ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660
Regd. Off: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049
Tel no.: 022-26210036; Fax: 022-26210037 Email id: cs@onelifecapital.in ; Web: www.onelifecapital.in

4th September, 2017

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Mumbai- 400 051
Symbol: ONELIFECAP

Dear Sir/Madam,

Sub: Intimation of Book Closure Date, Notice of the 10th Annual General Meeting and E- voting date:

With reference to the captioned matter kindly find below intimation of book closure pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013 including rules made there under.

Name of the Company	Onelife Capital Advisors Limited
ISIN	INE912L01015
Type of Security	Equity
Paid up value per share	10/-
Book Closure	From Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (both the days inclusive)
Purpose	Annual General Meeting
E-voting period	From 24th September, 2017 (09.00 A.M.) till 26th September, 2017 (05.00 P.M.)
Cut -off date	20th September, 2017

Please be further informed that the 10th Annual General Meeting of the Company will be held on Wednesday, 27th September, 2017 at 10.00 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai - 400020.

Kindly take note of the same.

Thanking you.

Yours faithfully,

For Onelife Capital Advisors Limited

ONELIFE CAPITAL ADVISORS LTD. MUMBAI

Priyanka Rawat
Company Secretary & Compliance Officer

10th Annual Report 2016-2017

ONELIFE CAPITAL ADVISORS LIMITED

"To be a credible destination of repute for effective financial solutions."

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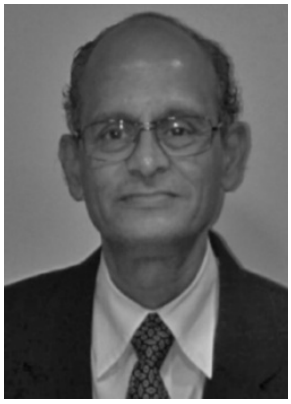


CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to present you the performance of your Company for the financial year 2016-17.

This year was a period when your Company continued to focus on securing various regulatory approvals for the acquisition of Destimoney Securities Private Limited and its associates as per the shareholder agreement concluded in 2015. While most of the approvals have already been secured, we still await certain regulatory and shareholder approvals to close on this maiden acquisition for this Company. We are of the firm belief that this acquisition can be of a significant and positive value accretion for all shareholders from a medium term perspective.

Presently, we have fully secured the approvals for the acquisitions of Destimoney Distribution Private Limited and Destimoney Commodities Private Limited and are at present awaiting the approvals for Destimoney Securities Private Limited and Sarsan Securities Private Limited. Your Company is pleased by the positive cooperation and support by all regulators and associates.

Your Company proposes to consolidate all its holding and Subsidiaries for ensuring clear focus and operations in the business. Thus the agriculture and gas businesses of your Company will be merged/ acquired/ swapped by Onelife Capital Advisors Limited. Your Company intends to be a significant player in the Indian financial services space.

The contemplated acquisition of Destimoney, once concluded, should result in your Company gaining access to the financial services businesses of Equities, Commodities, Currency, Mutual Funds, Insurance and Real Estate. This would provide an immediate footprint and market access across 300 towns and cities in India, with a client base of over 80000 and employs over 2000 professionals and agents. The entities together did revenues of Rs. 786.05 Lakh for FY17.

Your Company by this acquisition is now positioned to benefit from the investment of the proceeds from the IPO in the most positive and efficient manner with potential of further gains in future. Your management is also working actively towards addressing all challenges which this acquisition may result into for providing best results and fastest outcomes for the shareholders.

Your Company has forayed into the technology domain, by choosing to develop a multipurpose mobile application for B2C connects and intends to develop this product over the next 24 months. This product should give your Company the technology edge required to build on its financial services practice. Presently, your Company has had the detailed business delivery blueprint readied for execution.

Thus, while your management worked on all the above initiatives, the non-completion of the acquisitions as planned has resulted in no revenues being reflected in terms of operating performance for FY17. But, we seek and hope to close and integrate on the same in FY18/ FY19. Your company focus therefore would target to get the best of financial services, technology and other segments. The management continues to educate, explore, plan and work on opportunities in these areas.

We thank you for your active support and cooperation in all our ventures and endeavors..

Best Regards

Your sincerely
TKP Naig

COMPANY'S INFORMATION

BOARD OF DIRECTORS:

Mr. T.K.P Naig	Executive Chairman
Mr. Pandoo Naig	Managing Director
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
307, Raut Lane, Opp. ISKCON
Vile Parle (West), Mumbai – 400 049
Tel: +91 22 26210036
Fax: +91 22 26210037
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
Website: 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
Ing Vysya Bank

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017 AT 10.00 A.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 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 31st March, 2017 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 31st March, 2017 and the Report of the Auditors thereon.

2 APPOINTMENT OF A DIRECTOR:

To appoint a Director in place of Mr. Pandoo. Naig (DIN: 00158221), who retires by rotation and being eligible, offers himself for re-appointment.

3 RE-APPOINTMENT OF 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 provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) be and are hereby re-appointment as Auditor of the Company, to hold office from the conclusion of this 10th Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in 2021 (subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting) and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement out of pocket expenses incurred, in connection with the audit of accounts of the Company."

SPECIAL BUSINESSES:

4 APPROVAL OF RELATED PARTY TRANSACTION:

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

"RESOLVED THAT pursuant to provisions of Section 188 read with Section 179 and 186 of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Regulation 23 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), pursuant to the approval of the Audit Committee and subject to approval of the members of the Company in the ensuing annual general meeting, approval of the Board be accorded to the proposed transaction between the Company and related parties for acquiring shares in the following Companies:

1. To acquire/purchase 1,94,300 Equity shares of Rs.10/- each fully paid up in M/s. Leadline Software and Trading Private Limited, at a rate of Rs. 10 per shares amounting to Rs. 19,43,000/-
2. To acquire/purchase 42,857 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Ecopower & Engineering Limited at a rate of Rs. 10 per shares amounting to Rs. 4,28,570/- in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard, subject to the approval of the Members of the Company in the ensuing annual general meeting of the Company."

5 APPROVAL FOR CHANGE IN REGISTERED OFFICE OF THE COMPANY:

To consider and, if thought fit to pass with or without modification the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 12 and any other applicable provisions of the Companies Act, 2013 and read with applicable rules of Companies (Incorporation) Rules, 2014, the Registered Office of the Company be and is hereby shifted from its present location at "**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", which is outside the local limits of city but within the jurisdiction of same Registrar of Companies ("ROC") with effect from 1st October, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

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

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
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 (fifty) 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 Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 (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, 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;
7. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

8. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
9. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
10. To note that no gift or gift coupons will be distributed at the meeting.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
13. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.
15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
16. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. The Company has designated an exclusive email ID called redressal@onelifecapital.in for redressal of shareholders' complaints/grievances. In case you have any complaints/grievances; please write to us at redressal@onelifecapital.in or cs@onelifecapital.in.
18. Members may also note that the Notice of the Tenth AGM and Annual Report 2017 will be available on the Company's website www.onelifecapital.in . Relevant documents referred to in the accompanying Notice will also be available at the Company's registered office for inspection on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at cs@onelifecapital.in.
19. The shares of the Company are listed at the **BSE Limited**, Mumbai, Phiroze Jeejeeboy Towers, Dalal Street, Mumbai – 400 001 and **National Stock Exchange of India**, Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The Listing fees have been paid in time for the year ended 31st March, 2017.
20. The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has issued circulars allowing companies to send official documents to their shareholders electronically. Members are requested to get in touch with the Registrar and Share Transfer Agent for the said purpose and provide their e-mail id details, in order to collaborate with the Company in this noble initiative undertaken by the Ministry and supported by the Company.
21. The relevant details as required under Regulation 36 (3) of SEBI (Listing and disclosure Requirement) Regulation 2015 (SEBI Listing Regulation, of the person seeking appointment/reappointment as Director under item No. 2 the notice are also annexed.
22. The Board of Directors of the Company has appointed Mr. Mukesh Siroya, Practicing Company Secretary, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The results shall be declared on or 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.onelifecapital.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 & INSTAPOLL

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., 'Name of the Company"

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 with a copy marked to evoting@karvy.com.

