3055000	22.87	3055000	22.87
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year (31 <sup>st</sup> March, 2018)	9960000	74.55	9960000	74.55
	1. Naig Prabhakar K	6905000	51.68	6905000	51.68
	2. Pandoo P Naig	3055000	22.87	3055000	22.87

\*Note: Except for Mr. Prabhakara Naig, Whole Time Director and Mr. Pandoo Naig, Managing Director of the Company (also the promoters of the Company) none of the remaining Director or KMP holds shares of the Company.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	38.99	64.37	Nil	103.36
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	38.99	64.37	Nil	103.36
<b>Change in Indebtedness during the financial year</b>				
· Addition	Nil	1036.13	Nil	1036.13
· Reduction	9.88	Nil	Nil	(9.88)
<b>Net Change</b>	(9.88)	1036.13	Nil	<b>1026.25</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	29.11	1100.50	Nil	1129.61
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	29.11	1100.50	Nil	1129.61

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Mr. Pandoo Naig (Managing Director & CFO)	Mr. Prabhakara Naig (Whole Time Director)
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1500000	1500000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
	Stock Option	NIL	NIL
	Sweat Equity	NIL	NIL
	Commission	NIL	NIL
	- as % of profit		
	- Others, specify...		



Sl. No.	Particulars of Remuneration	Mr. Pandoo Naig (Managing Director & CFO)	Mr. Prabhakara Naig (Whole Time Director)
	Others, please specify	NIL	NIL
	Total(A)	1500000	1500000
	Ceiling as per the Act	10% of the net profit of the Company calculated as per Section 198 of the Companies, 2013 read with Schedule V of the Companies Act, 2013 (the "Act"). However, members in their General Meeting approved the above remuneration in compliance with the Schedule V of the Act	

## B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Independent Directors /Non- Executive Directors			
		Mr. Ram Narayan Gupta	Mr. Amol Shivaji Autade	Ms. Sonam Satish Kumar Jain	Mr. Mahendra Salunke
	<b>Independent Directors</b>				
	Fee for attending Board Committee Meetings	80,000	80,000	80,000	80,000
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>
	<b>Other Non-Executive Directors</b>				
	Fee for attending Board Committee Meetings	N/A	N/A	N/A	N/A
	Commission	N/A	N/A	N/A	N/A
	Others, please specify	N/A	N/A	N/A	N/A
	<b>Total(2)</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
	<b>Total (B)=(1+2)</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>
	Total Managerial Remuneration	3,20,000			
	Overall Ceiling as per the Act	Sitting fee payable to the Director for attending the meeting of the Board or Committee shall not exceed One Lakh rupees per meeting of the Board or Committee			

## C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary Priyanka Rawat	Chief Financial Officer Mulraj Shah*	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,75,000	2,52,000	7,27,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	- as% of profit			
	- others, specify.			
	Others, please specify	Nil	Nil	Nil
	<b>Total</b>	<b>4,75,000</b>	<b>2,52,000</b>	<b>7,27,000</b>

\*Mulraj Shah resigned as CFO of the Company w.e.f. 24<sup>th</sup> July, 2017

\*\* Mr. Pandoo Naig is appointed as CFO of the Company w.e.f. 1<sup>st</sup> January, 2018.

## VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made If any (give details)
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officers In Default</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig  
Whole Time Director and Chairman  
DIN No. 00716975

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
**CIN:** L74140MH2007PLC173660  
**E-mail:** cs@onelifecapital.in  
**Website:** www.onelifecapital.in  
**Tel no.:** 022-25833206  
**Fax:** 022- 41842228

**Place: Thane****Date: 17<sup>th</sup> April, 2018**

Annexure [E] to Board’s Report

FORM NO. AOC -2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	NA
	Nature of contracts/arrangements/transaction	NA
	Duration of the contracts/arrangements/transaction	NA
	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
	Justification for entering into such contracts or arrangements or transactions'	NA
	Date of approval by the Board	NA
	Amount paid by the Board in favour of any	NA

SL. No.	Particulars	Details	
		Leadline Software And Trading Private Limited ("Leadline")	Onelife Ecopower & Engineering Limited ("Onelife Ecopower")
	Nature of contracts/arrangements/transaction	Acquired 1,94,300 equity shares of Rs. 10 each at par amounting to Rs. 19,43,000 from (1) Mr. T.K.P. Naig (74.27%); (2) Mr. Pandoo Naig (25.73%);	Acquired further 42,857 equity shares of Rs. 10 each at Rs. 10 per share amounting to Rs. 4,28,570 from 1. Mr. T.K.P. Naig (14.29%); 2. Mr. Pandoo Naig (14.29%); 3. Mrs. Anandhi Naig (28.57%); 4. Dr. Sowmya Deshpande (0.002 %); 5. Good Yield Fertilizers and Pesticides Private Limited (14.29%) and 6. Oodnap Securities (India) Limited (14.29%)
	Duration of the contracts/arrangements/transaction	NA	NA
	Salient terms of the contracts or arrangements or transaction including the value, if any	After this acquisition the 100% shareholding is with Onelife Capital Advisors Limited, thus Leadline will become a wholly owned subsidiary of the Company	After this acquisition, the total shareholding of the Company in Onelife Ecopower is 100%, thus it will become a wholly owned subsidiary of the Company.
	Date of approval by the Board	11/08/2017	11/08/2017
	Amount paid as advances, if any	NA	NA

For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig  
Whole Time Director and Chairman  
DIN No. 00716975

**Registered Office:**

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
CIN: L74140MH2007PLC173660  
E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)  
Website: [www.onelifecapital.in](http://www.onelifecapital.in)  
Tel no.: 022-25833206  
Fax: 022- 41842228

**Place: Thane**

**Date: 17<sup>th</sup> April, 2018**

## Annexure [F] to Board's Report

## FORM AOC – 1

*(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)*

## Financial Information on Subsidiary Companies for the year ended March 31, 2018

(Rs. In lakhs)

Particulars	Onelife Gas Energy & Infrastructure Limited	Goodyield Farming Limited	Goodyield Fertilizers & Pesticides Private Limited	Eyelid Infrastructure Private Limited	Purple India Holdings Limited	Dealmoney Distribution and Advisory Services Private Limited	Dealmoney Commodities Private Limited	Leadline Software & Trading Pvt. Ltd.	Onelife Ecopower & Engineering Ltd.
Capital	1,252.67	18.84	1.00	10.00	140.00	240.00	110.00	19.43	5.00
Reserves	4519.12	1523.91	517.92	(49.79)	(163.47)	(156.49)	29.74	540.76	(17.65)
Total Assets	5945.68	4145.38	3764.92	238.43	3190.98	1090.54	954.69	3859.00	1715.28
Total Liabilities	173.89	2602.63	3246.01	278.22	3214.45	1007.21	814.96	3298.81	1727.93
Investments	-	-	-	210.31	925.01	632.00	-	43.80	-
Turnover/Total Income	144.91	-	-	1.14	0.05	43.28	349.89	7.38	-
Profit/(Loss) Before Taxation	2.57	(0.42)	(1.06)	(2.86)	(0.78)	0.40	3.14	0.18	(0.39)
Provision for Taxation	0.79	-	-	-	0.52	-	1.29	0.06	-
Profit/(Loss) After Taxation	1.77	(0.42)	(1.06)	(2.86)	(1.29)	0.40	1.85	0.13	(0.39)
Proposed Dividend	-	-	-	-	-	-	-	-	-

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OVERVIEW

Onelife Capital has been started growing in sector of Stock broking and Commodity Market by making the strategic investment in Dealmoney Group companies. Further the Company is also planning to enter into the Market of Mutual Fund and has made effort along with Dealmoney group to become the sponsor of the Sahara mutual fund as the mutual fund market is growing in a faster pace. As Company is planning to emerge as a Brand for one solution for the all financials needs of the customer and also improvising the customer satisfaction by providing excellent services.

FY18 was a good year for the Company as Company has made profit of Rs. 10.28 lakh as compared to loss of Rs. 243.30 lakh of the previous year. Further the Company has earned the revenue of Rs. 216.56 lakh as compared to previous of Rs. 70.89 lakh. The Company further moved a resolution for the merger of its wholly owned subsidiary and thereby making it as one entity. The momentum is likely to continue with an expectation of improvement in corporate earnings going forward.

### India- Economic Review for 2017-18

The economy had just begun to shrug off the effects of demonetization in the previous fiscal and its transient impact on all aspects of the domestic economy. Another landmark reform of having a uniform domestic tax regime in the form of Goods and Services Tax was introduced w.e.f July 1, 2017. In this structure, there are five slabs under this structure of 0%, 5%, 12%, 18% and 28%. This is a rationalization effort by the central and state governments to ensure all indirect taxes move towards a single rate and make India one large market place. This initiative when implemented prudently can provide a mammoth impetus for India growth story.

As per the provisional estimates of the Central Statistical Organization (May 2018), Indian economy (GDP at constant prices) grew by 6.7% in FY2017-18 as against 7.1% in FY2016-17, representing a growth rate decline of 0.4%. The GDP at the end of FY2017-18 stood at Rs 130108.43 billion.

Yet, India remained amongst the fastest growing economies in the world. 59.3% of the GDP was contributed by the services sector, followed by 29.1% by the industrial sector and 17.1% by the agricultural sector. The contribution from the agricultural and industrial sectors declined by 0.8% and 0.2% respectively as compared to FY2016-17.

Gross Domestic Savings stood at 30% of the GDP for FY2016-17 as against 31.3% the previous fiscal. This has been primarily due to the reduction in the household savings segment. In fact, it was mostly due to the reduction in Gross Financial Savings from 11% of the GDP in FY2016-17 to 9.2% of the GDP in FY2017-18.

For MSME companies with turnover of upto Rs 50 crores the corporate tax rates was reduced to 25% for the year. Revenues for the Indian private sector companies grew by 14% during FY2017-18, while Net Profits declined by 9% during the same period.

As per RBI data, Non Performing Assets (NPA) rose from 9.6% to 10.2%, with Public Sector Banks leading portfolio taking a huge beating. This has impacted the ability of the banking sector to revive the credit growth.

Net Foreign Portfolio Investments/Foreign Institutional Investments for the year were at Rs 1,44,680 crores. This was much healthier than the Rs 48,421 crores of net infows the previous fiscal (FY2016-17).

Revenue Deficit for the year 2017-18 as a percent of GDP stood at 2.6% as against 2.1% in 2016-17. However, the Fiscal Deficit remained at 3.5% of the GDP for both FY2018 and FY2017. Indian Rupee appreciated against the US Dollar from Rs 67.07 a dollar to Rs 64.45 as per RBI Data, indicating the strengthening of Rupee during the period.

Imports grew by a massive 19.59% during FY2017-18 to US\$ 459.67 billion, while exports rose by a modest US \$302.84 billion, with a negative trade balance of US\$ 156.83 in FY2017-18 against US\$ 108.5 billion in FY2016-17. This is a concern for India. India is a net importer of Crude Oil and also has lately been importing a lot of consumer goods and technology equipments, without being steadily able to improve its exports significantly.

### Financial Services Industry – India- 2017-18 (Source: IBEF Website)

India's Bank credit grew at 12.64% y-o-y to Rs 85.511 lakh crore (US\$ 1,326.78 billion) on May 11, 2018 from Rs 75.91 lakh crore (US\$ 1,131.47) on May 12, 2017. NPAs remained a constant concern for the sector, with some public sector banks having NPAs in excess of 18% of their lending portfolio. RBI and the Ministry of Finance have been closely coordinating to work around on action plan to quickly turnaround this legacy problem. This is a crucial aspect which needs to be closely watched and tracked in the quarters to come. Apart from including HDFC Bank as a systemic risk bank after State Bank of India and ICICI Bank, there is a focused effort to have the largest NPA accounts resolved through special banking recovery norms, agencies and focus. This is the only way to uplift the business growth environment in the private sector.

The number of listed companies on NSE and BSE increased from 6,445 in FY10 to 7,501 in March 2018. The market capitalisation of all the companies listed on the BSE reached a record Rs 150 lakh crores (US\$ 2.33 trillion) backed by high gains in the broader market.

The amount raised by IPOs in India increased from US\$ 318 million in FY 2008-09 to US\$ 10,888 million in FY 2017-18\*. Initial Public Offers (IPOs) by small and medium enterprises (SMEs) in India received record funding of Rs 16.79 billion (US\$ 259.35 million) in 2017 through 133 issues.

The total amount of initial public offerings increased to Rs 84,357 crores (US\$ 13,089 million) by the end of FY18.

The Mutual Fund (MF) industry in India has seen rapid growth in Assets Under Management (AUM). Total AUM of the industry stood at Rs 23.26 lakh crores (US\$ 360.90 billion) as of April 2018. At the same time the number of Mutual fund (MF) equity portfolios reached a record high of 2.27 billion in February 2018.

On account of rise in investments in the Mutual Funds and other financial instruments, the revenues of the brokerage industry in India are forecasted to grow by 15-20 per cent to reach Rs 18,000-19,000 crores (US\$ 2.80-2.96 billion) in FY2017-18, backed by healthy volumes and a rise in the share of the cash segment.

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies grew 17.35 per cent year-on-year to reach US\$ 25.44 billion during April 2017-February 2018.

Premium income of the life insurance segment had increased 14.04 per cent in FY17 to Rs 4.18 trillion (US\$ 64.92 billion). In August 2017, the Life Insurance industry reported a 24 per cent growth in overall annualized premium equivalent with the help of both private players and Life Insurance Corporation.

The number of lives covered under Health Insurance policies during 2015-16 was 36 crore which is approximately 30 per cent of India's total population. The number has seen an increase every subsequent year as 28.80 crore people had the policy in the previous fiscal.

Indian Capital Markets continued to do well during FY2017-18. India Equity Markets Index, BSE Sensex grew by 11% during the year and closed at 32,968 points, with the gross equity market capitalization of Rs 1,42,24,997 crores. This represents being 84% of India's GDP (CSO, 04/06/2018 update, www.bseindia.com).

Alongwith the secondary market, the market for Initial Public Offers (IPOs) has also witnessed rapid expansion. The total amount of Initial Public Offerings increased to Rs 84,357 crores (US\$ 13,089 million) by the end of FY18.

Over the past few years India has witnessed a huge increase in Mergers and Acquisition (M&A) activity. The total value of M&A in India rose 53.3 per cent year-on-year to US\$ 77.6 billion in 2017 from US\$ 50.6 billion in the preceding year. This is a trend which should continue as businesses consolidate and reorganize themselves for newer opportunities and business necessities.

### **Technology and E-commerce Industry – India -2018-19**

Technology industry continued to drive and disrupt businesses. Affordability and connectivity options are creating new industry and business offerings. With almost every consumer now connected to technology, it has become imperative for all industries to adapt, upgrade and plan for technology innovations and increase on possibilities to survive in their businesses.

Disruptive trends which can be identified are Commoditized Artificial Intelligence, Chatbots, Augmented Reality, Augmented Analytics, Pressure To Move To The Cloud, Cybersecurity Investments, Blockchain, Conversational Artificial Intelligence, Visual Media (Voice Assistant Tech Integration) and 3-D Printing. India and Indians continue to contribute significantly in this sector both at international and Indian levels.

Mobile app revenues in India shot up in the first quarter (Q1) of 2018 across both – Android and iOS platforms. Market insights from data analysis firm App Annie show that India's app market grew 41 percent year-on-year in Q1 2018, and 250 percent since Q1 2016.

In 2017, India's internet user population was 281 million, with 62 percent in urban areas; the country's smartphone population itself was over 300 million. Mobiles have now become smart. Smartphones have now in India become the defunct mode to communicate, connect, transact and source information.

An outcome of the country's rapidly increasing smartphone population, India also led all other markets in terms of the most mobile application (App) downloads, followed by the U.S. and China (iOS only).

E-commerce is currently making its presence across a wide array of consumer verticals in India— everything from shopping, e-wallets, hailing cab services, travel bookings and listening to music to event management and matchmaking to sourcing almost anything online – can be achieved via smartphone apps.

The increasing number of hyper local services offered by India’s numerous tech startups also add to the expanding potential of the country’s online market. Additional traditional categories like video streaming, social media, and gaming in the mix, and India’s mobile app industry is nothing short of booming. In fact, the top three apps downloaded in India in the first quarter of 2018 were related to video streaming. The two most popular applications, by revenue, were Netflix and Tinder. UCBrowser, ShareIt, and Hypestar followed by Facebook, WhatsApp, and Facebook Messenger round up the top ten apps list.

As per the survey findings, India has seen over one billion app installs, four billion app opens, 950 apps, \$400 million in-app revenue, 40 million retargeting conversions in the last one year. The survey was carried out between January 2017 and January 2018 by Apps Flyer.

Indian IT exports increased to US\$ 126 billion in FY18 while domestic revenues (including hardware) advanced to US\$ 41 billion. Total spending on IT by banking and security firms in India is expected to grow 8.6 per cent year-on-year to US\$ 7.8 billion by 2017. India’s Personal Computer (PC) shipment advanced 11.4 per cent year-on-year to 9.56 million units in 2017 on the back of rise in the quantum of large projects.

Total online spending, inclusive of domestic and cross border shopping, is expected to increase by 31 per cent year-on-year to Rs 8.76 trillion (US\$ 135.8 billion) by 2018. Cross border shopping by Indians touched Rs 58,370 crores (US\$ 9.1 billion) in 2016, and is expected to be 85 per cent year-on-year in 2017. The top 3 countries preferred by Indians for cross-border shopping in 2016 were USA (14%), UK (6%) and China (5%).

The Indian consumer internet market is expected to grow by 44 per cent year-on-year to touch US\$ 65 billion in 2017, up from US\$ 45 billion in 2016. Online travel agents account for the largest market share (70 per cent) in the internet consumer market, while the remaining 30 per cent is occupied by horizontal e-tailing, fashion, furniture, grocery, hotel, food tech, cab aggregators, education technology, and alternative lending among others.

The internet industry in India is likely to double to reach US\$ 250 billion by 2020, growing to 7.5 per cent of Gross Domestic Product (GDP), with the number of mobile internet users growing to about 650 million and that of high-speed internet users reaching 550 million. About 70 per cent of the total automobile sales in India, worth US\$ 40 billion, are expected to be digitally influenced by 2020 as against US\$ 18 billion in 2016.

Much growth of the industry has been triggered by increasing internet and Smartphone penetration. The ongoing digital transformation in the country is expected to increase India’s total internet user base to 829 million by 2021 (59 per cent of total population), from 373 million (28 per cent of population) in 2016, while total number of networked devices in the country are expected to grow to two billion by 2021, from 1.4 billion in 2016.

**Business Outlook for FY2018-19**

World Bank expects Indian economy to pick up growth momentum in FY2018-19 and expects the GDP to grow at 7.5%. This would be a welcome relief for the industry and the economy as the effects of demonetisation and GST implementations have begun to subside to a great extent, albeit with some more operational deficiencies being addressed even now. The Government is expected to maintain the fiscal deficit at 3.5% of the GDP for FY2019.

On the other side, India has identified NPAs in the banking system at Rs 8,41,000 Crores. There seems to be an urgency to solve the issue by the government. But, we believe it will continue to be a challenge in the medium term. Experts predict that the Indian banking bad loan problem should subside by FY2020.

Thus, we anticipate plenty of opportunities for asset restructurings, mergers, acquisitions and revival of industrial assets to pave the path of profitable recovery for the businesses across almost all sectors. The government policies are expected to benefit the larger and organized participants in every sector.

International trade wars which have been initiated by the USA against China can affect India also. Currency, Commodity and Equity markets will be affected globally and India will be no exception. While the growing domestic consumption and ability of the government to invest into large scale infrastructure should be a silver lining for India’s growth, the challenge of rising crude prices and trade deficit due to rising imports would be a macro threat for the India growth rate in the coming months.

All markets like currency, equity, commodity, debt, etc. could see an element of realignment and refocus in the coming months. We expect mostly range-bound movements in terms of pricing to occur as both upsides and downsides would be capped by the volatility due to conflicting news flows. Indian equity markets are already fairly valued from a short term perspective, yet continue to offer value to long term investors.

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India remains far behind the U.S. when accounting for absolute revenues generated from the sale of mobile apps. The U.S. leads other countries, generating revenues worth US\$3.2 billion in Q1, followed by Japan at US\$2.7 billion. India ranked 29th, generating revenues worth US\$47 million.

Nevertheless, the market potential for India’s mobile apps is expected to rise exponentially in coming years, not least due to improving network connectivity and the expanding range of affordable smartphone models.

The growth of the smartphone market is increasing worldwide and billions of mobile applications were created and downloaded in every year. The mobile app development continues to be one of the fastest-growing businesses. The maximum number of app in a market is dominated by the Google apps, social media apps, and editing apps, and these big firms are victimizations the apps to market easily.

Listed are some trends which are able to determine the long run prospects of mobile application development: Internet of things applications, Wearable Technology, Cross-platform and Cross-device Development, M-commerce, Innovative and intense style for excellent UX.

Indian IT and BPM industry is expected to grow to US\$ 350 billion by 2025 and BPM is expected to account for US\$ 50-55 billion out of the total revenue. Revenue from digital segment is expected to comprise 38 per cent of the forecasted US\$ 350 billion industry revenue by 2025.

The internet industry in India is likely to double to reach US\$ 250 billion by 2020, growing to 7.5 per cent of gross domestic product (GDP). The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by National Association of Software and Services Companies (NASSCOM).

All in all, we expect the current year, FY2018-19, to be one wherein caution is advised and may not be rewarding for random risk taking.

**MACRO-ECONOMIC ENVIRONMENT**

Global growth accelerated during fscal 2018, with a synchronized recovery in US, the Euro area, and Japan; even China seemed to be stabilizing. A pervasive sense of investor confidence led to unusually low financial markets volatility, resulting in aggressive pricing of risk assets across bond and emerging markets. Oil prices rose during the year, as OPEC cuts led inventories to be drawn down, while metal prices recovered along with fall in inventories due to stronger demand. Global Inflation, however, has remained persistently below central bank’s targets. However, global central banks are becoming more hawkish, with at least 3 Fed rate hikes in 2018, an ECB rate hike in 2019, and the end of Quantitative Easing by Bank of Japan in 2019 all now within the realm of possibility.

India’s macro fundamentals have remained broadly stable, but with oil prices no longer falling, the tailwinds from falling inflation and a low current account deficit are fading. At the same time, the government has extended the fscal consolidation programme, raising deficit targets for both FY18 and FY19. Domestic growth appears to be recovering cyclically, and high frequency indicators showing a recovery more pronounced in manufacturing than in services. Both remain drivers of a stronger GDP print, with the CSO estimating FY18 growth at 6.6%, and the RBI forecasting FY19 growth at 7.4%. Capex trends are beginning to improve, as seen in IIP and other high frequency indicators, and as noted by the RBI in its latest monetary policy review. Corporate credit growth is better than the troughs following the demonetization exercise, but this currently appears to be partially due to working capital financing. A reallocation from market instruments, which tightening liquidity has made less attractive, to bank credit is also a factor.

At the first RBI Monetary Policy Committee (MPC) meeting in early April, members did express concerns on upside risks to inflation, but seemed more confident over a lower trajectory, which they projected only slightly above the 4% target well into FY20 (with the caveat that these did not factor in the new Minimum Support Prices formula). The risks to inflation which appeared tilted to the upside – lengthening of fscal consolidation, potentially higher inflation through the new Minimum Support Prices (MSP) formula and higher customs duty, high household inflation expectations, global central bank tightening, higher commodity prices, etc – will play a role in determining the stance of policy. The MPC chose to continue with its neutral stance so as to nurture the nascent recovery.

**OPPORTUNITIES AND THREATS**

The Board of Directors of your Company who are constantly looking for an opportunity to expand the business of the Company. Your Company being in Capital/financial services sector is facing a very stiff competition from its competitors. However, the Company is trying its level best to achieve the same level of competence to meet the challenges thrown in this sector.

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company is primarily into Advisory Services. Accordingly, the Company is a single business segment company. Further Company is expanding its business and trying to enter the other segments of the market to explore the opportunities in the market.

## OUTLOOK, RISKS AND CONCERNS

This section listed forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. This section lists our outlook, risks and concerns:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- We may not be able to sustain our profit margin or levels of profitability.
- The economic environment, pricing pressures could negatively impact our revenues and operating results.
- We may face difficulties in providing end to end business solutions for our clients which could lead to clients discontinuing their work with us which in turn could harm our business.
- Our increasing work with government agencies may expose us to additional risks.
- Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.
- We may be liable to our clients for damages caused by disclosure of confidential information, system failures, errors or unsatisfactory performance of services
- In the event that the Government of India changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability.
- Terrorist attacks or a war could adversely affect the Indian economy, results of operations and financial condition.
- Changes in the policies of government of India or political instability could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally which could impact our business and prospects.

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control System facilitates the effectiveness and efficiency of company operations and helps ensure the reliability of financial information and compliance with laws and regulations. In particular, the accounting control system is an important element of the Internal Control System as it helps ensure that the Company is not exposed to excessive financial risks and that financial internal and external reporting is reliable.

Onelife has robust internal audit and control systems. They are responsible for independently evaluating the adequacy of internal controls and provide assurance those operations and business units adhere to internal policies, processes and procedures as well as regulatory and legal requirements. Internal audit team defines and reviews scope, coordinates and conducts risk based internal audits with quarterly frequency across Onelife through their audit firm. Existing audit procedures are reviewed periodically to enhance effectiveness, usefulness and timeliness. The Internal control procedures include proper authorization and adherence to authorization matrix, segregation of roles and responsibilities, physical verification, checks and balances and preventive checks on Compliance risk and overseeing of periodical financials etc.

Internal audit entails risk assessment and detailed verification of processes, adequacy of maintenance of accounting records, documentation and supporting, authorizations, review of internal controls, compliance with management policies and laid down procedures, compliance with applicable accounting standards etc and to verify adherence with applicable statutes, rules, regulation, byelaws, and circulars of the relevant statutory and regulatory authorities.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE OF THE COMPANY

During the financial year 2017-2018 our company's profit was Rs. 10.28 Lakhs as compared to the loss of Rs. 249.30 Lakhs in corresponding period of last year. Further the Company's revenue has increased from 70.89 Lakh to Rs. 216.58 Lakhs during the year.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

Onelife firmly believes that growth of core and fringe stakeholders' will foster its growth opportunities. Onelife aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for Onelife's successful growth. We believe that our human capital is our greatest strength and is the driver of growth, efficiency and productivity. Constant efforts are made to create a working environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of employees. The Company's performance on the Industrial Relations front continues to be quite satisfactory. 19 numbers of employees were employed as on 31<sup>st</sup> March, 2018.

**SUBSIDIARIES/ STEP DOWN SUBSIDIARIES:****Onelife Gas Energy & Infrastructure Limited**

Onelife Gas Energy & Infrastructure Limited is wholly owned Subsidiary of our Company. The main object of the Company is 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.

**Purple India Holdings Limited**

Purple India Holdings Limited is wholly owned Subsidiary of our Company and the main object of the Company is advisory Services.

**Dealmoney Distribution and Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited)**

This Company is the step down subsidiary of our Company. The main object of the Company is third party financial product distribution and advisory services.

**Dealmoney Commodities Private Limited (Formerly known as Destimoney Commodities Private Limited)**

This Company is the step down subsidiary of our Company. The main object of the Company is Commodities Broking.

**Goodyield Farming Limited & Good Yield Fertilizers and Pesticides Private Limited**

These Companies are the wholly owned subsidiaries of our Company. It is mainly involved in the field of agriculture and related activities.

**Eyelid Infrastructure Private Limited**

This Company is the Wholly Owned Subsidiary of our Company. The main object of the Company is in the field of Infrastructure services.

**Leadline Software and Trading Private Limited**

The Company has acquired the 100% shareholding of the Leadline Software and Trading Private Limited and thereby making it as the wholly owned subsidiary Company during the year. The Main object of the Company is a developers, traders, dealers, importers, exporters and intermediaries in all types of computer systems, software and hardware and as traders and other related activities.

**Onelife Ecopower & Engineering Limited**

The Company has acquired the 100% shareholding of the Onelife Ecopower & Engineering Limited and thereby making it as the wholly owned subsidiary Company during the year. The Main object of the Company is 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.

## CORPORATE GOVERNANCE REPORT

This Report, states the compliance status as per requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"). Given below are the Company's corporate governance policies and practices for 2017-2018. Onelife Capital Advisors Limited has complied with the statutory and regulatory requirements stipulated in the applicable laws, including Listing Regulations, 2015.

### OUR CORPORATE GOVERNANCE PHILOSOPHY

Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust to the working of our Company. Transparency and accountability are the two basic principle of Corporate Governance. Responsible corporate conduct is integral to the way we do our Business. Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

### BOARD OF DIRECTORS

The Board meets atleast once a quarter to review quarterly results and other items on the agenda as well as on the occasion of Annual General Meeting of Shareholders of the Company. Additional Board meetings are convened as and when necessary. In keeping with the commitment of the Management to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent Directors to maintain the independence of the Board and to separate the Board functions of governance and management.

#### a. Composition and Category of the Board of Directors:

As on 31<sup>st</sup> March, 2018, Onelife's Board consists of 6 members. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Executive Directors	Mr. T.K.P Naig- Chairman & Whole Time Director Mr. Pandoo Naig- Managing Director & CFO
Non Executive Independent Directors	Mr. Ram Narayan Gupta Mr. Amol Shivaji Autade Ms. Sonam Satish Kumar Jain Mr. Mahendra Salunke

The Board has no institutional nominee director. The Company has an executive Chairman. According to regulation 17(1) (b) of the SEBI Listing Regulations, 2015, where the Chairman is executive or a promoter, at least one half of the Board of the Company should consist of Independent Directors.

The composition of the Board represents an optimal combination of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The composition of the Board is in accordance with the requirements of the Corporate Governance code of Listing Regulation, 2015 with the Stock Exchanges. The Board is headed by the Executive Chairman. None of the Non-Executive Directors is responsible for day-to-day affairs of the Company.

#### b. Information Supplied to the Board

The Board has complete access to any information's within the Company and to any of our employees. In terms of quality and importance, the information supplied by Management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations, 2015. As stated elsewhere, the independent directors of the Company at their meeting held on 31<sup>st</sup> March 2018 expressed satisfaction on the quality, quantity and timeliness of fow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### c. Materially significant related party transactions:

The materially signif cant related party transactions, monetary transactions or relationships between the Company and Directors, the Management, subsidiaries or relatives disclosed in the financial statements for the year ended 31<sup>st</sup> March 2018.

**d. Orderly succession to Board and Senior Management:**

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

**e. Disclosure of relationships between directors inter-se:**

The Board of Directors is not related inter-se except Mr. Pandoo Naig, Managing Director & CFO of the Company is a relative of Mr. T.K.P. Naig, Whole Time Director of the Company (Son & Father).

**f. Numbers of Board Meetings:**

Most Board meetings are held at our Registered Office, dates of which are informed in advance. The Board meets atleast once in a quarter to review the quarterly results and other items of the agenda and also on the occasion of the Annual General Meeting of the shareholders. Additional meetings are held as and when necessary. The members of the Boards have access to all information and records of the Company.

The Board met 4 times during the year viz. 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 14<sup>th</sup> February, 2018.

**g. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:**

Sr. No.	Name of the Directors	Attendance at meetings during 2017-2018			No of Directorship in listed entities including this listed entity	No of post of Membership / Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity*	
		Board Meetings		Last AGM		Chairman	Member
		Meetings held	Attended				
1	Mr. T.K.P Naig	4	4	Yes	1	Nil	Nil
2	Mr. Pandoo Naig	4	4	Yes	1	Nil	02
3	Mr. Mahendra Salunke	4	4	No	1	Nil	01
4	Mr. Ram Narayan Gupta	4	4	Yes	1	01	02
5	Mr. Amol Shivaji Autade	4	4	Yes	1	02	03
6	Ms. Sonam Jain	4	4	Yes	1	Nil	01

**\*Considered Membership and Chairmanship of Audit/Stakeholder Committee held in listed entities including this listed entity as on 31<sup>st</sup> March, 2018.**

None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included.

As per declarations received, none of the directors serves as an independent director in more than seven listed companies. Further, the whole time directors in the Company do not serve as an independent director in more than three listed companies.

None of the directors was a member in more than ten committees or a Chairman in more than five committees across all companies, in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. The Directors furnish Notice of Disclosure of Interest as specified in Section 184 of the Company Act 2013.

**h. Review of legal compliance reports:**

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

**i. Board material distributed in advance:**

The agenda and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

**j. Recording minutes of proceedings at Board and Committee meetings**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**k. Brief Profile of Director**

The brief profile of the Director is as per annexure A

**l. Code of Conduct**

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required under regulation 17(5) of the SEBI Listing Regulations, 2015, the Board of Directors has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company and the same has been placed on Company's website on i.e. <http://www.onelifecapital.in/investorrelations.html>.

All Directors and Senior Management personnel have affirmed compliance with the Code for 2017-2018. A declaration to this effect signed by the Managing Director & CFO is given in this Annual Report.

**m. Policy on Prohibition of Insider Trading**

The Company has in place a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate monitor and report trading by its Employees and other Connected Persons pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The aforesaid codes has also been posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015.

Accordingly, the Board at its meeting held on 30<sup>th</sup> May, 2015, approved and adopted:

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The code referred above is placed on the Company's website and link of the same is given below: [www.onelifecapital.in](http://www.onelifecapital.in)

**INDEPENDENT DIRECTORS' MEETING****Maximum tenure of independent directors:**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, the Independent Directors held their separate meeting on 31<sup>st</sup> March 2018, without the attendance of Non-Independent Directors and members of Management, inter alia, to discuss the following:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and

The independent directors present elected Mr. Ram Narayan Gupta as Chairman for the meeting. All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

**Selection of Independent Directors:**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/ profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

**Role of the Independent Directors:**

The independent Directors play an important role & participate in all the deliberation of the Board and contribute to the decision making process with their rich knowledge and expertise in the areas of Account, Financial, Law, & other professional areas.

**Code of Conduct for Independent Directors:**

The Code of Conduct for Independent Directors ('Code') has been adopted by the Company to comply with the Section 149, read with Schedule IV under the Companies Act, 2013 ('Act') and such other rules and regulations as applicable. The Code is a guide to professional conduct for Independent Directors. It is believed that adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators in the institution of independent directors. Further pursuant to the provisions of Act and the Listing Agreement, Independent Directors of the Company hold at-least one meeting in a financial year without attendance of Non-Independent Directors and the members of the Management. The said meeting was held on 31<sup>st</sup> March, 2018.

Company had also issued a formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and regulation 46(2) of SEBI Listing Regulations, 2015.

The terms and condition of appointment and code for Independent Directors is available on the website of the Company and can be accessed through the following link: <http://www.onelifecapital.in/investorrelations.html>

**Familiarization Programme**

Company has put in place a structured induction and familiarization programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis. The details of such familiarization programmes are placed on the website of the company and link given below <http://www.onelifecapital.in/investorrelations.html>

**EVALUATION OF BOARD EFFECTIVENESS**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, during the year under review, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual Evaluation was made by the Board is given below:

Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting and the criteria are placed on the Company's website <http://onelifecapital.in>

1. Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
2. Consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
3. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and the Board.
4. Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise.

**REMUNERATION OF DIRECTORS****Executive directors & Non-executive directors**

The Company pays remuneration to Executive Directors by way of salary, perquisites, and allowances based on the recommendations of the Nomination & Remuneration Committee, approval of the Board and the shareholders. Non- Executive Directors of the Company are entitled only to sitting fees for the meeting of the Board of Directors and/or Committee meetings attended by them. No other payment is being made to them.

Detailed information of remuneration paid/payable to Directors during 2017-2018 is provided in an annexure to the Directors' Report in the Form MGT-9, i.e., extract of the Annual Return.

**Pecuniary transactions with non-executive directors**

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

**Criteria of making payments to Non-Executive Directors**

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in)

**SHAREHOLDING OF DIRECTORS**

Information on shares held by Directors in the Company as on 31<sup>st</sup> March 2018 is provided in the annexure to the Directors' Report in section iv (vi) of Form MGT-9, i.e., extract of the Annual Return.

**COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. All business transacted by the Board Committees are placed before the Board for noting. Currently the Board has four Committees:

1. The Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relation Committee and
4. Risk Management Committee.

**A. AUDIT COMMITTEE:****Constitution and composition**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise / exposure. Moreover, the Chairman and members of the Audit Committee have 'accounting or related financial management expertise'.

**Meetings, Attendance details:**

During the Financial Year 2017-2018 Audit Committee met Four times i.e. 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 14<sup>th</sup> February, 2018.

The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

The Quorum of the meeting is either two members or one third of the members of the Committee whichever is greater, with minimum of two independent members present.

The term of reference of these committees are very wide and are in line with the regulatory requirement mandated by the act and part C of the Schedule II of the SEBI Listing Regulation, 2015.

**Composition of the Audit Committee and attendance record of members for 2017-2018:**

Name	Designation	Status	No. of Meetings during the year 2017-2018	
			Held	Attended
Mr. Ram Narayan Gupta	Chairman	Independent Director	4	4
Mr. Amol Shivaji Autade	Member	Independent Director	4	4
Mr. Pandoo Naig	Member	Managing Director & CFO	4	4



**B. NOMINATION AND REMUNERATION COMMITTEE:**

The Board of Directors has constituted the Nomination and Remuneration Committee pursuant to inter-alia, Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015.

**Terms of reference:**

The Committee has inter-alia the following terms of reference:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
2. To carry out evaluation of every Director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To devise a policy on Board diversity;
6. To review the overall compensation policy for Non- Executive Directors and Independent Directors and make appropriate recommendations to the Board of Directors;
7. To make recommendations to the Board of Directors on the increments in the remuneration of the Directors;
8. To assist the Board in developing and evaluating potential candidates for Senior Executive positions and to oversee the development of executive succession plans;
9. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
10. To formulate the Employee Stock Option Scheme (ESOS), decide the terms and conditions, make appropriate recommendations to the Board of Directors and administer and superintend ESOS;
11. To maintain regular contact with the leadership of the Company, including interaction with the Company's human resources department, review of data from the employee survey and regular review of the results of the annual leadership evaluation process; and
12. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The role of the Nomination and Remuneration Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015.

During the year under review, the Committee met 14<sup>th</sup> February, 2018.

**The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the members of the Nomination and Remuneration Committee are given below:**

Name	Designation	Status	No. of Meetings during the year 2017-2018	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent Director	1	1
Mr. Ram Narayan Gupta	Member	Independent Director	1	1
Ms. Sonam Satish Kumar Jain	Member	Independent Director	1	1

**Nomination & Remuneration Policy**

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on <http://onelifecapital.in/pdf/nominationpolicy.pdf>

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013.

The role of the Stakeholders Relationship Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, etc.

In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, 2015, the terms of reference of said Committee as under:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates, etc.
2. To look into matters that can facilitate better security-holders services and relations.

During the year under review, the Committee met on Four times i.e. 30<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017 and 14<sup>th</sup> February, 2018.

**The Composition of the Stakeholders Relationship Committee and the details of meetings attended by the members of the Stakeholders Relationship Committee are given below:**

Name	Designation	Status	No. of Meetings during the year 2017-2018	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent	4	4
Ms. Sonam Satish Kumar Jain	Member	Independent	4	4
Mr. Mahendra Salunke	Member	Independent	4	4

During the year under review, the Company has resolved investor grievances expeditiously. During the year under review, the Company/its Registrar received the following complaints from Stock Exchanges & ROC and queries from the shareholders, which were resolved within the time frame laid down by SEBI:

Investor Complaints	No. of complaints Attended/resolved during 2017-2018
Pending at the beginning of the year	0
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	0

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers/transmissions, issue of share certificates, non-receipt of annual reports, and other allied complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. As on 31<sup>st</sup> March, 2018, no complaint was outstanding.

**Name, Designation and Address of Compliance Officer:**

Ms. Priyanka Rawat

Company Secretary

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)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**D. RISK MANAGEMENT COMMITTEE**

The Board of Directors has constituted Risk Management Committee in order to identify and mitigate risk. The Risk Management Committee meeting was held on 14<sup>th</sup> February, 2018.

The Composition of the Risk Management Committee and the details of meetings attended by the members of the Risk Management Committee are given below:

Name	Designation	Status	No. of Meetings during the year 2017-2018	
			Held	Attended
Mr. Pandoo Prabhakar Naig	Chairman	Managing Director & CFO	1	1
Mr. Ram Narayan Gupta	Member	Independent Director	1	1
Mr. Mahendra Salunke	Member	Independent Director	1	1

The Board of Directors has adopted Risk Management Policy which is posted on the Company's website on <http://www.onlifecapital.in/investorrelations.html>. The roles and responsibilities of the Risk Management Committee shall be such as may be stated in the Risk Management Policy.

**SUBSIDIARY COMPANIES:**

The Company has Seven subsidiaries viz. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited, Eyelid Infrastructure Private Limited, Goodyield Farming Limited, GoodYield Fertilizers and Pesticides Private Limited, Leadline Software and Trading Private Limited and Onelife Ecopower and Engineering Limited.

There are two step Down Subsidiary Companies i.e. Dealmoney Distribution And Advisory Services Private Limited and Dealmoney Commodities Private Limited.

A Policy on 'Material Subsidiaries' pursuant to Regulation 16 (c) of Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 had been formulated by the Board. Provisions to the extent applicable under the SEBI Listing Regulations, 2015 with reference to subsidiary companies were duly complied. The same is placed on the website of the Company and link of the same given below: <http://onlifecapital.in/pdf/materialsubsidiaries.pdf>

During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of each unlisted subsidiary company to the extent applicable. A statement of all significant transactions and arrangements entered into by these subsidiary companies, as applicable, was regularly placed before the Board.

**Subsidiary Companies' Monitoring Framework:**

The Company monitors performance of subsidiary companies, inter alia, by the following means; atleast one independent director of the Company is a Director on the Board of each Material Subsidiary of the Company. Financial statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee. Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly. A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

**RELATED PARTY TRANSACTIONS:**

Particulars of contracts or arrangements with Related parties as required Section 188 of the Companies Act, 2013 is given in **Form AOC- 2** pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure [E]" to the Boards Report.

A Policy on materiality of RPTs and also on dealing with RPTs has been formulated by the Board and the same is placed on website of the Company i.e. <http://onlifecapital.in/pdf/related-party-transaction-policy.pdf>

**WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

Pursuant to section 177(9) of the Companies Act, 2013 and regulation 22 of the SEBI Listing Regulations, 2015 Company is require to formulate the Whistle Blower Policy/Vigil Mechanism. The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The said Policy is placed on the Company's website <http://onlifecapital.in/pdf/whistle-blower-policy.pdf>.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

**DISCLOSURE OF MATERIAL TRANSACTIONS:**

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

**MEANS OF COMMUNICATION:**

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website. The Quarterly results of the Company are regularly submitted to the Stock Exchange where the shares of the Company are listed. Subsequently the results are also published in the English Newspaper "Business Standard" and Regional Newspaper "Mumbai Lakshadweep"

The Company has its own website [www.onelifecapital.in](http://www.onelifecapital.in) which contains all important public domain information. The website contains information as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015, including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern, etc.

**GENERAL BODY MEETINGS:****a. Annual General Meeting (AGM):**

The particulars of Annual General Meeting held during the last three years are as follows:

Year	Date	Time	Venue
2016-2017	27 <sup>th</sup> September, 2017	10.00 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai – 400020
2015-2016	30 <sup>th</sup> September, 2016	10.30 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai – 400020
2014-2015	30 <sup>th</sup> September, 2015	10.30 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai – 400020

**Extraordinary General Meeting (EGM):**

No Extraordinary General Meeting of the Members was held during the year 2017-2018.

**b. Details of Special Resolutions passed in previous three Annual General Meetings:**

Details of AGM	Date and time of AGM	Details of special resolutions(s) passed at the Annual General Meetings, if any
10 <sup>th</sup> AGM	27 <sup>th</sup> September, 2017 at 10.00 a.m.	None
9 <sup>th</sup> AGM	30 <sup>th</sup> September, 2016 at 10.30 a.m.	Approval for Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as a Chairman of the Company
8 <sup>th</sup> AGM	30 <sup>th</sup> September, 2015 at 10.30 a.m.	1. Approval of Related Party Transaction 2. Approval of borrowing limits of the Company 3. Approval for Creation of mortgage/charge on the assets of the Company:

During the year Company has passed the Special Resolution by the way of postal ballot for approval for shifting of registered office outside the local limit of the city, notice dated 14<sup>th</sup> November, 2017 and result of the same is announced on 20<sup>th</sup> December, 2017. Person who conducted the Postal Ballot: Mr. Mukesh Shiroya, Proprietor, Practising Company Secretary. Procedure for Postal Ballot: as per instruction mention in the Postal Ballot notice.

**5. DISCLOSURES:****Disclosure of accounting treatment in preparation of financial statements:**

The Company has followed prescribed accounting standards including AS-18 (which is recommendatory one) as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.**

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

**Compliance Certificate**

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

**Report on Corporate Governance**

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2017-2018. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

**Certificate on Corporate Governance**

The Company has obtained the certificate regarding compliance with the provisions relating to Corporate Governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

**Compliance of mandatory and non-mandatory Requirements****1. Mandatory**

The Company has complied with the mandatory requirements of the SEBI Listing Regulations, 2015.

**2. Discretionary**

The Company has also complied with the discretionary requirements as under:

**The Board:**

Since the Company has an executive Chairman, the requirement regarding non-executive Chairman is not applicable to the Company.

**Separate posts of Chairperson and Chief Executive Officer**

The Company has appointed separate persons to the post of Chairman and Managing Director.

**Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

**GENERAL SHAREHOLDERS' INFORMATION:**

<b>Annual General Meeting</b>	29 <sup>th</sup> August, 2018
<b>Financial Year</b>	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
<b>Date of Book Closure</b>	23 <sup>rd</sup> August, 2018 to 29 <sup>th</sup> August, 2018 (Both days inclusive)
<b>Listing on Stock Exchanges (Equity Shares)</b>	1. BSE Limited 2. National Stock Exchange of India Limited The Company has paid the listing fees to the Stock Exchanges.
<b>Stock Code (Equity)</b>	BSE-533632 NSE -ONELIFECAP
<b>CIN</b>	L74140MH2007PLC173660

**Financial Reporting for 2018-19**

Results for First Quarter	On or before 14 <sup>th</sup> August 2018
Results for Second Quarter	On or before 14 <sup>th</sup> November 2018
Results for Third Quarter	On or before 14 <sup>th</sup> February 2019
Results for Fourth Quarter and Annual	On or before 30 <sup>th</sup> May 2019
Annual General Meeting for the year ended 31 <sup>st</sup> March 2019	On or before 30 <sup>th</sup> September, 2019

**Dates of Book Closure**

The register of members and share transfer books of the Company will remain closed from 23<sup>rd</sup> August, 2018 to 29<sup>th</sup> August, 2018 (both days inclusive).

**Share Transfer Agent**

The Company has appointed Karvy Computershare Pvt. Ltd. as its share transfer agent and accordingly, processing of share transfer/dematerialization/dematerialization and allied activities was outsourced to Karvy Computershare Pvt. Ltd., Hyderabad (Karvy).

All physical transfers, transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants, etc. as well as requests for dematerialization/dematerialization are being Processed in periodical cycles at Karvy. The work related to dematerialization/dematerialization is handled by Karvy through connectivity with NSDL and CDSL.

<b>Registrar and Share Transfer Agent</b>	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 <b>Contact Details:</b> +91 40 6716 2222 <b>Fax number:</b> +91 40 2342 0814 <b>E-mail:</b> onelifecapital.ris@karvy.com <b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>
<b>Share Transfer System</b>	Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects.

**Market information:**

Market Price Data: High low during each month in last financial year.

BSE HIGH AND LOW PRICE AS ON APRIL'2017 -MARCH'2018					BSE SENSEX		
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
APR'2017	28.30	33.85	24.05	25.50	30,184.22	29,241.48	29,918.40
MAY'2017	24.50	25.35	21.75	22.95	31,255.28	29,804.12	31,145.80
JUNE'2017	22.60	26.45	20.70	21.20	31,522.87	30,680.66	30,921.61
JULY'2017	22.70	23.95	20.70	21.20	32,672.66	31,017.11	32,514.94
AUG'2017	21.50	29.00	20.10	22.50	32,686.48	31,128.02	31,730.49
SEP'2017	23.95	30.90	22.00	24.45	32,524.11	31,081.83	31,283.72
OCT'2017	24.50	35.50	23.30	28.30	33,340.17	31,440.48	33,213.13
NOV'2017	27.70	29.65	25.20	27.95	33,865.95	32,683.59	33,149.35
DEC'2017	27.95	28.50	24.65	26.30	34,137.97	32,565.16	34,056.83
JAN'2018	26.70	28.50	25.80	27.75	36,443.98	33,703.37	35,965.02
FEB'2018	27.00	29.40	24.20	24.40	36,256.83	33,482.81	34,184.04
MAR'2018	24.05	24.95	19.20	19.30	34,278.63	32,483.84	32,968.68

NSE HIGH AND LOW PRICE AS ON APRIL'2017 -MARCH'2018					S & P CNX Nifty		
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
APR'2017	28.00	33.80	23.70	25.05	9342.65	9282.25	9304.05
MAY'2017	24.55	25.35	21.05	22.70	9637.75	9547.70	9604.90
JUNE'2017	22.50	26.50	20.50	21.15	9535.80	9448.75	9520.90
JULY'2017	21.00	24.10	20.70	21.15	10085.90	10016.95	10077.10
AUG'2017	21.15	30.80	20.10	22.70	9925.1	9856.95	9917.9
SEP'2017	23.65	32.00	22.10	24.40	9854	9775.35	9788.6
OCT'2017	25.00	35.90	23.55	28.15	10367.7	10323.95	10335.3
NOV'2017	28.15	29.50	25.00	27.50	10332.7	10211.25	10226.55
DEC'2017	26.55	28.50	24.25	26.35	10538.7	10488.65	10530.7
JAN'2018	26.80	28.50	25.25	27.10	11058.5	10979.3	11027.7
FEB'2018	27.90	29.75	23.65	24.55	10535.5	10461.55	10492.85
MAR'2018	24.10	24.85	19.20	19.20	10158.35	10096.9	10113.7

<b>Distribution schedule of the Shareholding as on 31<sup>st</sup> March 2018:</b>				
<b>DESCRIPTION</b>	<b>No. of shareholders</b>	<b>% of shareholders</b>	<b>Number of shares</b>	<b>% Amount</b>
LESS THAN 500	3834	77.30	5572380.00	4.17
500 - 1000	529	10.67	4397380.00	3.29
1001 - 2000	290	5.85	4344680.00	3.25
2001 - 3000	102	2.06	2617160.00	1.96
3001 - 4000	57	1.15	2017200.00	1.51
4001 - 5000	41	0.83	1895070.00	1.42
5001 - 10000	67	1.35	4857470.00	3.64
10001 AND ABOVE	40	0.81	107898660.00	80.76
<b>TOTAL</b>	<b>4960</b>	<b>100.00</b>	<b>133600000.00</b>	<b>100.00</b>

**Shareholding Pattern as on 31<sup>st</sup> March 2018:**

<b>Category</b>	<b>No. of shares</b>	<b>Shareholding %</b>
<b>(A) Shareholding of Promoter and Promoter Group</b>		
(1) Indian Individuals/Hindu Undivided Family	9960000	74.55
<b>Sub Total (A)</b>	<b>9960000</b>	<b>74.55</b>
<b>1. (B) Public Shareholding</b>		
<b>2. (1) Institutions</b>	0	0
Foreign Institutional Investors	0	0
Financial Institutions/Banks		
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>
<b>(2) Public Shareholding (Non-Institutions)</b>		
: Bodies Corporate	352098	2.64
: Individual shareholders holding nominal share capital up to Rs. 2 lakh	2539641	19.01
: Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	407488	3.05
: NBFCs registered with RBI	700	0.01
: Non- Resident Indians	50286	0.38
: Clearing Member	46727	0.35
: Non-resident Indian Non-repatriable	3060	0.01
<b>Sub-Total (B)(2)</b>	<b>3400000</b>	<b>25.45</b>
<b>Total B (B1+B2)</b>	<b>3400000</b>	<b>25.45</b>
<b>TOTAL (A+B)</b>	<b>13360000</b>	<b>100</b>

**Dematerialization of Shares:**

The Equity Shares of the Company are to be traded compulsorily in Dematerialised form. About 99.99% of paid-up Equity Capital has been dematerialized as on 31<sup>st</sup> March, 2018 and the rest is in physical form.