The scanned image of the above mentioned documents should be in the naming format **"Corporate Name_ Event No."**

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

i. 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. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. 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.

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 24th September, 2017 (09.00 A.M. IST) and ends on 26th September, 2017 (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 20th September, 2017, 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. 20th September, 2017.

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. 20th September, 2017, 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. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION:

Web Check- in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy’s website. Web Check-in on the Karvy’s website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

Log on to https://karisma.karvy.com and click on “**Web Check in for General Meetings (AGM/EGM/CCM)**”.

Select the name of the Company: **Onelife Capital Advisors Limited**

Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.

The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.

The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.

A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.

After registration, a copy will be returned to the Member.

The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., 24th September, 2017 (09.00 A.M. IST) and ends on 26th September, 2017 (05.00 P.M.IST).

The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 4:

The provisions of Section 188 (1) of the Companies Act, 2013 ["Act"] which governs the Related Party Transactions require a company to obtain prior approval of the Board of Directors and in certain cases the prior approval of shareholders is also required to be sought by way of an Ordinary Resolution.

First Proviso to Section 188(1) provides that no contract or arrangement, in the case of a Company having a paid-up share capital of not less than such amount, or transactions not exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the Company by way of an Ordinary Resolution.

Second Proviso to Section 188(1) provides that no member of the Company shall vote on such Ordinary Resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party:

Third Proviso to Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an Arm's Length basis.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") provides as under:

Regulation 23 (1), the listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions:

Explanation:- A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Regulation 23(4): All material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

The Proposal:

1. It is proposed to acquire/purchase 194300 Equity shares of Rs.10/- each fully paid up in M/s. Leadline Software And Trading Private Limited ("Leadline") at par amounting to Rs. 19,43,000, constituting 100% from related parties, thereby making it as wholly owned subsidiary of the Company.
2. Further it is proposed to acquire/purchase 42,857 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Ecopower & Engineering Limited ("Onelife Ecopower") at par amounting to Rs. 4,28,570, constituting 85.71% from related parties. Post acquisition, Onelife Ecopower will become a wholly owned subsidiary of the Company.

   The other shareholders of aforesaid Companies are promoters/related to promoters of the Company and therefore the transactions are considered as related party transactions. The Audit Committee and the Board of Directors at their respective meetings held on 11th August, 2017, approved these transactions subject to the approval of the Shareholders. Therefore, it is proposed to seek approval of the members to these transactions.

   The proposed transactions are in the ordinary/normal course of Business and at arm's length basis, based on valuation arrived by the independent valuers. However, Regulation 23 of the SEBI LODR, it is necessary to obtain members approval to all material related party transactions.

   The Company accordingly proposes this resolution for the consideration and approval of the members. Mr. Pandoo Naig, Managing Director of the Company and Mr. T.K.P Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) and their close relatives are members in Leadline and Onelife Ecopower and Mr. TKP Naig and his relatives are members in Leadline and Onelife Ecopower and therefore both of them are interested in the above transaction thus are prohibited to vote as per the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI LODR for passing ordinary resolution as set out in the above notice.

   Save and except Mr. Pandoo Naig and T.K.P Naig and their relatives, to the extent of their shareholding interest in the Company and respective shareholding in the Companies to be acquired, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

   The Audited Financial Statement of M/s. Leadline Software And Trading Private Limited ("Leadline") and M/s. Onelife Ecopower & Engineering Limited ("Onelife Ecopower") for last three years and the valuation report from Independent valuer is available at the Registered Office of the Company for inspection by any member of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM).

The information required under Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or re-enactment thereof as amended from time to time is furnished hereunder:

Sl. No.	Disclosures Required	Leadline Software And Trading Private Limited ("Leadline")	Onelife Ecopower & Engineering Limited ("Onelife Ecopower")
1.	Name of the Related Party	(1) Mr. T.K.P. Naig– Executive Chairman; (2) Mr. Pandoo Naig – Managing Director;	(1) Mr. T.K.P.Naig– Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3) Mrs. Anandhi Naig; (4) Mrs. Sowmya Gautam Deshpande; (5) Good Yield Fertilizers and Pesticides Private Limited ("GFPPL") (6) Oodnap Securities (India) Limited
2	Name of the Director Or Key Managerial Personnel who is related if any and nature of relationship	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 74.27 % shares and his relatives i.e. Mr. Pandoo Naig, Son of Mr. T.K.P. Naig hold 25.73% in Leadline. Mr. Pandoo Naig – Managing Director of the Company is a member of Leadline. He holds 25.73% shares in Leadline. Further his relatives i.e. Mr. T.K.P. Naig –Father of Mr. Pandoo Naig holds 74.27% shares in Leadline.	Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 14.29 % shares and his relatives i.e. Mr. Pandoo Naig -(Son) hold 14.29% and Mrs. Anandhi Naig (Wife) holds 28.57% and Dr. Sowmya Deshpande (Daughter) holds 0.002% in Onelife Ecopower. Mr. Pandoo Naig – Managing Director of the Company of the Company. He holds 14.29 % shares and his relatives i.e. Mr. T.K.P. Naig - (Father) hold 14.29% and Mrs. Anandhi Naig (Mother) holds 28.57% and Dr. Sowmya Deshpande (Sister) holds 0.002% in Onelife Ecopower. M/s. Good Yield Fertilisers and Pesticides Private Limited (GFPPL), wholly owned subsidiary Company holds 14.29% and M/s. Oodnap Securities (India) Limited (Oodnap) holds 14.29% in Onelife Ecopower.
3	Nature, material terms, monetary value and particulars of the contract or arrangement	It is proposed to acquire 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%);	It is proposed to acquire 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%)
4	Payments	1,94,300 equity shares of Rs. 10 each at par amounting to Rs. 19,43,000.	42,857 equity shares of Rs. 10 each at Rs. 10 per share amounting to Rs. 4,28,570 .
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	After this acquisition the 100% shareholding will be 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 will reach 100%, thus it will become a wholly owned subsidiary of the Company.

Item 5:

"Provision of Section 12(5) read as follows:

Except on the authority of a Special Resolution passed by a Company, the Registered Office of the Company shall not be changed,—

(a) in the case of an existing Company, outside the local limits of any city, town or village where such office is situated at the commencement of this Act or where it may be situated later by virtue of a Special Resolution passed by the Company; and

(b) in the case of any other Company, outside the local limits of any city, town or village where such office is first situated or where it may be situated later by virtue of a Special Resolution passed by the Company:

Provided that no Company shall change the place of its Registered Office from the jurisdiction of one Registrar to the jurisdiction of another Registrar within the same State unless such change is confirmed by the Regional Director on an application made in this behalf by the company in the prescribed manner."