The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for this purpose.

**ISIN number for NSDL & CDSL: INE912L01015**

Shares held in Demat and Physical mode as at 31<sup>st</sup> March, 2018 are as follows:

Particulars	No. of Share	Percentage (%) of Total Shares
Physical Segment	2	0.00001
Demat Segment	13359998	99.99999
NSDL	11951316	89.46
CDSL	1408682	10.54
<b>Total</b>	<b>13360000</b>	<b>100.0000</b>

<b>Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity</b>	The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments.
<b>Address for correspondence</b>	Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604

#### SHAREHOLDERS' AND INVESTORS' GRIEVANCES

The Board of Directors of the Company currently has a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders on various matters. Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during the period under review related to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report, non-receipt of transferred shares and change of address and/or bank particulars. As on 31<sup>st</sup> March 2018, there were no pending issues to be addressed or resolved.

Designated email address for the investor complaints is [redressal@onelifecapital.in](mailto:redressal@onelifecapital.in).

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**T.K.P Naig  
Executive Chairman  
DIN No. 00716975**

#### Registered Office:

Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra

**CIN:** L74140MH2007PLC173660

**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

**Fax:** 022- 41842228

**Place:** Thane

**Date:** 17<sup>th</sup> April, 2018



**DECLARATION BY CHIEF EXECUTIVE OFFICER OR MANAGING DIRECTOR**

***[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]***

I, Mr. Pandoo Naig- Managing Director and CFO of Onelife Capital Advisors Limited hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2018.

**For and on behalf of the Board  
ONELIFE CAPITAL ADVISORS LIMITED**

**Pandoo Naig  
Managing Director & CFO  
DIN: 00158221**

**Place: Thane  
Date: 17<sup>th</sup> April, 2018**

**CERTIFICATE OF CORPORATE GOVERNANCE**

**To  
The Members of  
Onelife Capital Advisors Limited**

We have examined the compliance of conditions of the Corporate Governance by **Onelife Capital Advisors Limited** (CIN: L74140MH2007PLC173660) (the Company), for the year ended on 31<sup>st</sup> March 2018, as stipulated under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management we certify that the Company has complied with all the mandatory Requirement of the Corporate Governance as stipulated in the aforesaid listing Agreement/Listing Regulations 2015, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Ajay Kumar**

**Ajay Kumar & Co.  
Company Secretary  
FCS No. 3399  
C.P. No. 2944**

**Place: Thane  
Date: 17<sup>th</sup> April, 2018**

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**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
OF THE COMPANY***[Regulation 17(8)]*

To  
**The Board of Directors**

Onelife Capital Advisors Limited  
Regd. Off: Plot No. A356, Road No. 26,  
Wagle Industrial Estate, MIDC,  
Thane (West) - 400604, Maharashtra  
CIN: L74140MH2007PLC173660

I, Pandoo Naig, Managing Director & CFO of the Onelife Capital Advisors Limited, to the best of my knowledge and belief certify that:

- A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year;
  - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Pandoo Naig**  
**Managing Director & CFO**  
**DIN: 00158221**

**Place: Thane**  
**Date: 17<sup>th</sup> April, 2018**

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,  
ONELIFE CAPITAL ADVISORS LIMITED

### 1 Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

### 2 Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3 Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### 4 Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**5 Other Matters**

- A The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us, and the report for the year ended March 31, 2017 and March 31, 2016 dated August 11, 2017 and August 13, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.
- B Attention is drawn to Note No. 38 regarding the Scheme of Arrangements approved by the Board of Directors for merger of subsidiary companies mentioned therein with the Company with effect from April 01, 2017. The said Schemes are subject to the approval of Shareholders, Creditors, National Company Law Tribunal and other Regulatory Authorities.

Our opinion is not modified in respect of these matters.

**6 Report on Other Legal and Regulatory Requirements**

- (A) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (B) As required by Section 143 (3) of the Act based on our audit, we report that:
- a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
  - e On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i The Company has disclosed the impact, of pending litigations as at March 31, 2018 on its financial position in its standalone Ind AS financial statements – Refer note no. 25 to the standalone Ind AS financial statements;
    - ii As at March 31, 2018, the Company did not have any outstanding long term contracts including derivative contracts for which there were any material foreseeable losses – Refer Note No. 35(a) to the standalone Ind AS financial statements;
    - iii There was no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year - Refer Note No. 35(b) to the standalone Ind AS financial statements; and
    - (iv) The disclosure regarding details of Specified Bank Notes held and transacted during November 08, 2016 to December 30, 2016 has not been made since the requirement does not pertain to financial year ended March 31, 2018.

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

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

Place: Thane  
 Date : 17<sup>th</sup> April, 2018

**Annexure “A” to the Independent Auditors’ Report  
(Referred to in paragraph 6A under ‘Report on Other Legal and Regulatory Requirements’  
section of our report of even date)**

- i a The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- b The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company owns no immovable properties and hence reporting under paragraph 3(i)(c) of the said Order is not applicable.
- ii The Company’s nature of operations does not require it to hold inventories. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- iii According to information and explanations given to us, the Company has granted unsecured loans to three companies (of which two are subsidiary companies) covered in the register maintained under Section 189 of the Act. The Company has not granted any secured / unsecured loans to firms, LLPs or other parties covered in the register maintained under Section 189 of the Act.
- a In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company’s interest.
- b The repayment terms are not stipulated as the loans are repayable on demand and the parties are regular in payment of interest, where applicable. There are no amount which is overdue for more than ninety days.
- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of sections 73 to 76 of the Act or any other provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi According to information and explanations given to us, maintenance of cost records as prescribed by the Central Government under sub section (1) of section 148 of the Act is not applicable as the Company has not done any activity prescribed under the said section.
- vii (a) According to the information and explanations given to us and records examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Service Tax and any other material statutory dues, as applicable to it, with the appropriate authorities.
- (b) According to information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of Customs, duty of Excise, Cess, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or Goods and Service Tax which have not been deposited on account of any dispute, amount involved and the forum where dispute is pending are as under:

(Rs. in Lakhs)

Name of the Statute	Nature of the Dues	Amount Involved *	Amount Paid Under Protest	Period to which the amount relates	Forum where Dispute is pending
Finance Act, 1994 (Service Tax)	Service Tax (Cenvat Credit)	163.34	86.25	Financial Year 2011-12	Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai.
		8.58		Financial Year 2014-15	
	Service Tax (Penalty)	163.34		Financial Year 2011-12	
		0.86		Financial Year 2014-15	

\* Interest amount at applicable rate is not quantified and not included above.

- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and there are no loans or borrowings from bank or Government and the Company has not issued any debentures.
- ix The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- x During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees, has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi According to the information and explanations given to us and the books of accounts verified by us, the Managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of section 197 read with the Schedule V to the Companies Act, 2013.
- xii In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the said Order is not applicable to the Company.
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv According to information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the said Order is not applicable to the Company.
- xv According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into any non-cash transactions for acquisition of assets for consideration other than cash referred to in section 192 of the Act with its directors or persons connected with them.
- xvi According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Place: Thane  
Date : 17<sup>th</sup> April, 2018

**Annexure “B” to the Independent Auditors’ Report  
(Referred to in paragraph 6B(f) under ‘Report on Other Legal and Regulatory  
Requirements’ section of our report of even date)  
Report on the Internal Financial Controls Over Financial Reporting under Clause (i)  
of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)**

We have audited the internal financial controls over financial reporting of **ONELIFE CAPITAL ADVISORS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India and the Standards on Auditing as specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal controls stated in the Guidance Note.

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

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

Place: Thane  
Date : 17<sup>th</sup> April, 2018



**BALANCE SHEET AS AT MARCH 31, 2018**

PARTICULARS	Note No.	₹ in Lakhs		
		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
(a) Property, Plant and equipment	5	179.10	226.37	394.58
(b) Capital work-in-progress		84.14	-	-
(c) Financial assets				
(i) Investments	6	1,693.61	1,670.61	1,342.06
(ii) Loans	7	2,290.00	2,509.48	2,606.11
(d) Other non-current assets	8	234.65	-	-
<b>Total Non-current assets</b>		<b>4,481.50</b>	<b>4,406.46</b>	<b>4,342.75</b>
<b>(2) Current assets</b>				
(a) Financial assets				
(i) Cash and cash equivalents	9	126.59	12.50	22.84
(ii) Loans	10	1,105.59	-	538.06
(iii) Other financial assets	11	-	214.00	-
(b) Other current assets	12	10.40	35.58	4.81
<b>Total Current assets</b>		<b>1,242.58</b>	<b>262.08</b>	<b>565.71</b>
<b>TOTAL - ASSETS</b>		<b>5,724.08</b>	<b>4,668.54</b>	<b>4,908.46</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity share capital	13	1,336.00	1,336.00	1,336.00
(b) Other equity	14	3,228.25	3,217.98	3,467.29
		<b>4,564.25</b>	<b>4,553.98</b>	<b>4,803.29</b>
<b>LIABILITIES</b>				
<b>(1) Non-current liabilities</b>				
(a) Financial liabilities				
Borrowings	15	18.03	29.11	38.99
(b) Provisions	16	1.71	2.43	3.05
<b>Total Non-current liabilities</b>		<b>19.74</b>	<b>31.54</b>	<b>42.04</b>
<b>(2) Current liabilities</b>				
(a) Financial liabilities				
Borrowings	17	1,111.58	54.50	-
(b) Other current liabilities	18	26.01	26.29	59.00
(c) Provisions	19	2.50	2.23	4.13
<b>Total Current liabilities</b>		<b>1,140.09</b>	<b>83.02</b>	<b>63.13</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>5,724.08</b>	<b>4,668.54</b>	<b>4,908.46</b>

Corporate Information 1  
 Significant Accounting Policies 2  
 The accompanying Notes form an integral part of the Standalone Financial Statements 5 to 45

As per our report of even date  
 For Khandelwal Jain & Co  
 Chartered Accountants  
 Firm Registration No: - 105049W

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

(S. S. Shah)  
 Partner  
 Membership No: - 033632

Pandoo Naig  
 Managing Director & Chief Financial Officer  
 DIN No.: 00158221

TKP Naig  
 Executive Chairman  
 DIN No.: 00716975

Place : Thane  
 Date : 17th April, 2018

Priyanka Rawat  
 Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No.	₹ in Lakhs	
		Year ended March 31, 2018	Year ended March 31, 2017
<b>INCOME</b>			
Revenue from operations	20	210.00	36.71
Other income	21	6.58	34.18
<b>Total revenue</b>		<b>216.58</b>	<b>70.89</b>
<b>EXPENSES</b>			
Employee benefits expense	22	58.38	50.72
Finance costs	23	4.31	5.62
Depreciation and amortisation expense	5	50.02	168.68
Other expenses	24	94.99	82.40
<b>Total expenses</b>		<b>207.70</b>	<b>307.42</b>
<b>Profit / (Loss) before Exceptional Items and tax</b>		<b>8.88</b>	<b>(236.53)</b>
Exceptional Items		-	(16.80)
<b>Profit / (Loss) before Tax</b>		<b>8.88</b>	<b>(253.33)</b>
<b>Tax expense</b>			
a) Current tax	44	-	-
b) Deferred tax	40	-	-
<b>Profit / (Loss) for the year</b>		<b>8.88</b>	<b>(253.33)</b>
<b>Other Comprehensive income</b>			
<b>(a) (i) Items that will not be reclassified to Profit or Loss</b>			
Re-measurement of defined benefit plans		1.40	4.03
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>(b) (i) Items that will be reclassified to Profit or Loss</b>			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive income for the year</b>		<b>1.40</b>	<b>4.03</b>
<b>Total Comprehensive income / (loss) for the year</b>		<b>10.28</b>	<b>(249.30)</b>
<b>Earnings per equity share</b>	30		
Basic and Diluted		0.08	(1.87)
<b>Significant Accounting Policies</b>	2		
<b>The accompanying Notes form an integral part of the Standalone 5 to 45 Financial Statements</b>			

As per our report of even date

For Khandelwal Jain &amp; Co

Chartered Accountants

Firm Registration No: - 105049W

For and on behalf of the board of Directors of

Onelife Capital Advisors Limited

(S. S. Shah)

Partner

Membership No: - 033632

Pandoo Naig

Managing Director &amp; Chief Financial Officer

DIN No.: 00158221

TKP Naig

Executive Chairman

DIN No.: 00716975

Place : Thane

Date : 17th April, 2018

Priyanka Rawat

Company Secretary

### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Year ended March 31, 2018	₹ in Lakhs Year ended March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit / (Loss) before tax and extraordinary items</b>	<b>8.88</b>	<b>(236.53)</b>
<b>Adjustments for:</b>		
Depreciation and Amortisation Expense	50.02	168.68
Interest Paid	4.31	5.04
Interest Income	(6.58)	(33.46)
<b>Operating Profit / (Loss) before working capital changes</b>	<b>56.63</b>	<b>(96.27)</b>
<b>Adjustments for:</b>		
(Increase) / Decrease in Current and Non-Current Assets	198.98	(27.31)
Increase / (Decrease) in Current and Non-Current Liabilities	(0.73)	(35.23)
<b>Cash generated from / used in operations</b>	<b>254.88</b>	<b>(158.81)</b>
Direct Taxes paid (net of refunds received)	-	(6.83)
Extraordinary items	1.40	4.03
Penalty	-	(16.80)
<b>Net cash from / (used in) operating activities</b>	<b>[A] 256.28</b>	<b>(178.41)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant and equipment	(61.87)	(0.47)
Investment in Subsidiaries	(23.00)	(328.55)
Loan (given) / repaid (net) - Subsidiaries	(976.31)	424.05
Loan given to others	(129.28)	-
Interest received	6.58	33.46
<b>Net cash (used in) / from investing activities</b>	<b>[B] (1,183.88)</b>	<b>128.49</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Borrowings	1,046.00	44.62
Interest Paid	(4.31)	(5.04)
<b>Net cash from financing activities</b>	<b>[C] 1,041.69</b>	<b>39.58</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>[A+B+C] 114.09</b>	<b>(10.34)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>12.50</b>	<b>22.84</b>
<b>Cash and Cash Equivalents at the end of the year (Refer Note No. 9)</b>	<b>126.59</b>	<b>12.50</b>

**Notes:**

- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.
- Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress (including Capital Advances) during the year.

**Significant Accounting Policies**

2

The accompanying Notes form an integral part of the Standalone Financial Statements 5 to 45

As per our report of even date

For Khandelwal Jain &amp; Co

Chartered Accountants

Firm Registration No: - 105049W

For and on behalf of the board of Directors of

Onelife Capital Advisors Limited

(S. S. Shah)

Partner

Membership No: - 033632

Pandoo Naig

Managing Director &amp; Chief Financial Officer

DIN No.: 00158221

TKP Naig

Executive Chairman

DIN No.: 00716975

Place : Thane

Date : 17th April, 2018

Priyanka Rawat

Company Secretary

### Statement of changes in Equity for the year ended March 31, 2018

## A) Equity Share Capital

₹ in Lakhs

Particulars	Amount
<b>As at April 1, 2016</b>	<b>1,336.00</b>
Changes in equity share capital	-
<b>As at March 31, 2017</b>	<b>1,336.00</b>
Changes in equity share capital	-
<b>As at March 31, 2018</b>	<b>1,336.00</b>

## B) Other Equity

Particulars	Reserve and Surplus		Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings		
<b>As at April 01, 2016</b>	<b>3,624.35</b>	<b>(157.07)</b>		<b>3,467.28</b>
Profit for the year	-	(253.33)	-	(253.33)
Other comprehensive income for the year - Re-measurement of defined benefit plans	-	4.03		4.03
<b>As at March 31, 2017</b>	<b>3,624.35</b>	<b>(406.37)</b>	-	<b>3,217.98</b>
Profit for the year		8.88		<b>8.88</b>
Other comprehensive income for the year - Re-measurement of defined benefit plans		1.40	-	<b>1.40</b>
<b>As at March 31, 2018</b>	<b>3,624.35</b>	<b>(396.10)</b>	-	<b>3,228.25</b>

The Description of the nature and purpose of each reserve within equity is as follows:

**Securities Premium Reserve:**

Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc

**Significant Accounting Policies**

2

The accompanying Notes form an integral part of the Consolidated Financial Statements

5 to 45

As per our report of even date

For Khandelwal Jain &amp; Co

Chartered Accountants

Firm Registration No: - 105049W

For and on behalf of the board of Directors of

Onelife Capital Advisors Limited

(S. S. Shah)

Partner

Membership No: - 033632

Pandoo Naig

Managing Director &amp; Chief Financial Officer

DIN No.: 00158221

TKP Naig

Executive Chairman

DIN No.: 00716975

Place : Thane

Date : 17th April, 2018

Priyanka Rawat

Company Secretary

**1 Corporate information**

Onelife Capital Advisors Limited (“the Company”) is a listed entity incorporated in India. The Company advises companies on fund raising as well as acquisition financing and structuring the deal to maximize value for all its stakeholders.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

**2 Significant accounting policies****I Basis of preparation****i Compliance with Ind AS**

In accordance with the notification ***dated February 16, 2015***, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016.

The Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. These are the Company’s first Ind AS Financial Statements. The date of transition to Ind AS is April 01, 2016. Refer Note No. 4 for details of First-time adoption - mandatory exceptions and optional exemptions availed by the Company.

Up to the year ended March 31, 2017, the Company had prepared the Financial Statements under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (Previous GAAP) applicable in India and the applicable Accounting Standards as prescribed under the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

In accordance with Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), the Company has presented a reconciliation of Shareholders’ equity under Previous GAAP and Ind AS as at March 31, 2017, and April 01, 2016 and of the Net Loss as per previous GAAP and Total Comprehensive Loss under Ind AS for the year ended March 31, 2017.

**ii Historical Cost Convention**

The Financial Statements have been prepared on the historical cost basis except for the followings:

- certain financial assets and liabilities and contingent consideration that is measured at fair value;
- assets held for sale measured at fair value less cost to sell;
- defined benefit plans plan assets measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The Financial Statements are presented in Indian Rupees in Lakhs and all values are rounded to the nearest in two decimal point except where otherwise stated.

**II Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- a Expected to be realized or intended to be sold or consumed in normal operating cycle
- b Held primarily for the purpose of trading, or
- c Expected to be realized within twelve months after the reporting year other than for (a ) above, or
- d Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is current when:

- a It is expected to be settled in normal operating cycle
- b It is held primarily for the purpose of trading
- c It is due to be settled within twelve months after the reporting year other than for (a ) above, or
- d There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

All other liabilities are classified as non-current.

**III Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

- **Level 1 — Quoted (unadjusted)**

This hierarchy includes financial instruments measured using quoted prices.

- **Level 2**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a quoted prices for similar assets or liabilities in active markets.
- b quoted prices for identical or similar assets or liabilities in markets that are not active.
- c inputs other than quoted prices that are observable for the asset or liability.
- d Market – corroborated inputs.

- **Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**IV Non-current assets held for sale**

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

**V Property Plant and Equipment**

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

For transition to Ind AS, the Company has elected to continue with the carrying value of its Property, Plant and Equipment (PPE) recognized as of April 01, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of recoverable taxes) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It include professional fees and borrowing costs for qualifying assets.

Significant Parts of an item of PPE (including major inspections) having different useful lives and material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided for on straight line method on the basis of useful life.

The useful life of property, plant and equipment are as follows:-

Asset Class	Useful Life in years
Vehicles	8
Office Equipments	5
Computers & Printers	3
Air Conditioners	5
Furniture & Fixtures	10

On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

**VI Intangible Assets**

For transition to Ind AS, the Company has elected to continue with the carrying value of intangible assets recognized as of April 01, 2016 (transition date) measured as per the Previous GAAP and use that carrying value as its deemed cost as on the transition date.

Intangible assets are stated at cost (net of recoverable taxes) less accumulated amortization and impairment loss. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Depreciation on subsequent expenditure on intangible assets arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

**VII Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

**i Financial assets**

**a Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**b Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- **Financial Assets at amortized cost**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets and equity instruments at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

- **Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

- **Cash and Cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**c Investments in subsidiaries, Associates and Joint Ventures**

The Company has accounted for its subsidiaries, Associates and Joint Ventures at cost

**d De-recognition**

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**e Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL), simplified model approach for measurement and recognition of Impairment loss on Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income / expense in the statement of Profit and Loss.

**ii Financial liabilities**

**a Classification as debt or equity**

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.



**b Initial recognition and measurement**

Financial liabilities are recognized when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss.

**c Subsequent measurement**

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

- **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

- **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

**d De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**VIII Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

**IX Revenue recognition**

- **Sale of Services**

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

- **Interest income**

Interest income from a financial asset is recognised using effective interest rate method.

**X CENVAT / Value Added Tax / Goods and Service Tax**

CENVAT / Value Added Tax / Goods and Service Tax benefit is accounted for by reducing the purchase cost of the materials/ fixed assets/services.

**XI Leases*****As a lessee***

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

***As a lessor***

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

**XII Foreign currency transactions**

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the profit and loss account as income or expense.

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.

**XIII Employee Benefits****i Short term employee benefits:-**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii Long-Term employee benefits**

Compensated expenses which are not expected to occur within twelve months after the end of year in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

**iii Post-employment obligations****a Defined contribution plans**

The Company is not covered under the Employees State Insurance Act and the Provident Fund Act.

**b Defined benefit plans****Gratuity**

The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits

“ The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity is recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. These are accounted either as current employee cost or included in cost of assets as permitted.

**Leave Encashment**

As per the Company’s policy, leave earned during the year do not carry forward, they lapse if the current period’s entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement during service.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**Termination benefits**

Termination benefits are recognized as an expense in the year in which they are incurred.

**XIV Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

**XV Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

**XVI Cash Flow Statement**

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

**XVII Earnings per share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**XVIII Income taxes**

The income tax expense or credit for the year is the tax payable on the current year’s taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting year and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### **XIX Critical accounting estimates and judgments**

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- i Useful life of tangible asset refer Note No. 2 (V)
- ii Useful life of intangible asset refer Note No. 2 (VI)
- iii Impairment of financial assets refer Note No. 2 (VII)(i)(e)
- iv Impairment of non – financial assets refer Note No. 2 (VIII)
- v Provisions, Contingent Liabilities and Contingent Assets refer Note No. 2 (XV)

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

### **3 Recent Accounting Pronouncements**

#### **Application of new and revised Ind ASs**

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 01, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

The Company is evaluating the impact of these pronouncements on the financial statements.

#### **Ind AS 115 – Revenue from Contracts with Customers**

On March 28, 2018, Ministry of Corporate Affairs (“MCA”) has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach – Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch-up approach). The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 01, 2018.

The Company is in the process of making an assessment of the impact of Ind AS 115 upon initial application.

#### **Appendix B to Ind AS 21, Foreign currency transactions and advance consideration**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

#### **4 Overall Principles:**

The Company has prepared the opening balance sheet as per Ind AS as of April 01, 2016 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying certain items from Previous GAAP to Ind AS as required under the Ind AS, and applying Ind AS in the measurement of recognized assets and liabilities. However, this principle is subject to certain mandatory exceptions and certain optional exemptions availed by the Company as detailed below:

##### **First time adoption of Ind AS**

The accounting policies set out in Note No. 2 have been applied in preparing the financial statements for the year ended March 31, 2018 and March 31, 2017.