Thus Pursuant to the provisions of section 12, 13 and any other applicable provision of the Companies Act, 2013 read with applicable rules of Companies (Incorporation) Rules, 2014, shifting of Registered Office of Company outside the local limits of any city requires approval of the members by passing a Special Resolution and subject to approval of Registrar of Companies, the present Resolution is proposed.

The management is proposing to shift the registered office of the Company to "**Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra- 400604**" and this would facilitate Management to work cohesively and more efficiently with its group/ subsidiaries companies. There would be significant savings/synergies as the management can connect better and faster with its client and deliver more efficiently. Since the new place is outside the local limits of the City but within the same jurisdiction of Registrar of Companies ("ROC"), this requires prior approval of the shareholders at General Meeting of the Company.

The Board of Directors recommends the resolution set forth in Item No. 5 for the approval of members as Special Resolution.

A copy of the Memorandum of Association and Articles of Association of the Company will be available for inspection during office hours between 10.00 a.m. to 06.00 p.m. on any working day at the Registered Office of the Company upto the date of Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 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:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

Annexure A:

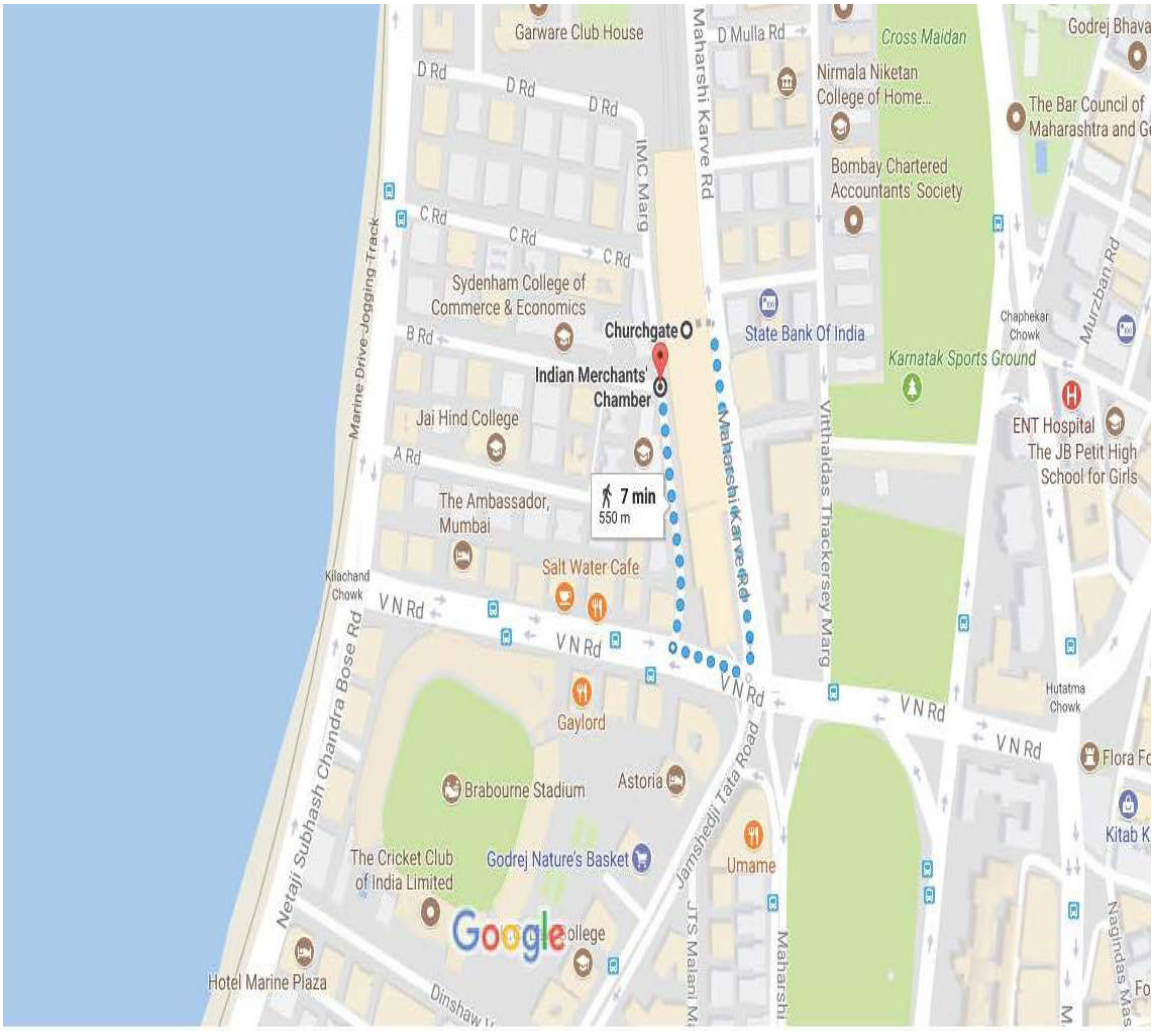
Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 27th September, 2017 (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Directors	**Mr. Pandoo Naig**
Date of Birth Age	15/04/1981 36 years
Date of Appointment	31/08/2007
Relationship with the Directors and Key Managerial Personnel	Son of Mr. T.K.P. Naig
Expertise in specific Functional Area	Capital Market
Qualification	H.S.C. in Science From Shri. Shivaji Prepatory Military School, Pune
Board Membership of other Listed Companies as on 31st March, 2017	Nil
Chairman /Member of the Committee of the Board of Directors as on 31st March, 2017	
a) *Audit Committee*	1
b) *Nomination And Remuneration Committee*	Nil
c) *Stakeholder's Relationship Committee*	Nil
d) *Risk Management Committee*	1
Number of shares held in Company as on 31st March, 2017	3055000

Note:

- Detailed profile of the above Directors is given as part of the Annual Report. 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 2016-2017 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.

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 Tenth Annual Report together with the Audited Financial Statements of your Company for the year ended 31st March, 2017.

1. **Financial Performance:**

The Financial performance of the Company for the year ended 31st March 2017 is summarized below:

(Rs. in Lakhs)

Particulars	**Current Year 2016-2017**	**Previous Year 2015-2016**
Revenue from Operation	36.71	1.10
Other Income	34.18	208.40
Total	**70.89**	**209.50**
Expenditure		
Employee Benefit Expenses	47.27	52.88
Depreciation & Amortization expenses	168.68	54.60
Other Expenses	82.40	87.29
Total	**298.35**	**194.77**
Profit / (Loss) from ordinary activities before finance costs and exceptional items	**(227.46)**	**14.73**
Finance costs	5.04	14.24
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	**(232.50)**	**0.49**
Exceptional items	16.80	-
Profit / (Loss) from ordinary activities before tax	**(249.30)**	**0.49**
Tax Expense		
1. Current Year Tax	-	0.11
Profit after Tax	**(249.30)**	**0.38**
Basic and Diluted Earnings per equity share (Rs.)	**(1.87)**	**0.003**

Share Capital

The paid up equity share capital as on 31st March 2017 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 2016-2017 your company incurred the losses amounting to Rs. 249.30 Lakh as compared to profit of Rs. 0.38 Lakh in corresponding period of last year. The total revenue amount during the year is Rs. 70.89 Lakh as against the previous year Rs. 209.50 Lakh.

During the year Company has changed the Depreciation method from Written Down Value ("WDV") to Straight Line Method ("SLM").

Consolidated Accounts:

On a consolidated basis, the revenue is Rs. 786.05 Lakh in current year as against 360.02 Lakh in the previous year. There was a loss of Rs. 405.88 Lakh as against the loss of Rs. 624.69 Lakh in previous year.

The Consolidated Financial Statements ("CFS") of your Company for the Financial Year 2016-2017, 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:**

The Company has acquired M/s. Destimoney Commodities Private Limited ("DCPL") through its wholly owned subsidiary Company i.e. M/s. Purple India Holdings Limited ("PIHL") by acquiring 1100000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) for a consideration of Rs. 525 Lakhs and thereby making DCPL as step down subsidiary of the Company.

Further the Board at its Board Meeting held on 11th August, 2017 has proposed to acquire the 100% shareholding Leadline Software and Trading Private Limited and Onelife Ecopower & Engineering Limited subject to approvals of shareholders.

3. **Dividend:**

Your Directors do not recommend any dividend for the year 2016-2017.

4. **Transfer to Reserves:**

Your Company proposes to transfer Rs. Nil to the general reserve. Loss amounting to Rs. 249.30 Lakh is proposed to be retained in the Statement of Profit and Loss.

5. **Public Deposits:**

During the financial year 2016-2017, 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 March 31, 2017, 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 five meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

Retirement by Rotation

Mr. Pandoo 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.

The Board has approved the resignation of the Mr. Mulraj Shah as the Chief Financial Officer of the Company on 11th August, 2017.

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 31st March, 2017, 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 31st March, 2017 and of the profit and loss of the Company for the financial year ended 31st March, 2017;

    (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. **Subsidiaries:**

    The Company is having five wholly owned Subsidiaries i.e. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited, Eyelid Infrastructure Private Limited, Goodyield Farming Limited and Good Yield Fertilizers And Pesticides Private Limited. Also Company is having two step down subsidiary i.e. Destimoney Distribution and Advisory Services Private Limited and Destimoney Commodities Private Limited.

    The summary of the key financials of the Company's subsidiaries in **Form AOC-1** is included in this Annual 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.

12. **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 .

13. **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.

14. **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. 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.

15. **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 29th September, 2014 for a term of three 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. However the term of auditor will expire on ensuing AGM and therefore the Board recommended to appoint M/s. Khandelwal Jain & Co as the Statutory Auditors of the Company to hold office from the conclusion of this 10th Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in 2021 (subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting).

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

16. **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.

17. **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.

18. **Related Party Transactions:**

During the financial year 2016-2017, 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 30th September, 2016 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 Subsidiary and Step Down Subsidiary Companies 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.

19. **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.

20. **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.

21. **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.

22. **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.

23. **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, The Company has spent Rs. 3.59 Lakhs; however the Company has not earned any foreign exchange.

24. **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. M/s. G.S. Toshniwal & Associates, Chartered accountants who have been re-appointed as Internal Auditors for the financial year 2017-2018.

25. **Corporate Social Responsibility:**

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

26. **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.

27. **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:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

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 2016-2017, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2016-2017.

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	2.69	Nil
2	Mr. Pandoo Naig	Managing Director	2.69	Nil
3	*Mr. Mulraj Shah	CFO	Not Applicable	Nil
4	Ms. Priyanka Rawat	Company Secretary	Not Applicable	Nil

Mr. Mulraj Shah has resigned from the post of CFO w.e.f. 24th July, 2017

Notes:

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2016-2017.
2. Median remuneration of the Company for all its employees is Rs. 6,90,857 for the financial year 2016-2017.
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 10%

iii. The Company has 07 permanent Employees on the rolls of Company as on 31st March, 2017.

iv. There was 11% 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:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

Annexure [C] to Board's Report

Form No. MR- 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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
307, Raut Lane,
Opp. ISKCON,
Vile Parle (W)
Mumbai - 400049

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ONELIFE CAPITAL ADVISORS LIMITED (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 31st March, 2017complied 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 31stMarch, 2017according 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 there is no specific event/ actions in the Company having a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above. .

Signature:

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

Date: 11/08/2017
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.

'Annexure A'

To,
The Members
Onelife Capital Advisors Limited
307, Raut Lane,
Opp. ISKCON,
Vile Parle (W)
Mumbai - 400049

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: 11/08/2017
Place: Mumbai

Annexure [D] to Board's Report

Form No. MGT-9

Extract of Annual Return

As on the financial year ended on 31st March 2017

[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	307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049. Tel no.: 022-26210036; Fax: 022-2621 0037 Email id: cs@onelifecapital.in ; Web.: www.onelifecapital.in
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 **Contact Details**: +91 40 6716 2222 **Fax number**: +91 40 2342 0814 **E-mail**: onelifecapital.ris@karvy.com **Website**:www.karvycomputershare.com

III. **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	51.78%

IV. **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)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
5	Destimoney Distribution And Advisory Services Private Limited Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane Thane 400604	U67110MH2011PTC216038	Step Down Subsidiary	-	Section 2(87)(ii)
6	Eyelid Infrastructure Private Limited 77. 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049	U45202MH2010PTC207397	Subsidiary	100%	Section 2(87)(ii)
7	Destimoney Commodities Private Limited Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane Thane 400604	U65923MH2010PTC258198	Step Down Subsidiary	-	Section 2(87)(ii)

VI. **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 31.03.2016				No. of Shares held at the end of the year 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physica l	Total	% of Total Shares	
A. Promoter									
1) **Indian**									
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
Sub-total(A)(1):-	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
2) **Foreign**									
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
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
B. Public Shareholding									
1. **Institutions**									
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) FIIs	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
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	 0 0	 0 0	 0 0	 0 0	 0 0	 0 0	 0 0	 0 0	 0 0
b) Individuals (i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	2147445	2	2147447	16.07	2401785	02	2401787	17.98	1.91
(ii)Individual shareholders holding nominal share capital in excess of Rs 1 lakh	250782	0	250782	1.88	299493	0	299493	2.24	0.36
c) Others (Specify)	1001771	0	1001771	7.50	698720	0	698720	5.23	-2.27
Sub-total(B)(2)	3399998	02	3400000	25.45	3399998	02	3400000	25.45	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**3399998**	**02**	**3400000**	**25.45**	**3399998**	**02**	**3400000**	**25.45**	**0**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**13359998**	**2**	**13360000**	**100**	**13359998**	**2**	**13360000**	**100**	**0**

(iii) **Shareholding of Promoters:**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
	Naig Prabhakara K	6905000	51.68	0	6905000	51.68	0.00	0.00
	Pandoo P Naig	3055000	22.87	0	3055000	22.87	0.00	0.00
	Total	**9960000**	**74.55**	**0**	**9960000**	**74.55**	**0.00**	**0.00**

(iv) **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
	At the beginning of the year (1st April, 2016)	**9960000**	**74.55**	**9960000**	**74.55**
	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 (31st March, 2017)	**9960000**	**74.55**	**9960000**	**74.55**