##### **Exemptions and exceptions availed**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS as at the transition date, i.e. April 01, 2016.

#### **I Ind AS optional exemptions**

##### **i Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the Previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and Investment Property covered by Ind AS 40 Investment Properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their Previous GAAP carrying value.

##### **ii Designation of previously recognized financial instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS.

The Company has elected to apply this exemption for its investment in equity instruments.

##### **iii Leases**

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The Company has elected to apply this exemption for such contracts / arrangements.

**iv Impairment of financial assets**

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**v Investments in subsidiaries, Associates and Joint Ventures**

The Company has elected to measure investment in subsidiaries, Associates and Joint Ventures at cost.

**II Ind AS mandatory exceptions****i Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made in for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

**ii Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, classification and measurement of financial asset has been based on the facts and circumstances that exist at the date of transition to Ind AS.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

Note No.	Particulars	₹ in Lakhs						Total
		Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Computers & Printers	Air Conditioners	
5	<b>Property, Plant and equipment</b>							
	<b>Gross carrying value as at April 01, 2016 (Deemed Costs)</b>	317.47	-	74.65	0.33	0.04	2.09	394.58
	Additions	-	-	-	-	0.47	-	0.47
	Deletions	-	-	-	-	-	-	-
	<b>Gross carrying value as at March 31, 2017</b>	<u>317.47</u>	<u>-</u>	<u>74.65</u>	<u>0.33</u>	<u>0.51</u>	<u>2.09</u>	<u>395.05</u>
	Additions	-	0.47	-	1.75	-	0.51	2.73
	Deletions	-	-	-	-	-	-	-
	<b>Gross carrying value as at March 31, 2018</b>	<u>317.47</u>	<u>0.47</u>	<u>74.65</u>	<u>2.08</u>	<u>0.51</u>	<u>2.60</u>	<u>397.78</u>
	<b>Accumulated depreciation as at April 01, 2016 (Deemed Costs)</b>	-	-	-	-	-	-	-
	Depreciation for the year	158.73	-	9.36	0.09	0.07	0.42	168.68
	Accumulated depreciation on deletion	-	-	-	-	-	-	-
	<b>Accumulated depreciation as at March 31, 2017</b>	<u>158.73</u>	<u>-</u>	<u>9.36</u>	<u>0.09</u>	<u>0.07</u>	<u>0.42</u>	<u>168.68</u>
	Depreciation for the year	39.68	0.03	9.36	0.31	0.15	0.49	50.02
	Accumulated depreciation on deletion	-	-	-	-	-	-	-
	<b>Accumulated depreciation as at March 31, 2018</b>	<u>198.41</u>	<u>0.03</u>	<u>18.72</u>	<u>0.40</u>	<u>0.22</u>	<u>0.91</u>	<u>218.70</u>
	<b>Carrying Value as at March 31, 2016 (Deemed Costs)</b>	<u>317.47</u>	<u>-</u>	<u>74.65</u>	<u>0.33</u>	<u>0.04</u>	<u>2.09</u>	<u>394.58</u>
	<b>Carrying Value as at March 31, 2017</b>	<u>158.74</u>	<u>-</u>	<u>65.29</u>	<u>0.24</u>	<u>0.44</u>	<u>1.66</u>	<u>226.37</u>
	<b>Carrying Value as at March 31, 2018</b>	<u>119.06</u>	<u>0.44</u>	<u>55.93</u>	<u>1.68</u>	<u>0.29</u>	<u>1.69</u>	<u>179.10</u>

Note No.	Particulars	Face Value	₹ in Lakhs					
			As at March 31, 2018 (Numbers)	As at March 31, 2017 (Numbers)	As at April 01, 2016 (Numbers)			
<b>6</b>	<b>NON - CURRENT INVESTMENTS UNQUOTED</b>							
	<b>In Equity Instruments (Fully Paid-up) In Subsidiaries</b>							
	Onelife Gas Energy & Infrastructure Pvt. Ltd.	10	12,526,700	608.96	12,526,700	608.96	6,352,500	300.25
	Eyelid Infrastructure Pvt. Ltd.	10	100,000	900.00	100,000	900.00	100,000	900.00
	Purple India Holding Ltd.	10	1,400,000	140.38	1,400,000	140.38	1,400,000	140.38
	GoodYield Farming Ltd.	10	188,400	18.84	188,400	18.84	NIL	-
	Goodyield Fertilizers & Pesticides Pvt. Ltd.	10	10,000	1.00	10,000	1.00	NIL	-
	Leadline Software & Trading Pvt. Ltd.	10	194,300	19.43	NIL	-	NIL	-
	Onelife Ecopower & Engennering Ltd.	10	50,000	5.00	7,143	0.72	7,143	0.72
	Onelife Agrifoods Ltd.	10	NIL	-	7,143	0.71	7,143	0.71
	<b>Total Non Current Investments</b>		<b>1,693.61</b>		<b>1,670.61</b>		<b>1,342.06</b>	
	Aggregate Amount of Unquoted Investments		1,693.61		1,670.61		1,342.06	
	Aggregate amount of impairment in value of investments		-		-		-	
	<b>Particulars</b>		<b>As at March 31, 2018</b>		<b>As at March 31, 2017</b>		<b>As at April 01, 2016</b>	
<b>7</b>	<b>NON - CURRENT LOANS</b>							
	Deposits		-		1.10		1.10	
	Advance Service Tax		-		86.25		86.25	
	Cenvat credit		-		6.53		-	
	Advance Income tax (net of provision)		-		125.60		118.76	
	<b>Loan and Advances to related parties (for Strategic Investments)</b>							
	Subsidiary Companies - Loans given to Purple India Holding Limited (Maximum amount outstanding during the year ₹ 2,290 lakhs (31st March, 2017 - ₹ 2,290 Lakhs, 01st April, 2016 - ₹ 2,400 Lakhs))				2,290.00		2,290.00	
	<b>Total</b>		<b>2,290.00</b>		<b>2,509.48</b>		<b>2,606.11</b>	
<b>8</b>	<b>OTHER NON - CURRENT ASSETS</b>							
	Deposits		1.12		-		-	
	Advance Service Tax		86.25		-		-	
	Advance Tax including TDS (net of provision for Tax)		147.28		-		-	
	<b>Total</b>		<b>234.65</b>		<b>-</b>		<b>-</b>	
<b>9</b>	<b>CASH AND CASH EQUIVALANTS</b>							
	<b>Balances with Banks</b>							
	In Current Accounts		125.34		6.92		12.19	
	Cash on hand		1.25		5.58		10.65	
	<b>Total</b>		<b>126.59</b>		<b>12.50</b>		<b>22.84</b>	



Particulars	₹ in Lakhs					
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016			
<b>10 CURRENT LOANS</b>						
<b>(Unsecured, considered good)</b>						
<b>Loans to related parties</b>						
<b>Subsidiary Companies - Loan given to</b>						
Purple India Holding Limited (Maximum amount outstanding during the year ₹ 923.31 Lakhs (31st March, 2017 - ₹ 304.00 lakhs, 01st April, 2016 - ₹ 115.00 Lakhs))	923.31	-	-			
Onelife Gas and Energy Infrastructure Limited (Maximum amount outstanding during the year ₹ 594.11 Lakhs (31st March, 2017 - ₹ 942.18 Lakhs, 01st April 2016 - 594.11))	-	-	528.06			
Eyelid Infrastructure Private Limited (Maximum amount outstanding during the year ₹ 53.00 Lakhs (31st March, 2017 - NIL, 01st April, 2016 - NIL))	53.00	-	-			
<b>Others - Loan given to Scandent Imaging Limited</b>	129.28	-	-			
Other Loans	-	-	10.00			
<b>Total</b>	<b>1,105.59</b>	<b>-</b>	<b>538.06</b>			
<b>11 OTHER CURRENT FINANCIAL ASSETS</b>						
Others	-	214.00	-			
<b>Total</b>	<b>-</b>	<b>214.00</b>	<b>-</b>			
<b>12 OTHER CURRENT ASSETS</b>						
Advances Towards Purchase of Property	10.00	10.00	-			
Other Assets	0.40	25.58	4.81			
<b>Total</b>	<b>10.40</b>	<b>35.58</b>	<b>4.81</b>			
<b>13 EQUITY SHARE CAPITAL</b>						
<b>Authorised</b>						
15,010,000 (31st March, 2017 - 15,010,000, 01st April, 2016 - 15,010,000) Equity Shares of ₹ 10/- each	1,501.00	1,501.00	1,501.00			
<b>Total</b>	<b>1,501.00</b>	<b>1,501.00</b>	<b>1,501.00</b>			
<b>Issued, Subscribed and Paid-up</b>						
<b>Equity Shares</b>						
13,360,000 (31st March, 2017 - 13,360,000, 01st April, 2016 - 13,360,000) Equity Shares of ₹ 10/- each fully paid up	1,336.00	1,336.00	1,336.00			
<b>Total</b>	<b>1,336.00</b>	<b>1,336.00</b>	<b>1,336.00</b>			
<b>Particulars</b>	<b>As at March 31, 2018</b>		<b>As at March 31, 2017</b>		<b>As at April 01, 2016</b>	
	<b>Numbers</b>	<b>₹ in Lakhs</b>	<b>Numbers</b>	<b>₹ in Lakhs</b>	<b>Numbers</b>	<b>₹ in Lakhs</b>
<b>13.1 Reconciliation of Shares</b>						
<b>At the beginning of the year</b>	<b>13,360,000</b>	<b>1,336</b>	<b>13,360,000</b>	<b>1,336</b>	<b>13,360,000</b>	<b>1,336</b>
Issued during the year	-	-	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>13,360,000</b>	<b>1,336</b>	<b>13,360,000</b>	<b>1,336</b>	<b>13,360,000</b>	<b>1,336</b>
<b>13.2 Details of Shareholders holding more than 5% shares in the Company</b>	<b>As at March 31, 2018</b>		<b>As at March 31, 2017</b>		<b>As at April 01, 2016</b>	
	<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>
a. Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%	6,905,000	51.68%
b. Pandoo Naig	3,055,000	22.87%	3,055,000	22.87%	3,055,000	22.87%

**13.3 Rights, Preferences and Restrictions attaching to each class of shares****Equity Shares having a face value of Rs. 10****a As to Dividend: -**

The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.

**b As to Repayment of capital: -**

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.

**c As to Voting: -**

The Company has only one class of shares referred to as equity shares having a face value of ₹ 10. Each holder of the equity share is entitled to one vote per share.

Note No.	Particulars	₹ in Lakhs		
		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>14</b>	<b>OTHER EQUITY</b>			
	Securities Premium Reserve (A)	3,624.35	3,624.35	3,624.35
	<b>Deficit in the Statement of Profit and Loss</b>			
	As per last Balance Sheet	(406.37)	(157.07)	-
	Add: - Profit for the year	8.88	(253.33)	157.07
	Add: - Other Comprehensive Income for the year - Remeasurement of Defined benefit plans	1.40	4.03	-
	<b>Balance at the end of the year (B)</b>	<u>(396.09)</u>	<u>(406.37)</u>	<u>(157.07)</u>
	<b>Total (A) + (B)</b>	<u><u>3,228.25</u></u>	<u><u>3,217.98</u></u>	<u><u>3,467.29</u></u>
<b>15</b>	<b>NON - CURRENT BORROWINGS</b>			
	<b>Secured</b>			
	<b>Term Loans</b>			
	From Others - Vehicle Loan	18.03	29.11	38.99
	Secured by way of hypothication of Vehicle			
	<b>Term of Repayment and Maturity</b>			
	Initial Term: 5 years and Rate of Interest: 11.49% p.a.			
	31.03.2019 - 11.08 Lakhs			
	31.03.2020 - 12.42 Lakhs			
	13.08.2020 - 5.61 lakhs			
	<b>Total</b>	<u><u>18.03</u></u>	<u><u>29.11</u></u>	<u><u>38.99</u></u>
<b>16</b>	<b>NON - CURRENT PROVISIONS</b>			
	Provision for Gratuity	1.71	2.43	3.05
	<b>Total</b>	<u><u>1.71</u></u>	<u><u>2.43</u></u>	<u><u>3.05</u></u>

Note No.	Particulars	₹ in Lakhs		
		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>17</b>	<b>CURRENT BORROWINGS</b>			
<b>A.</b>	<b>Secured</b>			
	Current Maturity of Long Term Debts (For security, terms of repayment and rate of interest - Refer Note No. 12 above)	11.08	-	-
		<b>(A)</b>	<b>11.08</b>	<b>-</b>
<b>B.</b>	<b>Unsecured</b>			
	Loans from related parties	1,100.50	54.50	-
		<b>(B)</b>	<b>1,100.50</b>	<b>54.50</b>
	<b>Total - (A) + (B)</b>	<b>1,111.58</b>	<b>54.50</b>	<b>-</b>
<b>18</b>	<b>OTHER CURRENT LIABILITIES</b>			
	Statutory Dues	14.48	4.36	9.55
	Creditors for Expenses	11.53	12.06	40.64
	Others	-	9.87	8.81
	<b>Total</b>	<b>26.01</b>	<b>26.29</b>	<b>59.00</b>
<b>19</b>	<b>CURRENT PROVISIONS</b>			
	Provision for Gratuity	2.50	2.23	4.13
	<b>Total</b>	<b>2.50</b>	<b>2.23</b>	<b>4.13</b>
	<b>Particulars</b>		<b>Year ended March 31, 2018</b>	<b>Year ended March 31, 2017</b>
<b>20</b>	<b>REVENUE FROM OPERATIONS</b>			
	<b>Sale of Services</b>			
	Advisory Fees		210.00	36.71
	<b>Total</b>		<b>210.00</b>	<b>36.71</b>
<b>21</b>	<b>OTHER INCOME</b>			
	Interest		6.58	33.46
	Excess Provision Written Back		-	0.72
	<b>Total</b>		<b>6.58</b>	<b>34.18</b>
<b>22</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>			
	Salary, Wages and Other Benefits		56.79	49.29
	Contribution to Provident Fund and Other Funds		-	-
	Staff Welfare Expenses		1.59	1.43
	<b>Total</b>		<b>58.38</b>	<b>50.72</b>
<b>23</b>	<b>FINANCE COSTS</b>			
	Interest Expenses		4.31	5.62
	Other Borrowing Costs		-	-
	<b>Total</b>		<b>4.31</b>	<b>5.62</b>

Particulars	₹ in Lakhs	
	Year ended March 31, 2018	Year ended March 31, 2017
<b>24 OTHER EXPENSES</b>		
Power & Fuel	3.72	2.26
Rent	1.14	1.14
Repairs to Building	-	22.47
Repairs to Machinery	-	1.59
Repairs to Others	1.30	0.62
Rates and Taxes	3.46	3.61
Advertisement	0.98	0.97
Business Development Expenses	12.79	5.31
Communication Expenses	0.91	1.12
Conveyance Expenses	0.95	3.62
Donation	-	0.86
Water Charges	0.97	1.19
Professional Fees	42.65	13.87
Office Expenses	-	0.73
Remuneration to Auditors (Refer Note No. 32)	7.09	7.00
Printing & Stationery	1.81	2.19
Travelling Expenses	10.73	7.39
Directors Sitting Fees	3.20	3.20
Miscellaneous Expenses	3.29	3.26
<b>Total</b>	<b>94.99</b>	<b>82.40</b>

**25 Contingent Liabilities**

The Company has received order dated January 31, 2018 passed by The Commissioner GST & CX (Appeals) - III, Mumbai, confirming the demand of inadmissible Cenvat Credit of ₹ 171.92 Lakhs, recovery of interest at applicable rate on the amount of demand confirmed and imposing the penalty of ₹ 164.20 Lakhs. The Company is in the process of filing the appeal against this order with Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai. As per the legal advice received by the Company, the Company has good case and no provision is required for Cenvat Credit, interest and penalty on availment of Cenvat Credit on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. The Company has paid ₹ 86.25 lakhs under protest and is disclosed as Advance Service Tax under the head "Other non-current assets".

**26 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"**

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at March 31, 2018.

Particulars	As at	As at
	March 31, 2018	March 31, 2017
	(in ₹)	(in ₹)
<b>Change in present value of obligations</b>		
Obligations at beginning of the year	<b>465,690</b>	<b>717,913</b>
Interest cost	33,949	58,007
Service cost	61,245	92,302
Past Service Cost (Non – Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (gains) / losses on obligations due to change in financial assumptions	(15,507)	21,079
Actuarial (gains) / losses on obligations due to experience	(124,065)	(423,611)
<b>Obligations at the end of the year</b>	<b>421,312</b>	<b>465,690</b>

Particulars	As at	As at
	March 31, 2018	March 31, 2017
	(in ₹)	(in ₹)
<b>Expenses recognized in the Statement of P&amp;L A/c.</b>		
Current Service cost	61,245	92,302
Net Interest cost	33,949	58,007
Actuarial (Gain) / Losses	(139,572)	(402,532)
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
<b>Net gratuity cost</b>	<b>(44,378)</b>	<b>(252,223)</b>
<b>Amount recognized in the Balance Sheet</b>		
Present Value Obligation at the end of the period	(421,312)	(465,690)
Fair Value of Plan Assets at the end of the period	NIL	NIL
Funded Status – (Surplus / (Deficit))	(421,312)	(465,690)
Unrecognized Past Service Cost at the end of the period	NIL	NIL
<b>Net (Liability) / Asset recognized in the Balance Sheet</b>	<b>(421,312)</b>	<b>(465,690)</b>
<b>Assumptions</b>		
Mortality Table	Indian Assured lives Mortality (2006 – 08)	
Discount rate	7.87%	7.29%
Rate of escalation in salary	5%	5%
Attrition rate	2%	2%

## 27 Disclosures pursuant to Indian Accounting Standard 108 “Operating Segments”

The Company operates in a single business segment viz. Advisory Services; accordingly there is no reportable business or geographical segments as prescribed Under Indian Accounting Standard 108 “Operating Segments”.

## 28 Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard 24 “Related Party Disclosures”

### I List of Related Parties

<b>List of Related Parties where control exists - Shareholders in the Company</b>	Mr. Pandoo Naig, Mr. T. P. K. Naig and their relatives together hold 74.55 % share capital of the Company
<b>Subsidiaries</b>	Onelife Gas Energy & Infrastructure Limited Goodyield Farming Limited Goodyield Fertilizers and Pesticides Private Limited Eyelid Infrastructure Private Limited Purple India Holdings Limited Dealmoney Distribution and Advisory Services Private Limited Dealmoney Commodities Private Limited Onelife Ecopower & Engineering Limited w.e.f. 29-09-2017 Leadline Software & Trading Private Limited w.e.f. 29-09-2017
<b>Key Management Personnel</b>	Mr. T. P. K. Naig - Executive Chairman Mr. Pandoo Naig - Managing Director & CFO Mr. Mulraj Shah – CFO (upto 24.07.2017) Ms. Priyanka Rawat – Company Secretary
<b>Relative of Key Management Personnel</b>	Sowmya Deshpande (Daughter of Executive Chairman) Anandhi Naig (Wife of Executive Chairman)
<b>Companies in which Relative of Key Management Personnel having significant influence</b>	Oodnap Securities (India) Limited Dealmoney Securities Private Limited Scandent Imaging Limited

## II Transactions and amount outstanding with related parties

₹. in Lakhs

Sr. No.	Particulars	Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Companies in which Relative of Key Management Personnel Having Significant influence
I	Interest Income from Onelife Gas Energy & Infrastructure Limited	NIL	NIL	NIL	NIL
		(39.39)	(NIL)	(NIL)	(NIL)
II	<b>Loans given</b>				
	Onelife Gas Energy & Infrastructure Limited	NIL	NIL	NIL	NIL
		(28.50)	(NIL)	(NIL)	(NIL)
	Purple India Holdings Limited	903.39	NIL	NIL	NIL
		(327.00)	(NIL)	(NIL)	(NIL)
	Eyelid Infrastructure Private Limited	53.00	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
Scandent Imaging Limited	NIL	NIL	NIL	235.14	
(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	
III	<b>Loans Received Back</b>				
	Onelife Gas Energy & Infrastructure Limited	NIL	NIL	NIL	NIL
		(556.56)	(NIL)	(NIL)	(NIL)
	Purple India Holding Limited	194.08	NIL	NIL	NIL
		(223.00)	(NIL)	(NIL)	(NIL)
Scandent Imaging Limited	NIL	NIL	NIL	105.98	
(NIL)	(NIL)	(NIL)	(NIL)	(NIL)	
IV	<b>Loan Taken</b>				
	Leadline Trading & Software Private Limited	786.00	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	450.00	NIL	NIL
(NIL)		(NIL)	(NIL)	(NIL)	
V	<b>Loan Repaid</b>				
	Leadline Trading & Software Private Limited	185.00	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	5.00	NIL	NIL
(NIL)		(NIL)	(NIL)	(NIL)	
VI	<b>Rent Paid</b>				
	Eyelid Infrastructure Private Limited	1.14	NIL	NIL	NIL
(1.14)		(NIL)	(NIL)	(NIL)	
VII	<b>Remuneration to Key Management Personnel</b>				
	T. K. P. Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Pandoo Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Mulraj Shah	NIL	2.52	NIL	NIL
		(NIL)	(6.96)	(NIL)	(NIL)
	Vivek Maru	NIL	NIL	NIL	NIL
		(NIL)	(0.40)	(NIL)	(NIL)
	Priyanka Rawat	NIL	4.75	NIL	NIL
(NIL)		(3.97)	(NIL)	(NIL)	

₹. in Lakhs					
Sr. No.	Particulars	Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Companies in which Relative of Key Management Personnel Having Significant influence
<b>VIII</b>	<b>Professional Fees</b>				
	Dealmoney Distribution and Advisory Services Pvt. Ltd.	20.00 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>IX</b>	<b>Advisory Services</b>				
	Dealmoney Securities Private Limited	NIL (NIL)	NIL (NIL)	NIL (NIL)	210.00 (NIL)
<b>X</b>	<b>Purchase of Equity Shares of Subsidiaries</b>				
	Goodyield Farming Limited	NIL (18.84)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	Goodyield Fertilizers & Pesticides Pvt. Ltd	NIL (1.00)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	Onelife Gas Energy & Infrastructure Limited	NIL (308.71)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	NIL (NIL)	5.71 (NIL)	NIL (NIL)	NIL (NIL)
	T. K. P. Naig	NIL (NIL)	15.14 (NIL)	NIL (NIL)	NIL (NIL)
	Goodyield Fertilizers & Pesticides Pvt. Ltd	0.71 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	Anandhi Naig	NIL (NIL)	NIL (NIL)	NIL (NIL)	1.43 (NIL)
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	NIL (NIL)	0.71 (NIL)
	<b>Outstanding as at March 31, 2018</b>				
<b>I</b>	Purple India Holding Limited (Loan Receivable)	3,213.31 (2,504.00)	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>II</b>	Eyelid Infrastructure Private Limited (Loan Receivable)	53.00 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>III</b>	Scandent Imaging Limited (Loan Receivable)	NIL (NIL)	NIL (NIL)	NIL (NIL)	129.26 (NIL)
<b>IV</b>	Pandoo Naig (Loan Payable)	445.00 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>V</b>	Leadline Trading & Software Private Limited (Loan Payable)	655.50 (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)

Figures in the bracket indicate previous year's figures.

**29 Disclosures pursuant to Indian Accounting Standard 17 “Leases”****a Operating Lease (Expenditure)**

As at the year end, the Company has following non-cancellable lease arrangement in respect of leased premises: -

₹ in Lakhs

Particulars	March 31, 2018	March 31, 2017
Lease rentals debited to Statement of Profit and Loss	1.14	1.14

**b the total of future minimum lease payments under non-cancellable operating leases for each of the following periods**

Particulars	March 31, 2018	March 31, 2017
Not later than one year	1.14	1.14
Later than one year and not later than five years	2.28	Nil
Later than five years	Nil	Nil

The operating lease arrangements are in relation to office premises. The Company has not entered into any finance lease arrangements.

**30 Basic and diluted earnings per share [EPS] computed in accordance with Indian Accounting Standard 33 “Earnings per Share”**

Particulars	March 31, 2018	March 31, 2017
Net Profit / (Loss) after tax as per Statement of Profit and Loss (₹ in Lakhs)	10.28	(249.30)
Number of Equity Shares outstanding (No's in lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (No's. in lakhs)	133.60	133.60
Nominal value of equity shares ₹	10	10
Basic and Diluted Earnings per share ₹	0.08	(1.87)

**31 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act)**

There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

**32 Remuneration to auditors**

Particulars	March 31, 2018	March 31, 2017
Statutory Audit	5.09	3.00
Income Tax Matters	2.00	4.00
<b>Total</b>	<b>7.09</b>	<b>7.00</b>

**33 On approval of the Board of Directors, following transactions / activities were carried out:**

The company acquired 100% of the Shareholding in Leadline Software & Trading Private Limited for a consideration of ₹ 19.43 Lakhs on September 29, 2017. The company also acquired 42857 shares of Onelife Ecopower & Engineering for a consideration of ₹ 4.29 Lakhs thereby having 100% shareholding of the latter company.

**34 In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.****35 a. The Company did not have any outstanding long term contracts including derivative contracts as at March 31, 2018.**

b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.



**36 Details of Loans given, covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 34 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Subsidiaries Companies of Onelife Capital Advisors Limited	Amount as at March 31, 2018 (₹. In Lakhs)	Amount as at March 31, 2017 (₹. In Lakhs)
<b>Eyelid Infrastructure Private Limited</b>	<b>53.00</b>	<b>Nil</b>
Maximum balance during the year ₹ 53 lakhs (Previous Year ₹ Nil)		
<b>Purple India Holdings Limited</b>	<b>3213.00</b>	<b>2504.00</b>
Maximum balance during the year ₹ 3213 lakhs (Previous Year ₹ 2,594 lakhs)		
<b>Leadline Software &amp; Trading Private Limited</b>	<b>655.50</b>	<b>NA</b>
Maximum balance during the year ₹ 655.50 lakhs (Previous Year - NA )		

**37 Details of utilization of IPO proceeds**

- a The Company had made Initial Public Offer (IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of ₹10 each for cash at a premium of ₹100/- per share aggregating to ₹ 36,85,00,000 to the public.
- b 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 ₹ 2,625 Lakhs has been substituted by the following objects:
- (i) IPO proceeds of ₹ 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 ₹ 195 Lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds as under:

₹ in Lakhs

Sr. No.	Particulars	Actual Utilization
1	Purchase of Corporate office*	900
2	Issue Expenses	160
<b>3</b>	<b>Acquisition of Strategic Investment:</b>	
(a)	Acquisition of 1,400,000 fully paid up Equity shares of ₹ 10 each (i.e. 100% Equity shares) of Purple India Holding Limited	140
<b>(b)</b>	<b>Acquisition by Purple India Holding Limited (Wholly owned Subsidiary):</b>	
(i)	Acquisition of 24,00,000 fully paid up Equity shares of ₹ 10 each (i.e. 100% Equity shares) of Destimony Distribution and Advisory Services Private Limited	400
(ii)	Acquisition of 11,00,000 fully paid up Equity shares of ₹ 10 each (i.e. 100% Equity shares) of Destimony Commodities Private Limited	525
(c)	Advance paid to Purple India Holding Limited for acquisition of Strategic Investment / Business	1,365
4	For Renovation of Premises	195
	<b>Total</b>	<b>3,685</b>

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

**c 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 Dealmoney Distribution Advisory Services Pvt. Ltd. (formerly known as Destimony Distribution and Advisory Services Private Limited) for a consideration of ₹ 400 lakhs, Purple India Holding Limited has acquired 100% of the shareholding in Dealmoney Commodity Pvt. Ltd. (formerly known as Destimony Commodity Pvt. Ltd.) for a consideration of ₹ 525 lakhs. Purple India Holding Limited had signed a Share Purchase Agreement to purchase majority equity shares of Destimony 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 (formerly known as Destimoney Securities Pvt. Ltd.) 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 and to seek appropriate regulatory approvals as may be required.

### 38 Scheme of Arrangements

The Scheme of Arrangement earlier approved by the Board on November 14, 2017 has also been discussed and the Board has decided in its meeting held on February 14, 2018 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:

- Merger of Dealmoney Securities Private Limited with Dealmoney Commodities Private Limited, a step-down subsidiary, w.e.f. April 01, 2017 (Merger – 1) and to have one operating Company in the group; and
- Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited, Goodyield Fertilizers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower and Engineering Ltd., Dealmoney Distribution and Advisory Services Private Limited, Goodyield Farming Limited and Purple India Holdings Limited, the subsidiaries, with Onelife Capital Advisors Limited w.e.f. April 01, 2017 (Merger – 2) and to have one operating Company for the group.

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

- During the year, the Company has extended the lease agreement for premises for a further period of 3 years. Accordingly the balance of the unamortized leasehold improvements will be amortized over the period of 4 years including current year. Consequently, the Company has reversed the excess amortization expenses charged to Statement of Profit and Loss in the earlier quarters aggregating to ₹ 76.75 Lakhs (net) in the quarter ended March 31, 2018.
- In view of losses and unabsorbed depreciation, in the opinion of the Management considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of account.

(₹. in Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Deferred tax liability (A)</b>	NIL	NIL	NIL
<b>Deferred tax asset</b>			
Relating to Depreciation on Fixed Assets	(0.05)	(0.15)	(0.85)
Provision for gratuity	(1.08)	(1.20)	(2.22)
Unabsorbed depreciation allowance and carried forward business loss	(87.74)	(25.75)	(30.90)
<b>(B)</b>	<b>(88.88)</b>	<b>(27.11)</b>	<b>(33.97)</b>
<b>Deferred tax assets (Net) – (B) – (A)</b>	<b>(88.88)</b>	<b>(27.11)</b>	<b>(33.97)</b>
<b>Deferred Tax Assets Recognized in Financial Statements</b>	NIL	NIL	NIL

- The Company has regrouped / reclassified the previous year figures to conform to the current year's reclassification / presentation.

## 42 Financial Instruments

## 42.1 Financial Assets and Liabilities

(₹. in Lakhs)

Particulars	March 31, 2018			March 31, 2017			April 01, 2016		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>1) Financial Assets</b>									
I) Investments	-	-	1,693.61	-	-	1,670.61	-	-	1,342.06
II) Loans	-	-	3,395.59	-	-	2,509.48	-	-	3,144.17
III) Cash and Cash Equivalents	-	-	126.59	-	-	12.50	-	-	22.84
(VI) Other financial assets	-	-	-	-	-	214.00	-	-	-
<b>Total financial assets</b>	-	-	<b>5,215.79</b>	-	-	<b>4,406.59</b>	-	-	<b>4,509.07</b>
<b>2) Financial liabilities</b>									
I) Borrowings	-	-	1,129.61	-	-	83.61	-	-	38.99
<b>Total Financial liabilities</b>	-	-	<b>1,129.61</b>	-	-	<b>83.61</b>	-	-	<b>38.99</b>

## 42.2 Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

## Year Ending March 31, 2018

Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2018	Level 1 (₹. in Lakhs)	Level 2 (₹. in Lakhs)	Level 3 (₹. in Lakhs)
<b>Financial Assets</b>			
Investments		1,693.61	
Loans	-	3,395.59	-
<b>Total Financial Assets</b>	-	<b>5,089.20</b>	-
Borrowings	-	1,129.61	-
<b>Total Financial Liabilities</b>	-	<b>1,129.61</b>	-

## Year Ending March 31, 2017

Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2017	Level 1 (₹. in Lakhs)	Level 2 (₹. in Lakhs)	Level 3 (₹. in Lakhs)
<b>Financial Assets</b>			
Investments		1,670.61	
Loans	-	2,509.48	-
Other financial assets		214.00	
<b>Total Financial Assets</b>	-	<b>4,394.09</b>	-
Borrowings	-	83.61	-
<b>Total Financial Liabilities</b>	-	<b>83.61</b>	-

## As on April 01, 2016

Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 01-04-2016	Level 1 (₹. in Lakhs)	Level 2 (₹. in Lakhs)	Level 3 (₹. in Lakhs)
<b>Financial Assets</b>			
Investments		1,342.06	
Loans	-	3,144.17	-
<b>Total Financial Assets</b>	-	<b>4,486.23</b>	-
Borrowings	-	38.99	-
<b>Total Financial Liabilities</b>	-	<b>38.99</b>	-

### 42.3 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The top management is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

#### 42.3.1 Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹. in Lakhs)

Particulars	Note No.	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2018</b>					
Borrowings	15 & 17	1,129.61	1,111.58	18.03	1,129.61
Other current liabilities	18	26.01	26.01	-	26.01
<b>As at March 31, 2017</b>					
Borrowings	15 & 17	83.61	54.50	29.11	83.61
Other current liabilities	18	26.29	26.29	-	26.29
<b>As at April 01, 2016</b>					
Borrowings	15 & 17	38.99	-	38.99	38.99
Other current liabilities	18	59.00	59.00	-	59.00

#### 42.3.2 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017.

Potential impact of risk	Management Policy	Sensitivity to risk
<b>1. Price Risk</b>		
The company is not exposed to any specific price risk.	Not Applicable	Not Applicable
<b>2. Interest Rate Risk</b>		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.	In order to manage its interest rate risk the Company diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 0.25% change in interest rates. A 0.25% decrease in interest rates would have led to approximately an additional ₹ 2.82 Lakhs gain for year ended March 31, 2018 (₹ 0.21 Lakhs gain for year ended March 31 2017) in Interest expenses. A 0.25% increase in interest rates would have led to an equal but opposite effect.

**42.3.3 Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from the deposits with banks and financial institutions and other financial instruments.

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the Company established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. at March 31, 2018.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**43 Capital management**

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

(₹. in Lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Borrowings (Note No.: 15 and 17)	1,129.61	83.61	38.99
Other current liabilities (Note No.: 18)	26.01	26.29	59.00
Less: Cash and Cash equivalents (Note No.: 9)	126.59	12.50	22.84
<b>Net Debt (A)</b>	<b>1029.03</b>	<b>97.40</b>	<b>75.15</b>
Total Equity	4,564.26	4,553.98	4,803.29
<b>Total Capital (B)</b>	<b>4,564.26</b>	<b>4,553.98</b>	<b>4,803.29</b>
<b>Capital and Net Debt C = (A) + (B)</b>	<b>5,593.29</b>	<b>4,651.38</b>	<b>4,878.44</b>
<b>Gearing Ratio (A) / (C)</b>	<b>18.40%</b>	<b>2.09%</b>	<b>1.54%</b>

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018, March 31, 2017 and March 31, 2016.

## 44 Tax Reconciliation

(₹. in Lakhs)

Particulars	March 31, 2018	March 31, 2017
Net profit as per Statement of Profit and Loss Account (before tax) – (i)	8.88	(253.33)
Corporate Tax Rate as per Income tax Act, 1961 – (ii)	25.75%	25.75%
Tax on Accounting Profit – (iii) = (i) * (ii)	2.29	(65.23)
<b>Tax difference on account of:</b>		
Depreciation allowed as per Income tax Act, 1961	(0.10)	(0.55)
Ind AS Impact - Re-measurement of defined benefit obligation	0.36	1.04
Expenses not allowable under the Income tax Act, 1961	-	0.16
Impact of Carry forward of losses and unabsorbed depreciation to the extent of available income	(2.55)	-
Deferred tax assets not recognized considering the grounds of prudence	-	64.59
<b>Total effect of tax adjustments</b>	<b>(2.29)</b>	<b>65.23</b>
<b>Tax expense recognized during the year</b>	<b>NIL</b>	<b>NIL</b>

## 45 First time Ind AS adoption reconciliations

## 45.1 Effect of Ind AS adoption on the standalone Balance Sheet as at March 31, 2017 and April 01, 2016.

Particulars	Previous GAAP As at March 31, 2017	Effect of transition of Ind AS	As per Ind AS As at March 31, 2017	Previous GAAP As at April 01, 2016	Effect of transition of Ind AS Reclassification	As per Ind AS As at April 01 2016
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, Plant and equipment	226.37	-	226.37	394.58	-	394.58
<b>(b) Financial assets</b>						
(i) Investments	1,670.61	-	1,670.61	1,342.06	-	1,342.06
(ii) Loans	2,509.48	-	2,509.48	2,500.79	-105.32	2,606.11
<b>Total Non-current assets</b>	<b>4,406.46</b>	<b>-</b>	<b>4,406.46</b>	<b>4,237.43</b>	<b>-105.32</b>	<b>4,342.75</b>
<b>Current assets</b>						
<b>(a) Financial assets</b>						
(i) Cash and cash equivalents	12.50	-	12.50	22.84	-	22.84
(ii) Loans		-	-	638.05	99.99	538.06
(iii) Other financial assets	214.00	-	214.00		-	-
(b) Other current assets	35.58	-	35.58	10.14	5.33	4.81
<b>Total Current assets</b>	<b>262.08</b>	<b>-</b>	<b>262.08</b>	<b>671.03</b>	<b>105.32</b>	<b>565.71</b>
<b>TOTAL - ASSETS</b>	<b>4,668.54</b>	<b>-</b>	<b>4,668.54</b>	<b>4,908.46</b>	<b>-</b>	<b>4,908.46</b>
<b>EQUITY AND LIABILITIES</b>						
<b>EQUITY</b>						
(a) Equity share capital	1,336.00	-	1,336.00	1,336.00	-	1,336.00
(b) Other equity	3,217.98	-	3,217.98	3,467.29	-	3,467.29
<b>Total Equity</b>	<b>4,553.98</b>	<b>-</b>	<b>4,553.98</b>	<b>4,803.29</b>	<b>-</b>	<b>4,803.29</b>

Particulars	Previous GAAP As at March 31, 2017	Effect of transition of Ind AS	As per Ind AS As at March 31, 2017	Previous GAAP As at April 01, 2016	₹. in Lakhs)	
					Effect of transition of Ind AS Reclassification	As per Ind AS As at April 01 2016
<b>LIABILITIES</b>						
<b>Non-current liabilities</b>						
<b>(a) Financial liabilities</b>						
Borrowings	29.11	-	29.11	38.99	-	38.99
(b) Provisions	2.43	-	2.43	3.05	-	3.05
<b>Total Non-current liabilities</b>	<b>31.54</b>	<b>-</b>	<b>31.54</b>	<b>42.04</b>	<b>-</b>	<b>42.04</b>
<b>Current liabilities</b>						
<b>(a) Financial liabilities</b>						
Borrowings	54.50	-	54.50		-	-
(b) Other current liabilities	26.29	-	26.29	59.00	-	59.00
(c) Provisions	2.23	-	2.23	4.13	-	4.13
<b>Total Current liabilities</b>	<b>83.02</b>	<b>-</b>	<b>83.02</b>	<b>63.13</b>	<b>-</b>	<b>63.13</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>4,668.54</b>	<b>-</b>	<b>4,668.54</b>	<b>4,908.46</b>	<b>-</b>	<b>4,908.46</b>

45.2 Reconciliation between shareholder's funds as reported under previous generally accepted Accounting Principles (IGAAP) and Ind AS are summarised below:

Particulars	Standalone	
	As at March 31, 2017	As at March 31, 2016
<b>Total Equity (Shareholder's funds) under previous IGAAP</b>	4,553.98	4,803.29
Ind AS adjustment increase (decrease)	Nil	Nil
<b>Total Equity (Shareholder's funds) under Ind AS</b>	<b>4,553.98</b>	<b>4,803.29</b>

45.3 Effect of Ind AS adoption on the standalone Statement of Profit and Loss for the year ended March 31, 2017.

Particulars	Previous GAAP For year Ended March 31, 2017	Effect of transition of Ind AS	As per Ind AS For year Ended March 31, 2017
<b>INCOME</b>			
Revenue from operations	36.71	-	36.71
Other income	34.18	-	34.18
<b>Total revenue</b>	<b>70.89</b>	<b>-</b>	<b>70.89</b>
<b>EXPENSES</b>			
Employee benefits expense	47.27	(3.45)	50.72
Finance costs	5.04	(0.58)	5.62
Depreciation and amortization expense	168.68	-	168.68
Other expenses	82.40	0.00	82.40
<b>Total expenses</b>	<b>303.39</b>	<b>(4.03)</b>	<b>307.42</b>
<b>Loss before exceptional items and tax</b>	<b>(232.50)</b>	<b>4.03</b>	<b>(236.53)</b>
Exceptional Items	(16.80)	-	(16.80)
<b>Loss before Tax</b>	<b>(249.30)</b>	<b>4.03</b>	<b>(253.33)</b>

(₹. in Lakhs)

Particulars	Previous GAAP For year Ended March 31, 2017	Effect of transition of Ind AS	As per Ind AS For year Ended March 31, 2017
<b>Tax expense</b>			
a) Current tax	-	-	-
b) Deferred tax	-	-	-
<b>Loss for the Year</b>	(249.30)	4.03	(253.33)
<b>Other Comprehensive income</b>			
<b>(a) (i) Items that will not be reclassified to Profit or Loss</b>			
(a) Re-measurement of defined benefit plans	-	(4.03)	4.03
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>(b) (i) Items that will be reclassified to Profit or Loss</b>			
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
<b>Total Other Comprehensive income for the year</b>	-	(4.03)	4.03
<b>Total Comprehensive income for the year</b>	(249.30)	-	(249.30)

45.4 Reconciliation between the standalone profit / loss as reported under previous Generally Accepted Accounting principles (IGAAP) and Ind AS are summarized below:

Particulars	For the Year Ended March 31, 2017
<b>Profit after tax under IGAAP</b>	(249.30)
Impact of re-measurement of defined benefit plans classified in OCI	(4.03)
<b>Profit after tax under Ind AS</b>	<b>(253.33)</b>
Other Comprehensive Income - Re-measurement of defined benefit plans	4.03
Other Comprehensive Income - Income tax on above	-
<b>Total Comprehensive Income</b>	<b>(249.30)</b>

As per our report of even date

**For Khandelwal Jain & Co**  
**Chartered Accountants**

**Firm Registration No: - 105049W**

**(S. S. Shah)**

**Partner**

**Membership No: - 033632**

**For and on behalf of the board of Directors of**  
**Onelife Capital Advisors Limited**

**Pandoo Naig**

**Managing Director & Chief Financial Officer**

**DIN No.: 00158221**

**TKP Naig**

**Executive Chairman**

**DIN No.: 00716975**

Place : Thane

Date : 17<sup>th</sup> April, 2018

**Priyanka Rawat**

**Company Secretary**



## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,

**ONELIFE CAPITAL ADVISORS LIMITED****1 Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Holding Company") and its subsidiary companies listed in Annexure "A" (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

**2 Management's Responsibility for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated state of affairs (financial position), consolidated profit or loss (financial performance including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Ind AS Financial Statements.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

**3 Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (6) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

**4 Basis for Qualified Opinion**

As mentioned in note no. 49 of the consolidated Ind AS financial statements, one of the subsidiaries, namely Dealmoney Commodities Private Limited whose financial statements reflect total assets of ₹. 954.69 lakhs and net assets of ₹. 139.73 Lakhs as at March 31, 2018 and total revenues of ₹. 344.63 lakhs and cash inflows of ₹. 76.04 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements, are unaudited and being a Non Banking Financial Company, are prepared under the Indian Generally Accepted Accounting Principles (IGAAP) and our opinion in as for as relates to the amounts and disclosure included in respect of this subsidiary are based solely on the unaudited financial statements prepared under IGAAP, provided by the Management of the said subsidiary and the consequential impact, if any on the accompanying Statement is not ascertained by the Holding Company.

**5 Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on standalone or consolidated Ind AS financial statements, as applicable, and on the other financials information of the subsidiaries, except for the effects of the matter described in the Basis for Qualified Opinion paragraph 4 above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs (financial position) of the Company as at March 31, 2018, its consolidated profit (financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

**6 Other Matters**

A We did not audit the financial statements and other financial information in respect of 8 subsidiaries included in the consolidated Ind AS financial statements whose financial statements before consolidation adjustments, reflect total assets of ₹. 23,950.20 Lakhs and net assets of ₹. 8,401.05 Lakhs as at March 31, 2018, total revenues of ₹. 40.49 Lakhs and cash inflows of ₹. 149.57 for the year ended on that date as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

B The comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us, and the report for the year ended March 31, 2017 and March 31, 2016 dated August 11, 2017 and August 13, 2016, respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

C Attention is drawn to Note No. 41 regarding the Scheme of Arrangements approved by the Board of Directors for merger of subsidiary companies mentioned therein with the Company with effect from April 01, 2017. The said Schemes are subject to the approval of Shareholders, Creditors, National Company Law Tribunal and other Regulatory Authorities.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

**7 Report on Other Legal and Regulatory Requirements**

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate standalone Ind AS financial statements in respect of 8 subsidiaries and separate financial statements of 1 subsidiary prepared in accordance with the Companies (Accounting Standard) Rules, 2006 and other financial information of subsidiaries as referred in attached Annexure "A" we report, that:

- a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- c The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended except for one subsidiary company mentioned in the Basis for Qualified Opinion at paragraph 4 above.
- e On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in Annexure "B", which is based on the Auditors' Reports of the Holding Company and its 8 subsidiary companies.
- g With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i The Group has disclosed the impact, of pending litigations as at March 31, 2018 on its consolidated financial position in its Consolidated Ind AS financial statements – Refer note no. 29 to the Consolidated Ind AS financial statements;
  - ii As at March 31, 2018, the Group did not have any outstanding long term contracts including derivative contracts for which there were any material foreseeable losses – Refer Note No. 39(a) to the Consolidated Ind AS financial statements;
  - iii There was no amount required to be transferred to the Investor Education and Protection Fund by the Holding Company and subsidiary companies during the year - Refer Note No. 39(b) to the Consolidated Ind AS financial statements; and
  - (iv) The disclosure regarding details of Specified Bank Notes held and transacted during November 08, 2016 to December 30, 2016 has not been made since the requirement does not pertain to financial year ended March 31, 2018.

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

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

Place: Thane

Date : - 17<sup>th</sup> April, 2018

**Annexure “A” to the Independent Auditors’ Report**  
**List of subsidiaries consolidated as at March 31, 2018**

<b>Sr. No.</b>	<b>Name of the subsidiary</b>
1	Onelife Gas Energy and Infrastructure Limited
2	Goodyield Farming Limited
3	Goodyield Fertilizers and Pesticides Private Limited
4	Eyelid Infrastructure Private Limited
5	Purple India Holding Limited
6	Dealmoney Distribution and Advisory Services Private Limited (formerly known as Destimoney Distribution and Advisory Services Private Limited)
7	Dealmoney Commodities Private Limited (formerly known as Destimoney Commodities Private Limited)
8	Onelife Ecopower & Engineering Ltd. w.e.f. 29-09-2017
9	Leadline Software & Trading Pvt. Ltd. w.e.f. 29-09-2017

**Annexure “B” to the Independent Auditors’ Report on the Consolidated Ind AS Financial Statements of Onelife Capital Advisors Limited**

**(Referred to in paragraph 7(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)**

We have audited the internal financial controls over financial reporting of Onelife Capital Advisors Limited (‘the Holding Company’ or ‘the Company’) and its subsidiary companies as at March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Holding Company’s and its subsidiary companies’, which are incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (‘the Guidance Note’) issued by the ICAI and the Standards on Auditing as specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

.....

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on consideration of reporting of the other auditors as mentioned in the Other Matters paragraph, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note, issued by the ICAI.

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to separate financial statements of eight subsidiary companies, which are companies incorporated in India is based on the corresponding reports of the auditors of such companies incorporated in India. The financial statements of one subsidiary referred to in the Basis for Qualified Opinion paragraph of the Independent Auditors' Report on the Consolidated Ind AS Financial Statements of the Company of even date, are unaudited and hence the report of the auditors of that subsidiary company is not available. Our opinion is not modified in respect of this matter.