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

(v) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. no	For Each of the Top 10 Shareholders	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
1	Karvy Stock Broking Ltd At the beginning of the year	57766	0.43	57766	0.43
	Bought during the year	-	-	57766	0.43
	Sold during the year	9195	0.07	48571	0.36
	At the end of the year	48571	0.36	48571	0.36
2	**Action Exports LLP** At the beginning of the year	17500	0.13	17500	0.13
	Bought during the year	19500	0.15	37000	0.28
	Sold during the year	-	-	37000	0.28
	At the end of the year	37000	0.28	37000	0.28
3	**Kiritkumar A Gopani** At the beginning of the year	30000	0.22	30000	0.22
	Bought during the year	-	-	30000	0.22
	Sold during the year	-	-	30000	0.22
	At the end of the year	30000	0.22	30000	0.22
4	**Competent Finman Pvt. Ltd** At the beginning of the year	21449	0.16	21449	0.16
	Bought during the year	5300	0.04	26749	0.20
	Sold during the year	-	-	26749	0.20
	At the end of the year	26749	0.20	26749	0.20
5	**Paras Kanooga M** At the beginning of the year	-	-	-	-
	Bought during the year	25082	0.19	25082	0.19
	Sold during the year	-	-	25082	0.19
	At the end of the year	25082	0.19	25082	0.19
6	**Tradebulls Securities (P) Limited** At the beginning of the year	32201	0.24	32201	0.24
	Bought during the year	-	-	32201	0.24
	Sold during the year	7515	0.06	24686	0.18
	At the end of the year	24686	0.18	24686	0.18
7	**Ambalal Shares And Stocks Private Limited** At the beginning of the year	-	-	-	-
	Bought during the year	23523	0.18	23523	0.18
	Sold during the year	-	-	23523	0.18
	At the end of the year	23523	0.18	23523	0.18
8	**Sumesh K N** At the beginning of the year	11025	0.08	11025	0.08
	Bought during the year	12013	0.09	23038	0.17
	Sold during the year	-	-	23038	0.17
	At the end of the year	23038	0.17	23038	0.17

9	Israr Ali Khan At the beginning of the year	-	-	-	-
	Bought during the year	21430	0.16	21430	0.16
	Sold during the year	-	-	21430	0.16
	At the end of the year	21430	0.16	21430	0.16
10	Tower Overseas Ltd At the beginning of the year	33501	0.25	33501	0.25
	Bought during the year	-	-	33501	0.25
	Sold during the year	12500	0.09	21001	0.16
	At the end of the year	21001	0.16	21001	0.16

(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 (1st April, 2016) 1. Naig Prabhakar K 2. Pandoo P Naig	9960000 6905000 3055000	74.55 51.68 22.87	9960000 6905000 3055000	74.55 51.68 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 (31st March, 2017) 1. Naig Prabhakar K 2. Pandoo P Naig	9960000 6905000 3055000	74.55 51.68 22.87	9960000 6905000 3055000	74.55 51.68 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.**

VII. **INDEBTEDNESS**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	47.80	Nil	47.80
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	47.80	Nil	47.80
Change in Indebtedness during the financial year				
· Addition	Nil	158.00	Nil	158.00
· Reduction	Nil	112.31	Nil	112.31
Net Change	**Nil**	**45.69**	**Nil**	**45.69**
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	93.49	Nil	93.49
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**93.49**	**Nil**	**93.49**

VIII. **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)	Mr. Prabhakara Naig (Whole Time Director)
	Gross salary (a)Salary as per provisions containedinsection17(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 undersection17(3)Income-taxAct,1961	NIL	NIL
	Stock Option	NIL	NIL
	Sweat Equity	NIL	NIL
	Commission - as % of profit - Others, specify…	NIL	NIL
	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
	Independent Directors ➢ 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
	Total (1)	**80,000**	**80,000**	**80,000**	**80,000**
	Other Non-Executive Directors ➢ 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
	Total(2)	N/A	N/A	N/A	N/A
	Total (B)=(1+2)	**80,000**	**80,000**	**80,000**	**80,000**
	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		
		*CFO Mulraj Shah	Company Secretary Priyanka Rawat	Total
	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	754000	431893	1185893
	(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 - as% of profit -others, specify.	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total	**754000**	**431893**	**1185893**

* Mr. Mulraj Shah, CFO of the Company has resigned from the Company w.e.f. 24th July, 2017.

IX. **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)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C Other Officers In Default					
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
Executive Chairman
DIN No. 00716975

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

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 as advances, if any	NA
	Date on which the special resolution was passed in General meeting by way of Postal Ballot as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details		
		Onelife Gas Energy & Infrastructure Limited (Onelife Gas")	**Goodyield Farming Limited ("GFL")**	**Good Yield Fertilizers and Pesticides Private Limited ("GFPPL")**
	Name (s) of the related party & nature of relationship	(1) Mr. T.K.P.Naig– Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3)Mrs. Anandhi Naig; (4)Mrs. Sowmya Gautam Deshpande; (5) Mr. Gautam Deshpande and (6) Good Yield Fertilizers and Pesticides Private Limited ("GFPPL") Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 6.91% shares and his relatives hold 22.72% in Onelife Gas. Mr. Naig is a member of GFPPL which holds 1.01% shares in Onelife Gas. Mr. Pandoo Naig – Managing Director of the Company is a member of GFPPL which holds 1.01% shares in Onelife Gas. Further his relatives as described herein above holds 22.72% shares in Onelife Gas. (Son of Mr. T .K.P. Naig)	(1) Mr. T.K.P.Naig– Executive Chairman; (2) Mr. Pandoo Naig – Managing Director; (3) Mrs. Radhabai Naig; (4) Mrs. Anandhi Naig; (5) Mrs. Sowmya Gautam Deshpande; (6) Mr. Gautam Deshpande and (7) Onelife Gas Energy & Infrastructure Limited (Onelife Gas") Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 14.46% shares and his relatives hold 12.07% in GFL. Mr. Pandoo Naig – Managing Director of the Company holds 12.07% shares and his relatives hold 14.46% shares in GFL. (Son of Mr. T .K.P. Naig)	(1)Mr. T.K.P.Naig– Executive Chairman; (2) Mr. Pandoo Naig – Managing Director and (3)Goodyield Farming Limited("GFL") Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company. He holds 30% shares and his relative holds 5% in GFPPL. Further, Mr. T.K.P. Naig is a member of GFL which holds 65% shares in GFPPL. Mr. Pandoo Naig – Managing Director of the Company holds 5% shares and his relative holds 30% shares in GFPPL. Further, Mr. Pandoo Naig is a member of GFL which holds 65% shares in GFPPL. (Son of Mr. T .K.P. Naig)