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

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

Place: Thane

Date : - 17<sup>th</sup> April, 2018

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	Note No.	₹ in Lakhs		
		As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
(1) <b>Non-current assets</b>				
(a) Property, Plant and equipment	5A	1,423.97	1,472.10	1,642.26
(b) Capital work-in-progress		84.14	25.00	-
(c) Investments Property	5B	210.31	210.31	210.31
(d) Other Intangible assets	6	1.82	-	-
(e) <b>Financial assets</b>				
(i) Investments	7	2,442.21	634.86	64.71
(ii) Loans	8	2,333.98	1,212.81	1,890.00
(iii) Other financial assets	9	42.50	42.50	-
(g) Deferred tax assets (net)	10	4.24	2.14	-
(h) Other non-current assets	11	304.32	273.18	236.77
<b>Total Non-current assets</b>		<b>6,847.49</b>	<b>3,872.90</b>	<b>4,044.05</b>
(2) <b>Current assets</b>				
(a) <b>Financial assets</b>				
(i) Trade receivables	12	10.08	8.79	2.21
(ii) Cash and cash equivalents	13	382.75	231.78	86.90
(iii) Loans	14	5,535.05	7,532.55	7,124.29
(b) Other current assets	15	28.12	25.32	45.84
<b>Total Current assets</b>		<b>5,956.00</b>	<b>7,798.44</b>	<b>7,259.24</b>
<b>TOTAL - ASSETS</b>		<b>12,803.49</b>	<b>11,671.34</b>	<b>11,303.29</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity share capital	16	1,336.00	1,336.00	1,336.00
(b) Other equity	17	9,675.42	8,618.68	5,285.03
<b>Equity attributable to the shareholders of the Company</b>		<b>11,011.42</b>	<b>9,954.68</b>	<b>6,621.03</b>
Non Controlling Interest		-	-	4,277.28
<b>Total Equity</b>		<b>11,011.42</b>	<b>9,954.68</b>	<b>10,898.31</b>
<b>LIABILITIES</b>				
(1) <b>Non-current liabilities</b>				
(a) Financial liabilities				
Borrowings	18	18.03	29.11	38.99
(b) Provisions	19	7.65	8.89	3.05
<b>Total Non-current liabilities</b>		<b>25.68</b>	<b>38.00</b>	<b>42.04</b>
(2) <b>Current liabilities</b>				
(a) <b>Financial liabilities</b>				
(i) Borrowings	20	683.08	493.81	277.00
(ii) Trade payables	21	611.03	274.66	0.01
(b) Other current liabilities	22	463.53	906.22	80.85
(c) Provisions	23	8.75	3.97	5.08
<b>Total Current liabilities</b>		<b>1,766.39</b>	<b>1,678.66</b>	<b>362.94</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>12,803.49</b>	<b>11,671.34</b>	<b>11,303.29</b>
<b>Corporate Information</b>	<b>1</b>			
<b>Significant Accounting Policies</b>	<b>2</b>			
<b>The accompanying Notes form an integral part of the Consolidated Financial Statements</b>	<b>5 to 50</b>			

As per our report of even date

For Khandelwal Jain & Co  
Chartered Accountants  
Firm Registration No: - 105049W

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

(S. S. Shah)  
Partner  
Membership No: - 033632

Pandoo Naig  
Managing Director & Chief Financial Officer  
DIN No.: 00158221

TKP Naig  
Executive Chairman  
DIN No.: 00716975

Place : Thane  
Date : 17th April, 2018

Priyanka Rawat  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Note No.	₹ in Lakhs	
		Year ended March 31, 2018	Year ended March 31, 2017
<b>INCOME</b>			
Revenue from operations	24	575.12	662.95
Other income	25	166.96	123.10
<b>Total revenue</b>		<b>742.08</b>	<b>786.05</b>
<b>EXPENSES</b>			
Purchase of stock-in-trade		6.94	-
Employee benefits expense	26	198.78	313.02
Finance costs	27	4.87	8.79
Depreciation and amortisation expense	5 & 6	52.70	171.01
Other expenses	28	470.34	683.97
<b>Total expenses</b>		<b>733.63</b>	<b>1,176.79</b>
<b>Profit / (Loss) before Exceptional Items</b>		<b>8.45</b>	<b>(390.74)</b>
Exceptional Items		-	(16.80)
<b>Profit / (Loss) before Tax</b>		<b>8.45</b>	<b>(407.54)</b>
<b>Tax expense</b>			
a) Current tax	48	4.95	3.29
b) Deferred tax	48	(2.10)	(0.92)
<b>Profit / (Loss) for the year</b>		<b>5.60</b>	<b>-409.91</b>
<b>Other comprehensive income</b>			
<b>(a) (i) Items that will not be reclassified to profit or loss</b>			
Remeasurement of Defined benefit plans		1.40	4.03
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>(b) (i) Items that will be reclassified to profit or loss</b>			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive income for the year</b>		<b>1.40</b>	<b>4.03</b>
<b>Total Comprehensive income for the year</b>		<b>7.00</b>	<b>(405.88)</b>
<b>Earnings per equity share</b>			
Basic and Diluted	34	0.05	(3.04)
<b>Significant Accounting Policies</b>			
<b>2</b>			
<b>The accompanying Notes form an integral part of the Consolidated Financial Statements</b>			
<b>5 to 50</b>			

As per our report of even date

**For Khandelwal Jain & Co**  
**Chartered Accountants**  
**Firm Registration No: - 105049W**

**For and on behalf of the board of Directors of**  
**Onelife Capital Advisors Limited**

**(S. S. Shah)**  
**Partner**  
**Membership No: - 033632**

**Pandoo Naig**  
**Managing Director & Chief Financial Officer**  
**DIN No.: 00158221**

**TKP Naig**  
**Executive Chairman**  
**DIN No.: 00716975**

Place : Thane  
Date : 17th April, 2018

**Priyanka Rawat**  
**Company Secretary**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	₹ in Lakhs	
	Year ended March 31, 2018	Year ended March 31, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) before tax and extraordinary items	8.45	(390.74)
Adjustments for:		
Depreciation and Amortisation Expense	52.70	171.01
Interest Paid	4.87	8.21
Interest Income	(165.19)	(115.75)
Loss on Sale of Investment	-	159.16
Dividend Income	-	(0.02)
Profit on Sale of Investment	-	(6.58)
<b>Operating loss before working capital changes</b>	<b>(99.17)</b>	<b>(174.71)</b>
Adjustments for:		
(Increase) / Decrease in Current and Non-Current Assets	(37.33)	(1,713.18)
Increase / (Decrease) in Current and Non-Current Liabilities	(102.78)	1,104.75
<b>Cash generated from operations</b>	<b>(239.28)</b>	<b>(783.14)</b>
Direct Taxes paid (net of refunds received)	(2.85)	(2.37)
Extraordinary Items	1.40	4.03
Penalty	-	(16.80)
<b>Net Cash Flow From Operating Activity</b>	<b>[A] (240.73)</b>	<b>(798.28)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(65.53)	(1.19)
Investments	(1,807.35)	(1,305.46)
Loan given	876.33	1,890.00
Goodwill on Consolidation	1,049.74	-
Sale of Investment	-	87.82
Increase or Decrease in Other Bank Balances	-	(42.50)
Dividend Income	-	0.02
Interest received	165.19	115.75
<b>Net cash used in Investing activities</b>	<b>[B] 218.38</b>	<b>744.44</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Long Term Borrowings	(11.08)	(9.88)
Proceeds from Short Term Borrowings	189.27	216.81
Interest Paid	(4.87)	(8.21)
<b>Net cash used in Financing activities</b>	<b>[C] 173.32</b>	<b>198.72</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>[A+B+C] 150.97</b>	<b>144.88</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>231.78</b>	<b>86.90</b>
<b>Cash and Cash Equivalents at th end of the year (Refer Note No. 13)</b>	<b>382.75</b>	<b>231.78</b>

**Notes:**

- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.
- Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress (including Capital Advances) during the year.

**Significant Accounting Policies**

The accompanying Notes form an integral part of the Consolidated Financial Statements 2  
5 to 50

As per our report of even date

For Khandelwal Jain &amp; Co

Chartered Accountants

Firm Registration No: - 105049W

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

(S. S. Shah)

Partner

Membership No: - 033632

Pandoo Naig

Managing Director &amp; Chief Financial Officer

DIN No.: 00158221

TKP Naig

Executive Chairman

DIN No.: 00716975

Place : Thane

Date : 17th April, 2018

Priyanka Rawat

Company Secretary



**Consolidated Statement of changes in Equity for the year ended March 31, 2018****A) Equity Share Capital** ₹ in Lakhs

Particulars	Amount
<b>As at April 1, 2016</b>	<b>1,336.00</b>
Changes in equity share capital	-
<b>As at March 31, 2017</b>	<b>1,336.00</b>
Changes in equity share capital	-
<b>As at March 31, 2018</b>	<b>1,336.00</b>

**B) Other Equity**

Particulars	Reserve and Surplus			Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings		
<b>As at April 01, 2016</b>	<b>2,280.48</b>	<b>3,624.39</b>	<b>(619.84)</b>	-	<b>5,285.03</b>
On Consolidation	3,739.53	-	-	-	3,739.53
Profit for the year	-	-	(409.91)	-	(409.91)
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	4.03	-	4.03
<b>As at March 31, 2017</b>	<b>6,020.01</b>	<b>3,624.39</b>	<b>(1,025.72)</b>	-	<b>8,618.68</b>
On Consolidation	1,049.74	-	-	-	1,049.74
Profit for the year	-	-	5.60	-	5.60
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	1.40	-	1.40
<b>As at March 31, 2018</b>	<b>7,069.75</b>	<b>3,624.39</b>	<b>(1,018.72)</b>	-	<b>9,675.42</b>

The Description of the nature and purpose of each reserve within equity is as follows:

**a) Capital Reserve:**

Capital Reserves are mainly the reserves created during business combination for the gain on bargain purchase.

**b) Securities Premium Reserve:**

Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc

**Significant Accounting Policies**

The accompanying Notes form an integral part of the Consolidated Financial Statements

As per our report of even date

**For Khandelwal Jain & Co**  
**Chartered Accountants**  
**Firm Registration No: - 105049W**

**For and on behalf of the board of Directors of**  
**Onelife Capital Advisors Limited**

**(S. S. Shah)**  
**Partner**  
**Membership No: - 033632**

**Pandoo Naig**  
**Managing Director & Chief Financial Officer**  
**DIN No.: 00158221**

**TKP Naig**  
**Executive Chairman**  
**DIN No.: 00716975**

Place : Thane  
Date : 17th April, 2018

**Priyanka Rawat**  
**Company Secretary**

**1 Corporate information**

Onelife Capital Advisors Limited (“the Holding Company”) is a listed entity incorporated in India. The Holding Company and its subsidiaries are engaged in the business of advisory services, commodity broking and other related ancillary services.

The Holding Company, its subsidiaries, associate and joint venture together referred as “the Company” or “the Group”.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

**2 Significant accounting policies****I Basis of preparation****i Compliance with Ind AS**

In accordance with the notification **dated February 16, 2015**, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2016.

The Consolidated Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015. These are the Company’s first Consolidated Ind AS Financial Statements. The date of transition to Ind AS is April 01, 2016. Refer Note No. 4 for details of First-time adoption - mandatory exceptions and optional exemptions availed by the Company.

Up to the year ended March 31, 2017, the Company had prepared the Consolidated Financial Statements under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (Previous GAAP) applicable in India and the applicable Accounting Standards as prescribed under the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

In accordance with Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), the Company has presented a reconciliation of Shareholders’ equity under Previous GAAP and Ind AS as at March 31, 2017, and April 01, 2016 and of the Net Loss as per previous GAAP and Total Comprehensive Loss under Ind AS for the year ended March 31, 2017.

**ii Historical Cost Convention**

The Consolidated Financial Statements have been prepared on the historical cost basis except for the followings:

- a certain financial assets and liabilities and contingent consideration that is measured at fair value;
- b assets held for sale measured at fair value less cost to sell;
- c defined benefit plans assets measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The Consolidated Financial Statements are presented in Indian Rupees in Lakhs and all values are rounded to the nearest in two decimal point except where otherwise stated.

**iii Principles of Consolidation**

The consolidated financial statements relate to Onelife Capital Advisors Limited (“the Company”) and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

- a The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve.

- d Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- e The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- f Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- g Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- h Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- I The Company accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

## II Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- a Expected to be realized or intended to be sold or consumed in normal operating cycle
- b Held primarily for the purpose of trading, or
- c Expected to be realized within twelve months after the reporting year other than for (a ) above, or
- d Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is current when:

- a It is expected to be settled in normal operating cycle
- b It is held primarily for the purpose of trading
- c It is due to be settled within twelve months after the reporting year other than for (a ) above, or
- d There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

All other liabilities are classified as non-current.

## III Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

**i Level 1 — Quoted (unadjusted)**

This hierarchy includes financial instruments measured using quoted prices.

**ii Level 2**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a quoted prices for similar assets or liabilities in active markets.
- b quoted prices for identical or similar assets or liabilities in markets that are not active.
- c inputs other than quoted prices that are observable for the asset or liability.
- d Market – corroborated inputs.

**iii Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**IV Non-current assets held for sale**

Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

**V (i) Property Plant and Equipment**

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

For transition to Ind AS, the Company has elected to continue with the carrying value of its Property, Plant and Equipment (PPE) recognized as of April 01, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date.

PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of recoverable taxes) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It include professional fees and borrowing costs for qualifying assets.

Significant Parts of an item of PPE (including major inspections) having different useful lives and material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided for on straight line method on the basis of useful life.

The useful life of property, plant and equipment are as follows:-

<b>Asset Class</b>	<b>Useful Life in years</b>
Vehicles	8
Office Equipments	5
Computers & Printers	3
Air Conditioners	5
Furniture & Fixtures	10

On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

**V (ii) Investment Property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

**VI Intangible Assets**

For transition to Ind AS, the Company has elected to continue with the carrying value of intangible assets recognized as of April 01, 2016 (transition date) measured as per the Previous GAAP and use that carrying value as its deemed cost as on the transition date.

Intangible assets are stated at cost (net of recoverable taxes) less accumulated amortization and impairment loss. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Depreciation on subsequent expenditure on intangible assets arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

**VII Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

**i Financial assets**

**a Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**b Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- **Financial Assets at amortized cost**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets and equity instruments at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

- **Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

- **Cash and Cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**c Investments in subsidiaries, Associates and Joint Ventures**

The Company has accounted for its subsidiaries, Associates and Joint Ventures at cost

**d De-recognition**

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**e Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL), simplified model approach for measurement and recognition of Impairment loss on Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income / expense in the statement of Profit and Loss.

**ii Financial liabilities**

**a Classification as debt or equity**

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**b Initial recognition and measurement**

Financial liabilities are recognized when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss.

**c Subsequent measurement**

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

• **Trade and other payables**

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These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are Å which 1 the amounts are which unpaid eticst to Loans and borrowings

**IX Revenue recognition**

- **Sale of Goods**

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

- **Sale of Services**

- Revenue from advisory services is recognized (net of service tax / GST) when the performance of agreed contractual task has been completed.
- Brokerage Income in relation to commodity broking activity is recognized (net of service tax / GST and CTT, wherever applicable) on the date of trade by the client
- Other operating income is recognized on accrual basis (net of service tax / GST).

- **Interest income**

Interest income from a financial asset is recognised using effective interest rate method.

**X CENVAT / Value Added Tax / Goods and Service Tax**

CENVAT / Value Added Tax / Goods and Service Tax benefit is accounted for by reducing the purchase cost of the materials/ fixed assets/services.

**XI Leases*****As a lessee***

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

***As a lessor***

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

**XII Foreign currency transactions**

The functional currency of the Company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the profit and loss account as income or expense.

Non monetary items that are measured at fair value in a foreign currency are expressed in functional currency at date of measurement.



**ii Long-Term employee benefits**

Compensated expenses which are not expected to occur within twelve months after the end of year in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

**iii Post-employment obligations**

**a Defined contribution plans**

The Company is not covered under the Employees State Insurance Act and the Provident Fund Act.

**b Defined benefit plans**

**Gratuity**

The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits ". The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity is recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. These are accounted either as current employee cost or included in cost of assets as permitted.

**Leave Encashment**

As per the Group's policy, except in case of one subsidiary, leave earned during the year do not carry forward, they lapse if the current period's entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement during service. In case of one subsidiary, Destimoney Commodities Private Limited, the Company provides for its compensated absences, which is a defined benefit scheme, based on actuarial valuation at the balance sheet date carried out by an independent actuary using the Projected Unit Credit Method.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**Termination benefits**

Termination benefits are recognized as an expense in the year in which they are incurred.

**XIV Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

**XV Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

**XVI Cash Flow Statement**

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

**XVII Earnings per share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**XVIII Income taxes**

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting year and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

**XIX Critical accounting estimates and judgments**

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- i Useful life of tangible asset refer Note No. 2 (V)
- ii Useful life of intangible asset refer Note No. 2 (VI)
- iii Impairment of financial assets refer Note No. 2 (VII)(i)(e)
- iv Impairment of non – financial assets refer Note No. 2 (VIII)
- v Provisions, Contingent Liabilities and Contingent Assets refer Note No. 2 (XV)

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**3 Recent Accounting Pronouncements****Application of new and revised Ind ASs**

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 01, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

The Company is evaluating the impact of these pronouncements on the financial statements.

**Ind AS 115 – Revenue from Contracts with Customers**

On March 28, 2018, Ministry of Corporate Affairs (“MCA”) has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach – Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch-up approach). The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 01, 2018.

The Company is in the process of making an assessment of the impact of Ind AS 115 upon initial application.

**Appendix B to Ind AS 21, Foreign currency transactions and advance consideration**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

**4 Overall Principles**

The Company has prepared the opening balance sheet as per Ind AS as of April 01, 2016 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying certain items from Previous GAAP to Ind AS as required under the Ind AS, and applying Ind AS in the measurement of recognized assets and liabilities. However, this principle is subject to certain mandatory exceptions and certain optional exemptions availed by the Company as detailed below:

**First time adoption of Ind AS**

The accounting policies set out in Note No. 2 have been applied in preparing the financial statements for the year ended March 31, 2018 and March 31, 2017.

**Exemptions and exceptions availed**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS as at the transition date, i.e. April 01, 2016.

**I Ind AS optional exemptions****i Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the Previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and Investment Property covered by Ind AS 40 Investment Properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their Previous GAAP carrying value.

**ii Designation of previously recognized financial instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS.

The Company has elected to apply this exemption for its investment in equity instruments.

**iii Leases**

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The Company has elected to apply this exemption for such contracts / arrangements.

**iv Impairment of financial assets**

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**v Investments in subsidiaries, Associates and Joint Ventures**

The Company has elected to measure investment in subsidiaries, Associates and Joint Ventures at cost.

**II Ind AS mandatory exceptions****i Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made in for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

**ii Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, classification and measurement of financial asset has been based on the facts and circumstances that exist at the date of transition to Ind AS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note NON - CURRENT ASSETS  
No.

## 5A Property, Plant and Equipments

₹ in Lakhs

Particulars	Bearer Plants	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Computers & Printers	Air Conditioners	Total
<b>Gross carrying value as at April 01, 2016 (Deemed Costs)</b>	<b>1,237.26</b>	<b>317.47</b>	<b>1.31</b>	<b>83.09</b>	<b>0.83</b>	<b>0.22</b>	<b>2.11</b>	<b>1,642.26</b>
Additions	-	-	-	-	0.62	0.47	-	1.09
Acquisitions	-	-	-	-	0.09	11.61	-	11.70
Deletions	-	-	-	-	(0.37)	-	-	(0.37)
<b>Gross carrying value as at March 31, 2017</b>	<b>1,237.26</b>	<b>317.47</b>	<b>1.31</b>	<b>83.09</b>	<b>1.17</b>	<b>12.30</b>	<b>2.11</b>	<b>1,654.70</b>
Additions	-	-	-	-	2.55	1.48	0.51	4.54
Deletions	-	-	-	-	-	-	-	-
<b>Gross carrying value as at March 31, 2018</b>	<b>1,237.26</b>	<b>317.47</b>	<b>1.31</b>	<b>83.09</b>	<b>3.72</b>	<b>13.78</b>	<b>2.62</b>	<b>1,659.24</b>
<b>Accumulated depreciation as at April 01, 2016 (Deemed Costs)</b>	-	-	-	-	-	-	-	-
Depreciation for the year	-	158.73	0.22	11.36	0.20	0.07	0.42	171.01
Acquisitions	-	-	-	-	0.09	11.50	-	11.60
Accumulated depreciation on deletion	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2017</b>	-	<b>158.73</b>	<b>0.22</b>	<b>11.36</b>	<b>0.29</b>	<b>11.57</b>	<b>0.42</b>	<b>182.61</b>
Depreciation for the year	-	39.68	0.21	11.37	0.58	0.37	0.49	52.70
Accumulated depreciation on deletion	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2018</b>	-	<b>198.41</b>	<b>0.43</b>	<b>22.73</b>	<b>0.87</b>	<b>11.94</b>	<b>0.91</b>	<b>235.31</b>
<b>Carrying Value as at March 31, 2016 (Deemed Costs)</b>	<b>1,237.26</b>	<b>317.47</b>	<b>1.31</b>	<b>83.09</b>	<b>0.83</b>	<b>0.22</b>	<b>2.11</b>	<b>1,642.26</b>
<b>Carrying Value as at March 31, 2017</b>	<b>1,237.26</b>	<b>158.74</b>	<b>1.09</b>	<b>71.73</b>	<b>0.87</b>	<b>0.72</b>	<b>1.69</b>	<b>1,472.10</b>
<b>Carrying Value as at March 31, 2018</b>	<b>1,237.26</b>	<b>119.06</b>	<b>0.88</b>	<b>60.36</b>	<b>2.85</b>	<b>1.84</b>	<b>1.71</b>	<b>1,423.97</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	Particulars	₹ in Lakhs Amount
<b>5B</b>	<b>Investment property</b>	
	<b>Gross carrying value as at April 01, 2016 (Deemed Costs)</b>	<b>210.31</b>
	Additions	-
	Disposals	-
	<b>Gross carrying value as at March 31, 2017</b>	<b>210.31</b>
	Additions	-
	Disposals	-
	<b>Gross carrying value as at March 31, 2018</b>	<b>210.31</b>
	<b>Accumulated depreciation as at April 01, 2016 (Deemed Costs)</b>	<b>-</b>
	Depreciation for the year	-
	Accumulated depreciation on disposal	-
	<b>Accumulated depreciation as at March 31, 2017</b>	<b>-</b>
	Depreciation for the year	-
	Accumulated depreciation on disposal	-
	<b>Accumulated depreciation as at March 31, 2018</b>	<b>-</b>
	<b>Carrying Value as at March 31, 2016 (Deemed Costs)</b>	<b>210.31</b>
	<b>Carrying Value as at March 31, 2017</b>	<b>210.31</b>
	<b>Carrying Value as at March 31, 2018</b>	<b>210.31</b>

**Note:**

Investment property has been carried at the cost less accumulated depreciation as at 1 April 2015, as the cost and depreciation determined under the previous GAAP, in case of the Company, is in line with the principles of Ind AS 40.

**i Amounts recognised in profit or loss for investment properties**

Particulars	March 31, 2018	March 31, 2017
Rental income	1.14	1.14
Direct operating expenses from property that generated rental income	0.70	-
Direct operating expenses from property that did not generate rental income	-	-
<b>Profit from investment properties before depreciation</b>	<b>0.44</b>	<b>1.14</b>
Depreciation	-	-
<b>Profit from investment property</b>	<b>0.44</b>	<b>1.14</b>

**ii Contractual obligations**

There are no contractual obligations to purchase, construct or develop investment property.

**iii Leasing arrangement**

Investment property is leased out to the Holding Company under operating leases.

**iv Fair Value**

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Investment property	233.94	227.13	210.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	Particulars	₹ in Lakhs						
		Computer	Software					
<b>6</b>	<b>Intangible Assets</b>							
	<b>Gross carrying value as at April 01, 2016 (Deemed Costs)</b>		-					
	Additions		-					
	Acquisitions		2.16					
	Deletions		-					
	<b>Gross carrying value as at March 31, 2017</b>		<b>2.16</b>					
	Additions		1.82					
	Deletions		-					
	<b>Gross carrying value as at March 31, 2018</b>		<b>3.98</b>					
	<b>Accumulated depreciation as at April 01, 2016 (Deemed Costs)</b>		-					
	Depreciation for the year		-					
	Acquisitions		2.16					
	Accumulated depreciation on deletion		-					
	<b>Accumulated depreciation as at March 31, 2017</b>		<b>2.16</b>					
	Depreciation for the year		-					
	Accumulated depreciation on deletion		-					
	<b>Accumulated depreciation as at March 31, 2018</b>		<b>2.16</b>					
	<b>Carrying Value as at March 31, 2016</b>		-					
	<b>Carrying Value as at March 31, 2017</b>		-					
	<b>Carrying Value as at March 31, 2018</b>		<b>1.82</b>					
<b>7</b>	<b>NON - CURRENT INVESTMENTS</b>							
		<b>Face Value</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As at 1st April, 2016</b>			
			<b>Numbers</b>	<b>Amount</b>	<b>Numbers</b>	<b>Amount</b>		
	<b>QUOTED</b>							
	<b>In Equity Shares (Fully Paid-up)</b>							
	ABB India Ltd	2	NIL	-	NIL	-	191	2.39
	Ashok Leyland Ltd	1	NIL	-	NIL	-	875	0.45
	Bajaj Finance Ltd	5	NIL	-	NIL	-	75	3.00
	Bharat Electronica Ltd	10	NIL	-	NIL	-	120	1.27
	Cadila Healthcare Ltd	1	NIL	-	NIL	-	395	1.31
	Capital First Limited	10	NIL	-	NIL	-	424	1.59
	Century Textiles & Ind Ltd	10	NIL	-	NIL	-	253	1.37
	Cipla Ltd	2	NIL	-	NIL	-	189	1.24
	Credit Analysis and Research Limited	10	NIL	-	NIL	-	180	2.82
	Cummins India Ltd	2	NIL	-	NIL	-	187	1.63
	Emami Ltd	1	NIL	-	NIL	-	75	0.68
	Engineers India Ltd	5	NIL	-	NIL	-	720	1.38
	Force Motors Ltd	10	NIL	-	NIL	-	28	0.66
	HDFC Bank Ltd	2	NIL	-	NIL	-	520	5.07
	Honeywell Automation India Ltd	10	NIL	-	NIL	-	10	0.76
	Housing Development Finance Corp	2	NIL	-	NIL	-	60	0.69
	Indusind Bank Ltd	10	NIL	-	NIL	-	235	2.02
	Infosys Ltd	5	NIL	-	NIL	-	166	1.70
	Itc Ltd	1	NIL	-	NIL	-	192	0.61

**NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Jamna Auto Ind Ltd	5	NIL	-	NIL	-	1097	1.31
Jubilant Foodworks Ltd	10	NIL	-	NIL	-	230	3.38
KNR CONSTRUCTIONS LIMITED	10	NIL	-	NIL	-	353	1.27
Larsen & Toubro Ltd	1	NIL	-	NIL	-	161	2.50
Lic Housing Finance Ltd	2	NIL	-	NIL	-	493	2.01
Mangalam Cement Ltd	10	NIL	-	NIL	-	547	1.58
Maruti Suzuki India Ltd	5	NIL	-	NIL	-	86	2.98
Multi Commodity Exchange of India Ltd	10	NIL	-	NIL	-	150	1.41
Omkar Speciality Chemicals	10	NIL	-	NIL	-	337	0.68
Page Industries Ltd	10	NIL	-	NIL	-	18	2.26
Sadbhav Eng. Ltd	1	NIL	-	NIL	-	934	2.80
Salzer Electronics Ltd	10	NIL	-	NIL	-	293	0.67
Shree Cement Ltd	10	NIL	-	NIL	-	16	1.59
Solar Industries (I) Ltd	2	NIL	-	NIL	-	33	0.89
Thomas Cook India Ltd	1	NIL	-	NIL	-	528	0.90
Timken India Ltd	10	NIL	-	NIL	-	256	1.42
Titagarh Wagons Ltd	2	NIL	-	NIL	-	1390	1.18
Ultratech Cement Ltd	10	NIL	-	NIL	-	36	1.03
Whirlpool of India Ltd	10	NIL	-	NIL	-	213	1.35
<b>Sub - Total (a)</b>			<u>-</u>		<u>-</u>		<u>61.85</u>