	Nature of contracts/ arrangements/ transaction	M/s. Onelife Gas Energy & Infrastructure Limited ("Onelife Gas") is a subsidiary of Onelife Capital Advisors Limited ("OCAL"/"Company") with 50.72% shareholding. It is proposed to acquire further 3838057 equity shares of Rs. 10 each @ Rs. 5 per share amounting to Rs. 1,91,90,285, from (1) Mr. T.K.P. Naig (6.91%); (2) Mrs. Anandhi Naig (2.56%); (3) Mrs. Sowmya Gautam Deshpande (16.77%); (4)Mr. Gautam Deshpande (3.39%) and (5) GFPPL (1.01%) constituting 30.64% of the total share capital of Onelife Gas. Along with this the remaining 18.64 % of shareholding from unrelated parties is also acquired by the Company.	It was proposed to acquire /purchase 188400 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Goodyield Farming Limited, presently a 73.46% subsidiary of Onelife Gas, at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-. Post this, GFL will become a wholly owned subsidiary of the Company. These shares are acquired from (1) Mr. Pandoo Naig (12.07%); (2) Mr. T.K.P. Naig (14.46%); (3) Mrs. Radhabai Naig (1 Share); (4) Ms. Anandhi Naig (2 Share); (5) Mrs. Sowmya Gautam Deshpande (1 Share); (6) Mr. Gautam Deshpande (1 Share) and Onelife Gas (73.46%) constituting 100% of the total share capital of GFL.	It is proposed to acquire / purchase 10000 Equity shares of Rs.10/- each fully paid up constituting 100% shareholding in M/s. Good Yield Fertilizers and Pesticides Private Limited, presently a 65% subsidiary of GFL, at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-. Post this, GFPPL will become a wholly owned subsidiary of the Company. These shares are acquired from (1) Mr. Pandoo Naig (5%); (2) Mr. T.K.P. Naig (30%); and (3) Goodyield Farming Limited ("GFL")(65%) constituting 100% of the total share capital of GFPPL.
	Duration of the contracts/ arrangements/ transaction	NA	NA	NA
	Salient terms of the contracts or arrangements or transaction including the value, if any	After this acquisition, the total shareholding of the Company in Onelife Gas will reach 100%, thus it become a wholly owned subsidiary of the Company	i. After this acquisition, the total shareholding of the Company in GFL will be 100%thus it will become a Wholly owned subsidiary of the Company.	After this acquisition, the total shareholding of the Company in GFPPL will be 100% thus it will become a wholly owned subsidiary of the Company.
	Date of approval by the Board	13/08/2016	13/08/2016	13/08/2016
	Amount paid as advances, if any	NA	NA	NA

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

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

Registered Office:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW AND MACRO-ECONOMIC DEVELOPMENTS

Financial Year 2016-12017 was an eventful year both economically and politically for the world. On the political side, Brexit fears and US Presidential elections were two big events, though the markets soon shrugged off these developments. Global trade flows rebounded and consumer and business confidence is on the way to recovery, globally.

The Indian economy is on a growth trajectory, inflation remains benign and fiscal and current account position remains comfortable. FDI flows continue to remain buoyant at US$36 billion and portfolio flows too have returned to $8 billion in FY17 after an outflow of $2.5 billion in FY16. What is most encouraging is that India's exports finally emerged from two years of contraction with a 5% growth in FY17, after contracting nearly 16% in FY16.

On the monetary side, RBI has moved to a neutral stance from accommodative and hence chances of further rate cut remain low. The INR has benefitted from strong FDI flows.

Overall, the macro-fundamentals of the economy remain strong and the business cycle conditions have improved. Rebound in exports, improving corporate earnings, good monsoons and the government's continued push towards infrastructure, rural development and affordable housing augur well for FY18.

FY17 was a good year for equity markets with Nifty making its all time high with a return of approx. 19% in FY17 as compared to decline of 9% in FY16. Indian markets have outperformed emerging markets in dollar terms by 230 bps. The momentum is likely to continue with an expectation of improvement in corporate earnings going forward. As regards debt markets, RBI set the ball rolling on corporate bond reforms with a comprehensive set of guidelines and other measures. These measures once fully implemented will deepen the corporate bond markets and enhance liquidity. The process is already underway as FY17 saw a sharp increase in primary market issuance and corporate bond turnover. We expect this trend to gain further momentum in FY18.

OPPORTUNITY IN THE FINANCIAL SERVICES SECTOR IN INDIA- BROKING, INSURANCE DISTRIBUTION AND LOANS: (data source: www.ibef.org)

The country's financial services sector consists of the capital markets, insurance sector and non-banking financial Companies (NBFCs). India's Gross Domestic Savings (GDS) as a percentage of Gross Domestic Product (GDP) has remained above 30 per cent since 2004. It is projected that national savings in India will reach US$ 1,272 billion by 2019. Over 95 per cent of household savings in India are invested in bank deposits and only 5 per cent in other financial asset classes. The asset management industry in India is among the fastest growing in the world. Corporate investors accounted for around 45.9 per cent of total AUM in India, while High Net Worth Individuals (HNWI) and retail investors account for 28.6 per cent and 22.9 per cent, respectively. In the Asia-Pacific, India is among the top five countries in terms of HNWIs. RBI has allowed 100 per cent foreign investment under the automatic route in 'other financial services'.

India's equity market turnover has increased significantly in recent years. The annual turnover value in the National Stock Exchange (NSE) witnessed a CAGR of 20.7 per cent between FY96 and FY15 to reach US$ 718 billion. During the month of October 2016, the mutual fund equity schemes attracted a net inflow of US$ 1.40 billion.

The Government of India has taken various steps to deepen the reforms in the capital markets, including simplification of the Initial Public Offer (IPO) process which allows qualified foreign investors (QFIs) to access the Indian bond markets.

We remain very bullish on the prospects for India as a whole the financial services sector in particular.

DIGITAL OPPORTUNITY - THE EMERGING FRONTIER:

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY2016-17 in constant currency terms. The sector is also expected triple its current annual revenue to reach US$ 350 billion by FY 2025.

Employees from 12 Indian start-ups, such as Flipkart, Snapdeal, Makemytrip, Naukri, Ola, and others, have gone on to form 700 start-ups on their own, thus expanding the Indian start-up ecosystem. India ranks third among global start-up ecosystems with more than 4,200 start-ups. 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 internet economy is expected to touch Rs 10 trillion (US$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP.

The public cloud services market in India is slated to grow 35.9 per cent to reach US$ 1.3 billion according to IT consultancy, Gartner. Increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for

continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US$ 102 billion by 2020.

Cross-border online shopping by Indians is expected to increase 85 per cent in 2017, and total online spending is projected to rise 31 per cent to Rs 8.75 Lakh Crore (US$ 128 billion) by 2018. Post the government's announcement of demonetisation of specific currency denominations, digital payment platforms such as Paytm, MobiKwik, Oxigen witnessed a sharp spike in user transactions, app downloads and merchant enquiries, thereby indicating a greater demand towards digital payments by consumers. India ranks among the top five countries in terms of digitalisation maturity as per Accenture's Platform Readiness Index, and is expected to be among the top countries with the opportunity to grow and scale up digital platforms by 2020.

Your Company intends to venture into the mobile applications space and is creating a strong consumer oriented product with goals of final delivery of a consumer's principal choice and destination for e-commerce transactions. Your Company seeks to venture into this segment by keeping utmost focus on cashflows and sustainability of the business model being constructed by this venture to ensure that positive value add is possible for all shareholders.

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.

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 cause 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, out 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 review 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, physically 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 2016-2017 our company's loss was Rs. 249.30 Lakhs as compared to profit of Rs. 0.38 Lakh in corresponding period of last 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. 07 numbers of employees were employed during the year under review.

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 Holding Limited is wholly owned Subsidiary of our Company and the main object of the Company is advisory.