**UNQUOTED****In Equity Shares (Fully Paid-up) - Others**

Decolight Creamics Ltd.	10	1,460,000	43.80	NIL	-	-	-
Onelife Ecopower & Engennering Ltd.	10	NIL	-	14,286	1.43	14,286	1.43
Onelife Agrifoods Ltd.	10	NIL	-	14,286	1.43	14,286	1.43
Dealmoney Insurance Broking Pvt. Ltd.	10	1,000,000	100.00	NIL	-	NIL	-
Dealmoney Securities Pvt. Ltd.	10	5,947,705	41.41	NIL	-	NIL	-
Sarsan Securities Pvt. Ltd.	10	1,363,220	1,625.00	NIL	-	NIL	-
<b>Sub - Total (b)</b>			<u>1,810.21</u>		<u>2.86</u>		<u>2.86</u>

**Others**

Real Estate			632.00		632.00		-
<b>Sub - Total (c)</b>			<u>632.00</u>		<u>632.00</u>		<u>-</u>

**Total Non - Current****Investments (a) + (b) + (c)**

Aggregate Amount of Quoted Investments			-		-		61.85
Aggregate Market Value of Quoted Investments			-		-		65.08
Aggregate Amount of Unquoted Investments			2,442.21		634.86		2.86
Aggregate amount of impairment in value of investments			-		-		-



NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	₹ in Lakhs		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>8</b>	<b>NON - CURRENT LOANS</b>		
	<b>(Unsecured, considered good)</b>		
	Deposits	33.40	-
	Others	2,300.58	1,212.81
	<b>Total</b>	<b>2,333.98</b>	<b>1,890.00</b>
<b>9</b>	<b>OTHER NON - CURRENT FINANCIAL ASSETS</b>		
	<b>Other Bank Balances</b>		
	In Fixed Deposit Accounts	42.50	42.50
	₹. 10.00 Lakhs (March 31, 2017 - ₹. 10.00 Lakhs, April 01, 2016 - ₹. 10.00 Lakhs) - FD Lien marked to Bank for Overdraft Facility		
	₹. 32.50 Lakhs (March 31, 2017 - ₹. 32.50 Lakhs, April 01, 2016 - ₹. 32.50 Lakhs) - FD Lien marked to Exchange		
	<b>Total</b>	<b>42.50</b>	<b>42.50</b>
<b>10</b>	<b>DEFERRED TAX ASSETS (NET)</b>		
	<b>Deferred tax liabilities</b>		
	Relating to Depreciation on Fixed Assets (A)	0.12	-
	<b>Deferred tax assets</b>		
	Relating to Depreciation on Fixed Assets	-	0.02
	Provision for employee benefits	1.98	2.12
	Provision for debts	2.38	-
	<b>Deferred tax assets (B)</b>	<b>4.36</b>	<b>2.14</b>
	<b>Deferred tax assets (Net) - (B) - (A)</b>	<b>4.24</b>	<b>2.14</b>
<b>11</b>	<b>OTHER NON - CURRENT ASSETS</b>		
	Deposits	1.12	1.10
	Balance with statutory / government authorities	0.61	6.53
	Advance Service Tax	86.25	86.25
	Advance Tax including TDS (net off provision for Tax)	216.34	179.30
	<b>Total</b>	<b>304.32</b>	<b>273.18</b>
		<b>236.77</b>	

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	₹ in Lakhs		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>12 TRADE RECEIVABLES</b>			
(Unsecured)			
Outstanding for a period exceeding six months			
Considered Good	10.08	8.79	2.21
Considered Doubtful	-	-	-
	<b>10.08</b>	<b>8.79</b>	<b>2.21</b>
Less : Expected Credit Loss	-	-	-
	<b>10.08</b>	<b>8.79</b>	<b>2.21</b>
Others - Considered Good	-	-	-
<b>Total</b>	<b>10.08</b>	<b>8.79</b>	<b>2.21</b>
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>13 CASH AND CASH EQUIVALANTS</b>			
<b>Balances with Banks</b>			
In Current Accounts	345.25	72.24	28.55
In Fixed Deposit Accounts	-	-	2.17
Cash in hand	37.50	159.54	56.19
<b>Total</b>	<b>382.75</b>	<b>231.78</b>	<b>86.90</b>
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>14 CURRENT LOANS</b>			
(Unsecured, considered good)			
<b>Loan and Advances to related parties</b>			
<b>Loans include dues from Companies in which directors are directors / members</b>			
Onelife Ecopower and Engineering Ltd. (Maximum amount outstanding during the year -NIL (March 31, 2017 - ₹. 2,290.25 Lakhs, April 01, 2016 - ₹. 2,329.25 lakhs)	-	2,039.75	2,290.25
Leadline Software and Trading Pvt. Ltd. (Maximum amount outstanding during the year - NIL (March 31, 2017 - ₹. 2,736.03 lakhs, April 01, 2016 - ₹. 2,600.53 lakhs)	-	2,707.53	2,600.53
<b>Loans to other related parties</b>			
Scandent Imaging Limited	129.28	-	-
Destimoney Securities Private Limited	326.57	-	-
<b>Loan to Others</b>	-	2,361.53	2,233.51
All the above loans and advances have been given for business purposes			
Advance receivable in Cash	5,079.20	423.74	-
<b>Total</b>	<b>5,535.05</b>	<b>7,532.55</b>	<b>7,124.29</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	₹ in Lakhs		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>15 OTHER CURRENT ASSETS</b>			
Interest Receivable	-	13.44	-
Advance Towards purchase of property	10.00	10.00	-
Balance with statutory / government authorities	-	-	38.49
Other Assets	18.12	1.88	7.35
<b>Total</b>	<b>28.12</b>	<b>25.32</b>	<b>45.84</b>
<b>16 EQUITY SHARE CAPITAL</b>			
<b>Authorised :</b>			
15,010,000 (March 31, 2017 - 15,010,000, April 01, 2016 - 15,010,000) Equity Shares of ₹. 10/- each	1,501.00	1,501.00	1,501.00
<b>Total</b>	<b>1,501.00</b>	<b>1,501.00</b>	<b>1,501.00</b>
<b>Issued, Subscribed and Paid-up :</b>			
<b>Equity Shares</b>			
13,360,000 (March 31, 2017 - 13,360,000, April 01, 2016 - 13,360,000) Equity Shares of ₹. 10/- each fully paid up	1,336.00	1,336.00	1,336.00
<b>Total</b>	<b>1,336.00</b>	<b>1,336.00</b>	<b>1,336.00</b>

16.1 Reconciliation of Shares	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
At the beginning of the year	13,360,000	1,336.00	13,360,000	1,336.00	13,360,000	1,336.00
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	13,360,000	1,336.00	13,360,000	1,336.00	13,360,000	1,336.00

## 16.2 Details of Shareholders holding more than 5% shares in the Company

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Numbers	%	Numbers	%	Numbers	%
a. Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%	6,905,000	51.68%
b. Pandoo Naig	3,055,000	22.87%	3,055,000	22.87%	3,055,000	22.87%

## 16.3 Rights, Preferences and Restrictions attaching to each class of shares

**Equity Shares having a face value of Rs. 10****As to Dividend: -**

The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.

**As to Repayment of capital: -**

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.

**As to Voting: -**

The Company has only one class of shares referred to as equity shares having a face value of ₹. 10. Each holder of the equity share is entitled to one vote per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	₹ in Lakhs		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>17 OTHER EQUITY</b>			
<b>Capital Reserve</b>			
<b>Balance at the beginning of the year</b>	6,020.01	2,280.48	-
Add / (Less): On Consolidation	1,049.74	3,739.53	-
<b>Balance at the end of the year (A)</b>	<b>7,069.75</b>	<b>6,020.01</b>	<b>2,280.48</b>
Securities Premium Reserve - (B)	<b>3,624.39</b>	<b>3,624.39</b>	<b>3,624.39</b>
<b>Deficit in the Statement of Profit and Loss</b>			
<b>Balance at the beginning of the year</b>	(1,025.72)	(619.84)	-
Add: - Profit for the year	5.60	(409.91)	-
Add: - Other Comprehensive Income for the year - Remeasurement of Defined benefit plans	1.40	4.03	-
Less: Appropriations	-	-	-
<b>Balance at the end of the year (C)</b>	<b>(1,018.72)</b>	<b>(1,025.72)</b>	<b>(619.84)</b>
<b>Total - (A) + (B) + (C)</b>	<b>9,675.42</b>	<b>8,618.68</b>	<b>5,285.03</b>
	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
<b>18 NON - CURRENT BORROWINGS</b>			
<b>Secured</b>			
<b>Term Loans</b>			
from Others - Vehicle Loan	18.03	29.11	38.99
Secured by way of hypothecation of Vehicle			
<b>Term of Repayment and Maturity</b>			
Initial Term: 5 years and Rate of Interest: 11.49% p.a.			
31.03.2019 - 11.08 Lakhs			
31.03.2020 - 12.42 Lakhs			
13.08.2020 - 5.61 lakhs			
<b>Total</b>	<b>18.03</b>	<b>29.11</b>	<b>38.99</b>
	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
<b>19 NON - CURRENT PROVISIONS</b>			
Provision for Gratuity	3.98	6.90	3.05
Provision for Compensated Absences	3.67	1.99	-
<b>Total</b>	<b>7.65</b>	<b>8.89</b>	<b>3.05</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.	₹ in Lakhs		
	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>20 CURRENT BORROWINGS</b>			
<b>A. Secured</b>			
Current Maturity of Long Term Debts (For security, terms of repayment and rate of interest - Refer Note No. 18 above)	11.08	-	-
	<b>(A) 11.08</b>	-	-
<b>B. Unsecured</b>			
From Others	672.00	493.81	277.00
From related parties	-	-	-
	<b>(B) 672.00</b>	<b>493.81</b>	<b>277.00</b>
<b>Total - (A) + (B)</b>	<b>683.08</b>	<b>493.81</b>	<b>277.00</b>
	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at April 01, 2016</b>
<b>21 TRADE PAYABLES</b>			
Due to Micro, Small and Medium Enterprises (Refer Note No. 35)	-	-	-
<b>Due to creditors other than Micro Enterprises and Small Enterprises</b>			
Others	611.03	274.66	0.01
<b>Total</b>	<b>611.03</b>	<b>274.66</b>	<b>0.01</b>
	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at April 01, 2016</b>
<b>22 OTHER CURRENT LIABILITIES</b>			
Statutory Dues	49.91	20.83	10.53
Creditors for Expenses	191.59	872.34	61.47
Others	222.03	13.05	8.85
<b>Total</b>	<b>463.53</b>	<b>906.22</b>	<b>80.85</b>
	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at April 01, 2016</b>
<b>23 CURRENT PROVISIONS</b>			
Provision for Gratuity	2.60	2.30	4.13
Provision for Compensated Absences	0.37	0.32	-
Provision for Income Tax (Net of Advance Tax)	0.06	0.95	0.95
Other Provision	5.72	0.40	-
<b>Total</b>	<b>8.75</b>	<b>3.97</b>	<b>5.08</b>
	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2017</b>
<b>24 REVENUE FROM OPERATIONS</b>			
Sale of Products		7.38	-
Sale of Services		523.84	604.39
Other Operating Income		43.90	58.56
<b>Total</b>		<b>575.12</b>	<b>662.95</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Note No.		₹ in Lakhs	
		As at March 31, 2018	As at March 31, 2017
<b>25</b>	<b>OTHER INCOME</b>		
	Interest	165.19	115.75
	Dividend	-	0.02
	Miscellaneous Income	1.77	0.03
	Profit on sale of Investment	-	6.58
	Excess Provision Written Back	-	0.72
	<b>Total</b>	<b>166.96</b>	<b>123.10</b>
<b>26</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	Salary, Wages and Other Benefits	187.97	298.24
	Contribution to Provident Fund and Other Funds	-	6.28
	Staff Welfare Expenses	10.81	8.50
	<b>Total</b>	<b>198.78</b>	<b>313.02</b>
<b>27</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	4.87	8.79
	<b>Total</b>	<b>4.87</b>	<b>8.79</b>
<b>28</b>	<b>OTHER EXPENSES</b>		
	Power & Fuel	44.40	27.38
	Rent	68.84	98.83
	Repairs to Building	-	22.47
	Repairs to Machinery	-	3.68
	Repairs to Others	35.53	19.98
	Rates and Taxes	4.56	4.90
	Advertisement	3.73	2.77
	Brokerage on Premises	-	0.35
	Brokerage Sharing	113.53	-
	Business Development Expenses	30.79	18.12
	Board Meeting Expenses	5.76	3.60
	Comission	-	147.99
	Clearing, Settlement & Other Charges	8.54	9.21
	Communication Expenses	32.42	-
	Professional Fees	27.56	30.39
	Bad Debts written off	7.73	7.02
	Remuneration to Auditors (Refer Note No. 36)	12.07	10.17
	Printing & Stationery	9.97	9.99
	Office Expenses	19.61	4.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

		₹ in Lakhs	
		As at	As at
		March 31, 2018	March 31, 2017
28	Donation	-	0.86
	Diwali Expenses	6.74	4.32
	Travelling and Conveyance	24.77	32.29
	Telephone Expenses	-	37.93
	Water Charges	0.97	1.19
	Liaisoning Expenses	5.03	3.15
	Loss on Sale of Investment	-	159.16
	Miscellaneous Expenses	4.59	21.01
	Directors Sitting Fees	3.20	3.20
	<b>Total</b>	<b>470.34</b>	<b>683.97</b>

**29 Contingent Liabilities:**

The Company has received order dated 31st January, 2018 passed by The Commissioner GST & CX (Appeals) - III, Mumbai, confirming the demand of inadmissible Cenvat Credit of ₹. 171.92 Lakhs, recovery of interest at applicable rate on the amount of demand confirmed and imposing the penalty of ₹. 164.20 Lakhs. The Company is in the process of filing the appeal against this order with Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai. As per the legal advice received by the Company, the Company has good case and no provision is required for Cenvat Credit, interest and penalty on availment of Cenvat Credit on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. The Company has paid ₹. 86.25 lakhs under protest and is disclosed as Advance Service Tax under the head "Other non-current assets".

**30 Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"****i) Defined Contribution Plan**

During the year, ₹. 4.04 Lakhs (March 31, 2017 – ₹. 6.27 Lakhs) in respect of the Company's contribution to Provident Fund and ₹. 0.01 Lakhs (March 31, 2017 – ₹. 0.01 Lakhs) in respect of Company's contribution to Employees' Maharashtra Labour Welfare Fund, deposited with the government authorities, have been recognized as expense and included under "Employee Benefits Expenses" in the Statement of Profit and Loss.

**ii) Defined benefit plans – As per Actuarial valuation as on March 31, 2018**

(a) The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at March 31, 2018.

Particulars	As at March 31, 2018 (in ₹.)	As at March 31, 2017 (in ₹.)
<b>Change in present value of obligations</b>		
Obligations at beginning of the year	9,20,306	1,043,243
Interest cost	67,091	82,569
Current Service cost	143,369	148,045
Past Service Cost (Non – Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	(94233)	NIL
Actuarial (gains) / losses on obligations due to change in demographic assumptions	NIL	(8,301)
Actuarial (gains) / losses on obligations due to change in financial assumptions	(41,405)	46,773
Actuarial (gains) / losses on obligations due to experience	(197,860)	(392,023)
<b>Obligations at the end of the year</b>	<b>797,268</b>	<b>920,306</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Particulars	₹ in Lakhs	
	As at March 31, 2018 (in ₹.)	As at March 31, 2017 (in ₹.)
<b>Expenses recognized in the Statement of P&amp;L A/c.</b>		
Current Service cost	143,369	148,045
Net Interest cost	67,091	82,569
Actuarial (Gain) / Losses	(239,265)	(353,551)
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
<b>Net gratuity cost</b>	<b>(28,805)</b>	<b>(122,937)</b>
<b>Amount recognized in the Balance Sheet</b>		
Present Value Obligation at the end of the period	(797,268)	(920,306)
Fair Value of Plan Assets at the end of the period	NIL	NIL
Funded Status – (Surplus / (Deficit))	(797,268)	(920,306)
Unrecognized Past Service Cost at the end of the period	NIL	NIL
<b>Net (Liability) / Asset recognized in the Balance Sheet</b>	<b>(797,268)</b>	<b>(920,306)</b>

<b>Assumptions</b>		
Mortality Table		Indian Assured lives Mortality (2006 – 08)
Discount rate	7.87%	7.29%
Rate of escalation in salary	5% - 7%	5% - 7%
Attrition rate	2% - 20%	2% - 20%

(b) The following table sets out the status of the leave encashment scheme and the amount recognized in the financial statements as at 31st March 2018.

Particulars	₹ in Lakhs	
	As at March 31, 2018 (in ₹.)	As at March 31, 2017 (in ₹.)
<b>Change in Defined Benefit Obligation</b>		
Obligations at beginning of the year	230,210	69,774
Current Service Cost	34,528	160,436
Interest Cost	NA	NA
Actuarial Losses / (Gain)	NA	NA
Past Service Cost	NA	NA
Benefits Paid	-	-
<b>Obligations at the end of the year</b>	<b>264,738</b>	<b>230,210</b>
<b>Expense recognized in the Statement of Profit and Loss</b>		
Current Service Cost	34,528	160,436
Interest on Defined Benefit Obligation	NA	NA
Net Actuarial Losses / (Gains) Recognized in Year	NA	NA
Past Service Cost	NA	NA
<b>Employee Benefit Expenses</b>	<b>34,528</b>	<b>160,436</b>
<b>Amount recognized in Balance Sheet</b>		
PV of Unfunded Obligations	264,738	230,210
Unrecognized Past Service Cost	NA	NA
<b>Net Liability</b>	<b>264,738</b>	<b>230,210</b>



NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08)	
Discount rate	7.78%	7.29%
Rate of escalation in salary	7.00%	7.00%
Attrition rate	2% to 20%	2% to 20%

Leave encashment liability pertains to the Dealmoney Commodities Private Limited.

## 31 Disclosures pursuant to Indian Accounting Standard 108 "Operating Segments"

(₹. In Lakhs)

	Particulars	Advisory Services	Gas and Energy (Consulting)	Agriculture	Broking	Eliminations	Total
<b>A</b>	<b>SEGMENT REVENUE</b>						
	External Sales	259.90 (288.94)	- (2.75)	- (-)	349.89 (371.26)	- (-)	609.79 (662.95)
	Inter Segment Sales	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
	<b>Total Revenue</b>	<b>259.90</b> <b>(288.94)</b>	<b>-</b> <b>(2.75)</b>	<b>-</b> <b>(-)</b>	<b>349.89</b> <b>(371.26)</b>	<b>-</b> <b>(-)</b>	<b>609.79</b> <b>(662.95)</b>
<b>B</b>	<b>RESULTS</b>						
	Segment Results	8.68 (-191.12)	- (-2.20)	- (-)	3.15 (5.03)	- (-)	11.83 (-188.29)
	Unallocated corporate income						132.29 (123.10)
	Unallocated corporate expenses						-129.40 (-313.31)
	<b>Operating Profit before interest and tax</b>						<b>14.72</b> <b>(-378.50)</b>
	Interest expense						4.87 (-8.21)
	<b>Profit before tax (before exceptional and extraordinary items)</b>						<b>9.85</b> <b>(-386.71)</b>
	Exceptional items						- (-16.80)
	<b>Profit before tax (after exceptional and extraordinary items)</b>						<b>9.85</b> <b>(-403.51)</b>
	Current tax						-2.85 (-2.37)
	<b>Profit after Tax</b>						<b>7.00</b> <b>(-405.88)</b>
	Minority Interest in Income in Subsidiaries						(-) (-)
	<b>Net Profit after Minority Interest</b>						<b>7.00</b> <b>(-405.88)</b>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

<b>C</b>	<b>CAPITAL EMPLOYED</b>						
	<b>Segment Assets</b>						
	Segment Assets	8,312.00	-	-	954.69	-	9,266.69
		(461.59)	(-)	(-)	(1,484.33)	(-)	(1945.92)
	Unallocated corporate assets						19,668.67
							(9,725.42)
	<b>Total Assets</b>						<b>28,935.36</b>
							<b>(11,671.34)</b>
	<b>Segment Liabilities</b>						
	Segment liabilities	5,381.50	-	-	814.95	-	6,196.45
		(60.27)	(-)	(-)	(1256.17)	(-)	(1,316.44)
	Unallocated corporate liabilities						11,327.48
							(400.23)
	<b>Total Liabilities</b>						<b>17,523.93</b>
							<b>(1,716.67)</b>
	<b>Depreciation and Amortization</b>						
	Segment Depreciation and amortization	50.02	-	-	0.39	-	50.41
		(168.68)	(-)	(-)	(0.04)	(-)	(168.72)
	Unallocated corporate depreciation and amortization						2.29
							(2.29)

Figures in the bracket indicate previous year's figures.

### 32 Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures"

#### I Names of the related parties with whom transactions were carried out during the year and description of relationship:

<b>Key Management Personnel</b>	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
	Mr. Mulraj Shah – Chief Financial Officer (upto July 24, 2017)
	Mr. Vivek Maru – Company Secretary (upto July 07, 2015)
	Ms. Priyanka Rawat – Company Secretary (w.e.f Nov. 09, 2015)
	Mr. Sanjay Nayak
	Mr. Dishant Sagwaria
	Mr. Munmun J. Halder
	Mr. Micheal D'souza
	Mr. Rajnish Kumar Pandey
	Ms. Shalini Patidar
	Mr. Amol Autade
	Mr. Ram Narayan Gupta
	Mr. Vikram Rathod
	Mr. Manoj Chaudhary
Mr. Micheal D'souza	
<b>Companies in which Key Management Personnel / Relative exercise significant influence</b>	Dealmoney Securities Private Limited
	Sarsan Securities Private Limited
	Oodnap Securities (India) Limited
	Scandent Imaging Limited
	Dealmoney Insurance Broking Private Limited
<b>Relatives of Key Management Personnel</b>	Sowmya Deshpande (Daughter of Executive Chairman)
	Anandhi Naig (Wife of Executive Chairman)

## II Transactions and amount outstanding with related party

(₹. in Lakhs)

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative Exercise Significant Influence	Relatives of Key Management Personnel
I	<b>Loans Given</b>			
	Dealmoney Securities Private Limited	NIL (NIL)	755.18 (80.00)	NIL (NIL)
	Scandent Imaging Limited	NIL (NIL)	235.14 (NIL)	NIL (NIL)
II	<b>Loans Received Back</b>			
	Dealmoney Securities Private Limited	NIL (NIL)	428.61 (47.90)	NIL (NIL)
	Scandent Imaging Limited	NIL (NIL)	105.98 (NIL)	NIL (NIL)
III	<b>Loan Taken</b>			
	Pandoo Naig	450.00 (NIL)	NIL (NIL)	NIL (NIL)
IV	<b>Loans Repaid</b>			
	Sarsan Securities Private Limited	NIL (NIL)	2.65 (95.00)	NIL (NIL)
	Pandoo Naig	5.00 (NIL)	NIL (NIL)	NIL (NIL)
V	<b>Remuneration to Key Management Personnel</b>			
	T. K. P. Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Mulraj Shah	2.52 (6.96)	NIL (NIL)	NIL (NIL)
	Vivek Maru	NIL (0.40)	NIL (NIL)	NIL (NIL)
	Priyanka Rawat	4.75 (3.97)	NIL (NIL)	NIL (NIL)
VI	<b>Interest Expense</b>			
	Sarsan Securities Private Limited	NIL (NIL)	NIL (2.95)	NIL (NIL)
VII	<b>Advisory Services</b>			
	Dealmoney Securities Private Limited	NIL	210.00	NIL
		(NIL)	(NIL)	(NIL)
VIII	<b>Reimbursement of Expenses</b>			
	Dealmoney Securities Private Limited	NIL (NIL)	48.48 (936.55)	NIL (NIL)

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative Exercise Significant Influence	Relatives of Key Management Personnel
<b>Interest Income</b>				
IX	Dealmoney Securities Private Limited	NIL	18.55	NIL
		(NIL)	(1.15)	(NIL)
<b>Purchase of Equity Shares of Subsidiaries</b>				
X	Pandoo Naig	5.71	NIL	NIL
		(NIL)	(NIL)	(NIL)
	T. K. P. Naig	15.14	NIL	NIL
		(NIL)	(NIL)	(NIL)
	Anandhi Naig	NIL	NIL	1.43
		(NIL)	(NIL)	(NIL)
	Oodnap Securities (India) Limited	NIL	0.71	NIL
		(NIL)	(NIL)	(NIL)

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative Exercise Significant Influence	Relatives of Key Management Personnel
<b>Outstanding as at March 31, 2018</b>				
I	Loans Receivable	NIL	455.84	NIL
		(NIL)	(4,747.28)	(NIL)
II	Payable	445	89.37	NIL
		(NIL)	(771.97)	(NIL)
III	Loan and Advances	NIL	NIL	NIL
		(NIL)	(7.59)	(NIL)

Figures in the bracket indicate previous year's figures.

### 33 Disclosures pursuant to Indian Accounting Standard (Ind AS) 17 "Leases"

#### Operating Lease (Expenditure)

As at the year end, the Company has following non-cancellable lease arrangement in respect of leased premises: -

(₹ in Lakhs)

Particulars	March 31, 2018	March 31, 2017
Lease rentals debited to Statement of Profit and Loss	67.09	53.88

Lease rent paid pertains to the Dealmoney Commodities Private Limited

**34 Basic and diluted earnings per share [EPS] computed in accordance with Indian Accounting Standard (Ind AS) 33 "Earnings per Share"** (₹. in Lakhs)

Particulars	March 31, 2018	March 31, 2017
Net Profit after tax as per Statement of Profit and Loss	7.00	(405.88)
Number of Equity Shares outstanding (in Lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (in Lakhs)	133.60	133.60
Nominal value of equity shares ₹.	10.00	10.00
Basic and Diluted Earnings per share ₹.	0.05	(3.04)

**35 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act)**

There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

**36 Remuneration to auditors**

Particulars	March 31, 2018	March 31, 2017
Statutory Audit	9.64	5.67
Tax Audit	0.43	0.50
Income Tax Matters	2.00	4.00
<b>Total</b>	<b>12.07</b>	<b>10.17</b>

**37 On approval of the Board of Directors, following transactions / activities were carried out:**

The company acquired 100% of the Shareholding in Leadline Software & Trading Private Limited for a consideration of ₹. 19.43 Lakhs. The company also acquired 42,857 shares of Onelife Ecopower & Engineering for a consideration of ₹. 4.29 Lakhs thereby having 100% shareholding of the latter company.

**38** In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

**39** a. The Company did not have any outstanding long term contracts including derivative contracts as at March 31, 2018.

b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

**40 Details of utilization of IPO proceeds**

a. The Company had made Initial Public Offer (IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of ₹.10 each for cash at a premium of ₹.100/- per share aggregating to ₹. 36,85,00,000 to the public.

b. 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 ₹. 2,625 Lakhs has been substituted by the following objects:

(i) IPO proceeds of ₹. 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 ₹. 195 Lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds as under:

Sr. No.	Particulars	Actual Utilization
1	Purchase of Corporate office*	900
2	Issue Expenses	160
<b>3</b>	<b>Acquisition of Strategic Investment:</b>	
(a)	Acquisition of 1,400,000 fully paid up Equity shares of ₹. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited	140
<b>(b)</b>	<b>Acquisition by Purple India Holding Limited (Wholly owned Subsidiary):</b>	
(i)	Acquisition of 24,00,000 fully paid up Equity shares of ₹. 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 ₹. 10 each (i.e. 100% Equity shares) of Destimoney Commodities Private Limited	525
(c)	Advance paid to Purple India Holding Limited for acquisition of Strategic Investment / Business	1,365
4	For Renovation of Premises	195
	<b>Total</b>	<b>3,685</b>

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

**c 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 Dealmoney Distribution Advisory Services Pvt. Ltd. (formerly known as Destimoney Distribution and Advisory Services Private Limited) for a consideration of ₹. 400 lakhs, Purple India Holding Limited has acquired 100% of the shareholding in Dealmoney Commodity Pvt. Ltd. (formerly known as Destimoney Commodity Pvt. Ltd.) for a consideration of ₹. 525 Lakhs. Purple India Holding Limited had signed a Share Purchase Agreement to purchase majority equity shares of 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 (formerly known as Destimoney Securities Pvt. Ltd.) 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 and to seek appropriate regulatory approvals as may be required.

**41 Scheme of Arrangement**

The Scheme of Arrangement earlier approved by the Board on November 14, 2017 has also been discussed and the Board has decided in its meeting held on February 14, 2018 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:

- Merger of Dealmoney Securities Private Limited with Dealmoney Commodities Private Limited, a step-down subsidiary, w.e.f. April 01, 2017 (Merger – 1) and to have one operating Company in the group; and
- Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited, Goodyield Fertilizers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower and Engineering Ltd., Dealmoney Distribution and Advisory Services Private Limited, Goodyield Farming Limited and Purple India Holdings Limited, the subsidiaries, with Onelife Capital Advisors Limited w.e.f. April 01, 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.

**42** During the year, the Company has extended the lease agreement for premises for a further period of 3 years. Accordingly the balance of the unamortized leasehold improvements will be amortized over the period of 4 years including current year. Consequently, the Company has reversed the excess amortization expenses charged to Statement of Profit and Loss in the earlier quarters aggregating to ₹. 76.75 Lakhs (net) in the quarter ended March 31, 2018.

**43** In view of losses and unabsorbed depreciation, in the opinion of the Management considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of accounts in respect of other group entities.

## 44 Disclosures Mandated by Scheduled III by way of Additional Information

(₹. in Lakhs)

Name of entity	Net Assets i.e., total assets minus total liabilities		Share in Profit or loss	
	As a % of Consolidated Net Assets	Amount (Rs. in Lakhs)	As a % of Consolidated Profit or loss	Amount (₹. in Lakhs)
<b>Parent</b>				
Onelife Capital Advisors Ltd	0.25	25.17	182.51	31.41
<b>Subsidiaries</b>				
<b>Indian</b>				
Onelife Gas Energy & Infrastructure Ltd.	14.06	1,441.58	14.93	2.57
Goodyield Farming Ltd.	(16.61)	(1,703.09)	(2.44)	(0.42)
Goodyield Fertilizers & Pesticides Pvt. Ltd.	30.76	3,153.15	6.16	1.06
Eyelid Infrastructure Pvt. Ltd.	(0.07)	(6.79)	9.99	1.72
Purpule India Holding Ltd.	12.34	1,264.85	(7.55)	(1.30)
Leadline Software & Trading Pvt. Ltd.	30.62	3,138.72	0.76	0.13
Onelife Ecopower & Engineering Limited	16.73	1,715.10	(2.27)	(0.39)
Dealmoney Distribution & Advisory Services Pvt Ltd.	10.57	1,083.52	(112.84)	(19.42)
Dealmoney Commodities Pvt. Ltd.	1.36	139.72	10.75	1.85
<b>Total</b>	<b>100.00</b>	<b>10,251.93</b>	<b>100.00</b>	<b>17.21</b>
<b>Less: Minority Interest</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>		<b>10,251.93</b>		<b>17.21</b>

45 The Company has regrouped / reclassified the previous year figures to conform to the current year's reclassification / presentation.

## 46 Financial Instruments

## 46.1 Financial Assets and Liabilities

Particulars	March 31, 2018			March 31, 2017			April 01, 2016		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>1) Financial Assets</b>									
I) Investments	-	-	2,442.21	-	-	634.86	-	-	64.71
II) Loans	-	-	7,869.03	-	-	8745.36	-	-	9014.29
(III) Other financial assets	-	-	42.50	-	-	42.50	-	-	-
(IV) Trade Receivables	-	-	10.08	-	-	8.79	-	-	2.21
V) Cash and Cash Equivalents	-	-	382.75	-	-	231.78	-	-	86.90
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>10,736.49</b>	<b>-</b>	<b>-</b>	<b>9663.29</b>	<b>-</b>	<b>-</b>	<b>9,168.11</b>
<b>2) Financial liabilities</b>									
I) Borrowings	-	-	701.11	-	-	522.92	-	-	315.99
II) Trade Payables	-	-	611.03	-	-	274.66	-	-	0.01
<b>Total Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,312.14</b>	<b>-</b>	<b>-</b>	<b>797.58</b>	<b>-</b>	<b>-</b>	<b>316.00</b>

**46.2 Fair Value measurement**

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

**Year Ending March 31, 2018**

<b>Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2018</b>	<b>Level 1 (₹. in Lakhs)</b>	<b>Level 2 (₹. in Lakhs)</b>	<b>Level 3 (₹. in Lakhs)</b>
<b>Financial Assets</b>			
Investments		2,442.21	
Loans	-	7,869.03	-
Other financial assets		42.50	
Trade Receivables		10.08	
Cash and Cash Equivalents		382.75	
<b>Total Financial Assets</b>	<b>-</b>	<b>10,736.49</b>	<b>-</b>
Borrowings	-	701.11	-
Trade Payables	-	611.03	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>1,312.14</b>	<b>-</b>

**Year Ending March 31, 2017**

<b>Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 31-03-2017</b>	<b>Level 1 (₹. in Lakhs)</b>	<b>Level 2 (₹. in Lakhs)</b>	<b>Level 3 (₹. in Lakhs)</b>
<b>Financial Assets</b>			
Investments		634.86	
Loans	-	8,745.36	-
Other financial assets		42.50	
Trade Receivables		8.79	
Cash and Cash Equivalents		231.78	
<b>Total Financial Assets</b>	<b>-</b>	<b>9663.29</b>	<b>-</b>
Borrowings	-	522.92	-
Trade Payables	-	274.66	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>797.58</b>	<b>-</b>

**As on April 01, 2016**

<b>Assets and liabilities which are measured at Amortized Cost for which fair value are disclosed at 01-04-2016</b>	<b>Level 1 (₹. in Lakhs)</b>	<b>Level 2 (₹. in Lakhs)</b>	<b>Level 3 (₹. in Lakhs)</b>
<b>Financial Assets</b>			
Investments		64.71	
Loans	-	9014.29	-
Other financial assets		-	
Trade Receivables		2.21	
Cash and Cash Equivalents		86.90	
<b>Total Financial Assets</b>	<b>-</b>	<b>9,168.11</b>	<b>-</b>
Borrowings	-	315.99	-
Trade Payables	-	0.01	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>316.00</b>	<b>-</b>



**46.3 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The top management is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

**46.3.1 Management of Liquidity Risk**

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹. in Lakhs)

Particulars	Note No.	Carrying amount	Less than 12 months	More than 12 months	Total
<b>As at March 31, 2018</b>					
Borrowings	18 & 20	701.11	683.08	18.03	701.11
Trade Payables	21	611.03	611.03	NIL	611.03
Other current liabilities	22	463.53	463.53	-	463.53
<b>As at March 31, 2017</b>					
Borrowings	18 & 20	522.92	493.81	29.11	522.92
Trade Payables	21	274.66	274.66	-	274.66
Other current liabilities	22	906.22	906.22	-	906.22
<b>As at April 1, 2016</b>					
Borrowings	18 & 20	315.99	277.00	38.99	315.99
Trade Payables	21	0.01	0.01	-	0.01
Other current liabilities	22	80.85	80.85	-	80.85

**46.3.2 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017.

Potential impact of risk	Management Policy	Sensitivity to risk
<b>1. Price Risk</b>		
The company is not exposed to any specific price risk.	Not Applicable	Not Applicable
<b>2. Interest Rate Risk</b>		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.	In order to manage its interest rate risk the Company diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 0.25% change in interest rates. A 0.25% decrease in interest rates would have led to approximately an additional ₹. 2.82 Lakhs gain for year ended March 31, 2018 (₹. 0.21 Lakhs gain for year ended March 31 2017) in Interest expenses. A 0.25% increase in interest rates would have led to an equal but opposite effect.

**46.3.3 Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from the deposits with banks and financial institutions and other financial instruments.

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the Company established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. at March 31, 2018.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12. The Company does not hold collateral as security. The

Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**47 Capital management**

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

(₹. in Lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Borrowings (Note No. 18 & 20 )	701.11	522.92	315.99
Trade Payables (Note No. 21)	611.03	274.66	0.01
Other current liabilities (Note No. 22)	463.53	906.22	80.85
Less: Cash and Cash equivalents (Note No. 13)	(382.75)	(231.78)	(86.90)
<b>Net Debt (A)</b>	<b>1,392.92</b>	<b>1,472.02</b>	<b>309.95</b>
Total Equity	11,011.42	9,954.68	10,898.31
<b>Total Capital (B)</b>	<b>11,011.42</b>	<b>9,954.68</b>	<b>10,898.31</b>
<b>Capital and Net Debt C = (A) + (B)</b>	<b>12,404.34</b>	<b>11,426.70</b>	<b>11,208.26</b>
<b>Gearing ratio (A) / (C)</b>	<b>11.23%</b>	<b>12.88%</b>	<b>2.77%</b>

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018, March 31, 2017 and March 31, 2016.

**48 Tax Reconciliation**

(₹. in Lakhs)

Particulars	31.03.2018 Ind AS	31.03.2017 Ind AS
Net profit as per Statement of Profit and Loss Account (before tax)	8.45	(407.54)
Current Tax rate @ 25.75% / 30.90%		-
Tax on Accounting Profit	2.86	(113.45)
<b>Tax difference on account of:</b>		
Ind AS Impact - Re-measurement of defined benefit obligation	0.36	1.04
Expenses not allowable under the Income tax Act, 1961	2.55	1.10
Depreciation allowed as per Income tax Act, 1961	(0.23)	(0.58)
Tax Refund / reversal pertaining to earlier years	0.52	0.52
Impact of Carry forward of losses and unabsorbed depreciation	(2.53)	-
Other Timing difference	(2.10)	(0.91)
Deferred tax assets not recognized considering the grounds of prudence	1.42	114.65
<b>Tax provision as per books</b>	<b>2.85</b>	<b>2.37</b>

**49** The subsidiary Dealmoney Commodity Pvt. Ltd. is a commodity broking company and is registered with Securities and Exchange Board of India. The said Company has prepared financial statements in the Indian GAAP as the Ind AS is not applicable to it for the year ended March 31, 2018. Further, the financial statements of this subsidiary are unaudited and the amounts and disclosures included in respect of this subsidiary are based on the unaudited financial statements provided by the Management of the subsidiary.

**50 First time Ind AS adoption reconciliations**

50.1 Effect of Ind AS adoption on the consolidated Balance Sheet as at 31<sup>st</sup> March, 2017 and 31<sup>st</sup> March, 2016.

(₹. in Lakhs)

Particulars	Previous GAAP March 31, 2017	Effect of transition of Ind AS Reclassification	As per Ind AS March 31, 2017	Previous GAAP April 01, 2016	Effect of transition of Ind AS Reclassification	As per Ind AS April 01, 2016
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, Plant and equipment	1,472.10	-	1,472.10	1,642.26	-	1,642.26
(b) Capital work-in-progress	-	(25.00)	25.00	-	-	-
(c) Investments Property	-	(210.31)	210.31	-	(210.31)	210.31
<b>(d) Financial assets</b>						
(i) Investments	845.17	210.31	634.86	275.02	210.31	64.71
(ii) Loans	1,461.09	248.28	1,212.81	2,126.77	236.77	1,890.00
(iii) Other financial assets	-	(42.50)	42.50	-	-	-
(d) Deferred tax assets (net)	2.14	-	2.14	-	-	-
(f) Other non-current assets	24.90	(248.28)	273.18	-	(236.77)	236.77
<b>Total Non-current assets</b>	<b>3,805.40</b>	<b>(67.50)</b>	<b>3,872.90</b>	<b>4,044.05</b>	<b>-</b>	<b>4,044.05</b>
<b>Current assets</b>						
<b>(a) Financial assets</b>						
(i) Trade receivables	8.79	-	8.79	2.21	-	2.21
(ii) Cash and cash equivalents	274.28	42.50	231.78	86.90	-	86.90
(iii) Loans	7,532.55	-	7,532.55	7,124.29	-	7,124.29
(b) Other current assets	50.32	25.00	25.32	45.84	-	45.84
<b>Total Current assets</b>	<b>7,865.94</b>	<b>67.50</b>	<b>7,798.44</b>	<b>7,259.24</b>	<b>-</b>	<b>7,259.24</b>
<b>TOTAL - ASSETS</b>	<b>11,671.34</b>	<b>-</b>	<b>11,671.34</b>	<b>11,303.29</b>	<b>-</b>	<b>11,303.29</b>
<b>EQUITY AND LIABILITIES</b>						
<b>EQUITY</b>						
(a) Equity share capital	1,336.00	-	1,336.00	1,336.00	-	1,336.00
(b) Other equity	8,618.68	-	8,618.68	5,285.03	-	5,285.03
<b>Equity attributable to the shareholders of the Company</b>	<b>9,954.68</b>	<b>-</b>	<b>9,954.68</b>	<b>6,621.03</b>	<b>-</b>	<b>6,621.03</b>
Non Controlling Interest	-	-	-	4,277.28	-	4,277.28
<b>Total Equity</b>	<b>9,954.68</b>	<b>-</b>	<b>9,954.68</b>	<b>10,898.31</b>	<b>-</b>	<b>10,898.31</b>
<b>LIABILITIES</b>						
<b>Non-current liabilities</b>						
<b>(a) Financial liabilities</b>						
Borrowings	29.11	-	29.11	38.99	-	38.99
(b) Provisions	8.89	-	8.89	3.05	-	3.05
<b>Total Non-current liabilities</b>	<b>38.00</b>	<b>-</b>	<b>38.00</b>	<b>42.04</b>	<b>-</b>	<b>42.04</b>

(₹. in Lakhs)

Particulars	Previous GAAP March 31, 2017	Effect of transition of Ind AS Reclassification	As per Ind AS March 31, 2017	Previous GAAP April 01, 2016	Effect of transition of Ind AS Reclassification	As per Ind AS April 01, 2016
<b>Current liabilities</b>						
<b>(a) Financial liabilities</b>						
(i) Borrowings	493.81	-	493.81	277.00	-	277.00
(ii) Trade payables	274.66	-	274.66	0.01	-	0.01
(b) Other current liabilities	906.22	-	906.22	80.85	-	80.85
(c) Provisions	3.97	-	3.97	5.08	-	5.08
<b>Total Current liabilities</b>	<b>1,678.66</b>	<b>-</b>	<b>1,678.66</b>	<b>362.94</b>	<b>-</b>	<b>362.94</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>11,671.34</b>	<b>-</b>	<b>11,671.34</b>	<b>11,303.29</b>	<b>-</b>	<b>11,303.29</b>

50.2 Reconciliation between shareholder's funds as reported under previous generally accepted Accounting Principles (IGAAP) and Ind AS are summarised below:

Particulars	As at March 31, 2017	As at April 01, 2016
<b>Total Equity (Shareholder's funds) under previous IGAAP</b>	9,954.68	6,621.03
Ind AS adjustment increase (decrease)	NIL	NIL
<b>Equity attributable to the shareholders of the Company (Shareholder's funds) under Ind AS</b>	<b>9,954.68</b>	<b>6,621.03</b>

50.3 Effect of Ind AS adoption on the consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017.

Particulars	Previous GAAP For year Ended 31 <sup>st</sup> Mar 2017	Effect of transition of Ind AS	As per Ind AS For year Ended 31 <sup>st</sup> Mar 2017
<b>INCOME</b>			
Revenue from operations	662.95		662.95
Other income	123.10		123.10
<b>Total revenue</b>	<b>786.05</b>		<b>786.05</b>
<b>EXPENSES</b>			
Employee benefits expense	309.57	(3.45)	313.02
Finance costs	8.21	(0.58)	8.79
Depreciation and amortization expense	171.01		171.01
Other expenses	683.97		683.97
<b>Total expenses</b>	<b>1,172.76</b>	<b>(4.03)</b>	<b>1176.79</b>
<b>Loss before exceptional items and tax</b>	<b>(386.71)</b>	<b>4.03</b>	<b>(390.74)</b>
Exceptional Items	(16.80)		(16.80)
<b>Loss before Tax</b>	<b>(403.51)</b>	<b>4.03</b>	<b>(407.54)</b>
<b>Tax expense</b>			
a) Current tax	3.29	-	3.29
b) Deferred tax	(0.92)	-	(0.92)
<b>Loss for the Year</b>	<b>(405.88)</b>	<b>4.03</b>	<b>(409.91)</b>

Particulars	Previous GAAP For year Ended 31 <sup>st</sup> Mar 2017	Effect of transition of Ind AS	(₹. in Lakhs)
			As per Ind AS For year Ended 31 <sup>st</sup> Mar 2017
<b>Other Comprehensive income</b>			
<b>(a) (i) Items that will not be reclassified to Profit or Loss</b>			
Re-measurement of defined benefit plans	-	(4.03)	4.03
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>(b) (i) Items that will be reclassified to Profit or Loss</b>			
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
<b>Total Other Comprehensive income for the year</b>	<b>4.03</b>	<b>(4.03)</b>	<b>4.03</b>
<b>Total Comprehensive income for the year</b>	<b>(405.88)</b>	<b>-</b>	<b>(405.88)</b>

50.4 Reconciliation between the consolidated profit / loss as reported under previous Generally Accepted Accounting principles (IGAAP) and Ind AS are summarized below:

Particulars	(₹. in Lakhs)
	For the Year Ended March 2017
<b>Profit after tax under IGAAP</b>	<b>(405.88)</b>
Impact of re-measurement of defined benefits plans classified in OCI	(4.03)
<b>Profit after tax under Ind AS</b>	<b>(409.91)</b>
Other Comprehensive Income - Re-measurement of defined benefit plans	4.03
Other Comprehensive Income - Income tax on above	-
<b>Total Comprehensive Income</b>	<b>(405.88)</b>

As per our report of even date  
For Khandelwal Jain & Co  
Chartered Accountants  
Firm Registration No: - 105049W

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

(S. S. Shah)  
Partner  
Membership No: - 033632

Pandoo Naig  
Managing Director & Chief Financial Officer  
DIN No.: 00158221

TKP Naig  
Executive Chairman  
DIN No.: 00716975

Place : Thane  
Date : 17th April, 2018

Priyanka Rawat  
Company Secretary

**FORM AOC – 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Financial Information on Subsidiary Companies for the year ended March 31, 2018

Particulars	(₹. In lakhs)									
	Onelife Gas Energy & Infrastructure Limited	Goodyield Farming Limited	Goodyield Fertilizers & Pesticides Private Limited	Eyelid Infrastructure Private Limited	Purple India Holdings Limited	Dealmoney Distribution and Advisory Services Private Limited	Dealmoney Commodities Private Limited	Leadline Software & Trading Pvt. Ltd.	Onelife Ecopower & Engineering Ltd.	
Capital	1,252.67	18.84	1.00	10.00	140.00	240.00	110.00	19.43	5.00	
Reserves	4519.12	1523.91	517.92	(49.79)	(163.47)	(156.49)	29.74	540.76	(17.65)	
Total Assets	5945.68	4145.38	3764.92	238.43	3190.98	1090.54	954.69	3859.00	1715.28	
Total Liabilities	173.89	2602.63	3246.01	278.22	3214.45	1007.21	814.96	3298.81	1727.93	
Investments	-	-	-	210.31	925.01	632.00	-	43.80	-	
Turnover/Total Income	144.91	-	-	1.14	0.05	43.28	349.89	7.38	-	
Profit/(Loss) Before Taxation	2.57	(0.42)	(1.06)	(2.86)	(0.78)	0.40	3.14	0.18	(0.39)	
Provision for Taxation	0.79	-	-	-	0.52	-	1.29	0.06	-	
Profit/(Loss) After Taxation	1.77	(0.42)	(1.06)	(2.86)	(1.29)	0.40	1.85	0.13	(0.39)	
Proposed Dividend	-	-	-	-	-	-	-	-	-	

**References:**

Reserve Bank of India, Securities and Exchange Board of India, Bombay stock Exchange, National Stock Exchange of India, Central Statistical Organization, Press Bureau, The Economic Survey, Ministry of Finance, National Accounts Statistics, International Monetary Fund and various daily news papers.

**ATTENDANCE SLIP**  
**ONELIFE CAPITAL ADVISORS LIMITED**

**CIN: L74140MH2007PLC173660**

**E-mail: cs@onelifecapital.in Website: www.onelifecapital.in**

**Tel no.: 022-25833206 Fax: 022- 41842228**

Registered Office: Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra.

**Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below**

Name and Address of the member:

Name(s) of Joint member(s), if any:

Registered Folio No.:

No. of Shares held:

Client ID No.:

DP ID No.:

**(Please write your name in BLOCK Letters)**

I/We hereby record my/our presence at the 11th Annual General Meeting of the Company schedule to be held at Registered Office of the Company on Wednesday, 29th August, 2018 at 11.00 a.m.

Signature of First holder/Proxy/Authorised Representative  
(To be signed at the time of handing over this slip)

**NOTES :**

- 1. Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting..**
- 2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.**

**E- VOTING**

Users who wish to opt for e-voting may use the following login credentials:

EVSN	USER ID	PASSWORD

**#Since, you have not registered/updated your PAN with the Company/Depository Participant, please us the number mentioned in above column under PAN field to login for e-Voting.**

**\*Please use your actual PAN, if you have already registered/updated your PAN with the Company/Depository Participant. For detailed e-voting instructions, please refer Notice of the Annual General Meeting.**



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**ONELIFE CAPITAL ADVISORS LIMITED**

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]*

**CIN**

**Name of the Company**

**Registered office**

**E-mail:**

**Website:**

**Tel no.:**

**Fax:**

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**REGISTERED OFFICE :**  
**ONELIFE CAPITAL ADVISORS LIMITED**