Destimoney Distribution and Advisory Services Private Limited

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

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.

CORPORATE GOVERNANCE REPORT

SEBI vide its notification no. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations, 2015"), which were made applicable with effect from 1st December 2015 and repealed the erstwhile listing agreement with the stock exchanges.

This Report, therefore, states the compliance status as per requirements of Companies Act, 2013 and Listing Regulations, 2015. Given below are the Company's corporate governance policies and practices for 2016-2017. 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 31st March, 2017, 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
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 31st March 2017 expressed satisfaction on 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.

c. Materially significant related party transactions:

The materially significant 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 31st March 2017.

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 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 at Mumbai, 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 5 times during the year viz. 30th May, 2016, 13th August, 2016, 09th September, 2016, 11th November, 2016 and 10th February, 2017

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 2016-2017			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			
		Meetings held	Attended			Chairman	Member
1	Mr. T.K.P Naig	5	5	Yes	1	Nil	Nil
2	Mr. Pandoo Naig	5	5	Yes	1	Nil	02
3	Mr. Mahendra Salunke	5	5	Yes	1	Nil	01
4	Mr. Ram Narayan Gupta	5	5	Yes	1	01	02
5	Mr. Amol Shivaji Autade	5	5	No	1	02	03
6	Ms. Sonam Jain	5	5	No	1	Nil	01

Considered Membership and Chairmanship of Audit/Stakeholder Committee held in listed entities including this listed entity as on 31st March, 2017.

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(s)

Further, the required resolutions for appointment /re-appointment of the Director(s), at the forthcoming Annual General Meeting are included in the Notice convening this Annual General Meeting.

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 clause 49 of the erstwhile listing agreement (now corresponding to 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 new Code for 2016-2017. A declaration to this effect signed by the Managing Director 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 30th 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

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 31st March 2017, 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 31st March, 2017.

Company had also issued a formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and erstwhile Clause 49 of the Listing Agreement (now 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:

1. 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
2. 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.
3. 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.

4. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and the Board.

5. 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 2016-2017 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

SHAREHOLDING OF DIRECTORS

Information on shares held by Directors in the Company as on 31st March 2017 is provided in the annexure to the Directors' Report in section IV (v) 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 2016-2017 Audit Committee met Four times i.e. 30th May, 2016, 13th August, 2016, 11th November, 2016 and 10th February, 2017.

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 2016-2017:

Name	Designation	Status	No. of Meetings during the year 2016-2017	
			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	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 on 30th May, 2016, 13th August, 2016, 11th November, 2016.

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 2016-2017	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent Director	3	3
Mr. Ram Narayan Gupta	Member	Independent Director	3	3
Ms. Sonam Satish Kumar Jain	Member	Independent Director	3	3

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 Board re-named the Committee as 'Stakeholders Relationship Committee' and revised 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. 30th May, 2016, 13th August, 2016, 11th November, 2016 and 10th February, 2017.

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 2016-2017	
			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 2016-2017
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 31st March, 2017, no complaint was outstanding.

Name, Designation and Address of Compliance Officer:-

Ms. Priyanka Rawat
Company Secretary
307, Raut Lane, Opp. ISKCON,
Vile Parle (w) Mumbai -400049
Tel no.: 022-26210036; Fax: 022-26210037
Email id: cs@onelifecapital.in
Website: www.onelifecapital.in

D. RISK MANAGEMENT COMMITTEE

The Board of Directors has constituted Risk Management Committee in order to identify and mitigate risk.

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 2016-2017	
			Held	Attended
Mr. Pandoo Prabhakar Naig	Chairman	Managing Director	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.onelifecapital.in/investorrelations.html . The roles and responsibilities of the Risk Management Committee shall be such as may be stated in the Risk Management Policy.

During the year under review, the Committee met once i.e. 10th February, 2017.

SUBSIDIARY COMPANIES:

The Company has five subsidiaries viz. Onelife Gas Energy & Infrastructure Limited, Purple India Holdings Limited, Eyelid Infrastructure Private Limited, Goodyield Farming Limited and GoodYield Fertilizers and Pesticides Private Limited.

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

A Policy on `M**aterial 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://onelifecapital.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://onelifecapital.in/pdf/related-party-transaction-policy.pdf

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

Pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the erstwhile listing agreement (now corresponding to 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://onelifecapital.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 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
2015-2016	30th September, 2016	10.30 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai – 400020
2014-2015	30th September, 2015	10.30 A.M.	IMC Building, IMC Marg, Churchgate, Mumbai – 400020
2013-2014	29th September, 2014	10.00 A.M	DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400001

Extraordinary General Meeting (EGM):

No Extraordinary General Meeting of the Members was held during the year 2016-2017.

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
9th AGM	30th September, 2016 at 10.30 a.m.	1. Approval for Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as a Chairman of the Company
8th AGM	30th September, 2015 at 10.30 a.m.	2. Approval of Related Party Transaction 3. Approval of borrowing limits of the Company 4. Approval for Creation of mortgage/charge on the assets of the Company:
7th AGM	29th September, 2014 at 10.00 a.m.	No Special Resolution has been passed

There is no proposal for passing any Special Resolution through Postal Ballot during the year.

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.

The Company had received Show Cause Notice dated 25th October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. The Company has received Adjudication order dated 28th November, 2014 imposing a penalty of Rs. 45 lacs on the Company, Rs.155 lacs on Managing Director Mr. Pandoo Naig and Rs.150 lacs on Whole time Director Mr.TKP Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 lacs to SEBI as per the direction and debited the penalty of Rs. 45 Lacs as expenses during the quarter ended 31st March, 2015 which has been disclosed under the head "Exceptional Items" in the Financial Results. The adjudicating Officer imposed the penal interest on the penalty amount which was imposed vide Order dated November 28, 2014 due to delayed payment of the penalty amount. The Company has paid the interest on penalty amount on 30th January, 2016.

With reference to the Show Cause Notice ("SCN") dated 7th July, 2014 and letter dated 27th June, 2016 regarding fit and proper person under regulation 25(1) of SEBI (Intermediaries) Regulations, 2008 and regulation 28(1) of SEBI (Intermediaries) Regulations, 2008 respectively. Company has submitted our part detailed reply on above subject on dated 24th August, 2014 and 4th July, 2016.

Further the Company has filed the application for the settlement of case by Consent Order and paid the Rs.16,80,000/- in favor of "SEBI-Penalties Remittable to Government of India" on 25/11/2016 towards settlement terms. SEBI has passed the settlement order on 9th February, 2017.

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 2016-2017. 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.

Modified opinion(s) in audit report:

The Company confirms that its financial statements are with unmodified audit opinion.

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:

Annual General Meeting	27th September, 2017
Financial Year	1st April, 2016 to 31st March, 2017
Date of Book Closure	21st September, 2017 to 27th September, 2017
Listing on Stock Exchanges (Equity Shares)	1. BSE Limited 2. National Stock Exchange of India Limited The Company has paid the listing fees to the Stock Exchanges.
Stock Code (Equity)	BSE-533632 NSE -ONELIFECAP
CIN	L74140MH2007PLC173660

Financial Reporting for 2017-2018

Results for First Quarter	On or before 14th August 2017
Results for Second Quarter	On or before 14th November 2017
Results for Third Quarter	On or before 14th February 2018
Results for Fourth Quarter and Annual	On or before 30th May 2018
Annual General Meeting for the year ended 31st March 2018	On or before 30th September, 2018

Dates of Book Closure

The register of members and share transfer books of the Company will remain closed from 21st September, 2017 to 27th September, 2017 (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.

Registrar and 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 **Website**: www.karvycomputershare.com
Share Transfer System	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'2016 -MARCH'2017					BSE SENSEX		
MONTH	**OPEN**	**HIGH**	**LOW**	**CLOSE**	**HIGH**	**LOW**	**CLOSE**
APR'2016	32.9	36.8	28.25	29.1	26100.54	24523.2	25606.62
MAY'2016	28.8	30.1	25.3	28.35	26837.2	25057.93	26667.96
JUNE'2016	28.9	30.2	25.15	27.05	27105.41	25911.33	26999.72
JULY'2016	27.6	36.9	27.1	32.35	28240.2	27034.14	28051.86
AUG'2016	32.5	33.15	27.25	27.75	28532.25	27627.97	28452.17
SEP'2016	27	29.7	26	26.5	29077.28	27716.78	27865.96
OCT'2016	27.35	28	23	25.9	28477.65	27488.3	27930.21
NOV'2016	26.25	27.1	16.4	24.25	28029.8	25717.93	26652.81
DEC'2016	25.5	25.5	20.45	22.25	26803.76	25753.74	26626.46
JAN'2017	21.8	24.65	21.35	22.1	27980.39	26447.06	27655.96
FEB'2017	22.2	24.8	21.1	23.55	29065.31	27590.1	28743.32
MAR'2017	24.4	32.6	20.4	28.4	29824.62	28716.21	29620.5

NSE HIGH AND LOW PRICE AS ON APRIL'2016 -MARCH'2017					S & P CNX Nifty		
MONTH	**OPEN**	**HIGH**	**LOW**	**CLOSE**	**HIGH**	**LOW**	**CLOSE**
APR'2016	29.3	30.9	29.15	29.35	7889.05	7788.7	7849.8
MAY'2016	26.25	30	26.1	28.5	8213.6	8134.3	8160.1
JUNE'2016	26.9	27.7	26.9	27.15	8308.15	8242.1	8287.75
JULY'2016	33.15	33.15	32	32.15	8670.35	8631.15	8638.5
AUG'2016	28	28.4	27	27.95	8819.2	8754.05	8786.2
SEP'2016	27.35	27.45	25.45	26.5	8637.15	8555.2	8611.15
OCT'2016	26.7	27	26.55	26.9	8678.25	8616.25	8625.7
NOV'2016	24.65	25.4	23.75	24.45	8234.25	8139.25	8224.5
DEC'2016	22.4	23.25	21.35	22.15	8197	8114.75	8185.8
JAN'2017	22.5	22.9	22.1	22.25	8662.6	8617.75	8632.75
FEB'2017	23.55	24	23.3	23.35	8914.75	8867.6	8879.6
MAR'2017	30.4	30.4	27.4	28.35	9191.7	9152.1	9173.75

Distribution schedule of the Shareholding as on 31st March 2017:

DESCRIPTION	No. of shareholders	% of shareholders	Number of shares	% Amount
LESS THAN 500	4337	78.71	642346	4.81
500 - 1000	525	9.53	424856	3.18
1001 - 2000	320	5.81	478683	3.58
2001 - 3000	120	2.18	305964	2.29
3001 - 4000	63	1.14	222993	1.67
4001 - 5000	40	0.73	186388	1.40
5001 - 10000	68	1.23	503956	3.77
10001 AND ABOVE	37	0.67	10594814	79.30
TOTAL	**5510**	**100**	**13360000**	**100**

Shareholding Pattern as on 31st March 2017:

Category	No. of shares	Shareholding %
(A) **Shareholding of Promoter and Promoter Group**		
(1) Indian		
Individuals/Hindu Undivided Family	9960000	74.55
Sub Total (A)	**9960000**	**74.55**
1. (B) Public Shareholding		
2. (1)Institutions	0	0
Foreign Institutional Investors	0	0
Financial Institutions/Banks		
Sub-Total (B)(1)	**0**	**0**
(2) Public Shareholding (Non-Institutions)		
: Bodies Corporate	580242	4.34
: Individual shareholders holding	2601730	19.47
nominal share capital up to Rs. 2 lakh	99550	0.75
: Individual shareholders holding	700	0.005
nominal share capital in excess of Rs. 2 lakh	52078	0.39
: NBFCs registered with RBI	65700	0.49
: Non- Resident Indians		
: Clearing Member		
Sub-Total (B)(2)	**3400000**	**25.45**
Total B (B1+B2)	**3400000**	**25.45**
TOTAL (A+B)	**13360000**	**100**

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 31st March, 2017 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 31st March, 2017 are as follows:

Particulars	No. of Share	Percentage (%) of Total Shares
Physical Segment	2	0.00001
Demat Segment	13359998	99.99999
NSDL	11920523	89.23
CDSL	1439475	10.77
Total	**13360000**	**100.0000**

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	The Company has not issued GDRs/ADRs/Warrants or any Convertible instruments.
Address for correspondence	307, Raut Lane, Opp. ISKCON, Vile Parle (w) Mumbai -400049

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 31st March 2017, there were no pending issues to be addressed or resolved.

Designated email address for the investor complaints is 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:
307, Raut Lane, Opp. ISKCON,
Vile Parel (W), Mumbai 400 049
CIN: L74140MH2007PLC173660
E-mail: cs@onelifecapital.in
Website: www.onelifecapital.in

Place: Mumbai
Date: 11th August, 2017

DECLARATION BY CHIEF EXECUTIVE OFFICER (MD)

[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 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 31st March, 2017.

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

Pandoo Naig
Managing Director
DIN: 00158221

Place: Mumbai
Date: 11th August, 2017

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 31st March 2017, 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: Mumbai
Date: 11th August, 2017

CERTIFCATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

[Regulation 17(8)]

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

I, Pandoo Naig, Managing Director 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
DIN: 00158221

Place: Mumbai
Date: 11th August, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,

ONELIFE CAPITAL ADVISORS LIMITED

1 Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2 Management's Responsibility for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 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 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 there under.

We conducted our audit of the standalone 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 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 financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 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 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 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 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 state of affairs of the Company as at March 31, 2017, and its loss and its cash flows for the year ended on that date.

5 Report on Other Legal and Regulatory Requirements

(A) As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, 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, 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.

e On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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, 2017 on its financial position in its standalone financial statements – Refer note no. 19 to the standalone financial statements;

ii As at March 31, 2017, the Company did not have any outstanding long term contracts including derivative contracts for which there were any material forseeable losses – Refer Note No. 30(a) to the standalone financial statements;

iii There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year - Refer Note No. 30(b) to the standalone financial statements; and

(iv) The company has provided requisite disclosures in the standalone financial statements as as regards the holdings as well as dealings in Specified Bank Notes as defined in the Notification S.O.3407(E) dated 8th November, 2016 of the Ministry of Finance,during the period from November 08, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management - Refer to Note No. 36 to the standalone financial statements.

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

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

Place: Mumbai
Date : - 11th August, 2017

Annexure "A" to Independent Auditors' Report

(Referred to in paragraph 5A 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 two 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 is no outstanding as at the year end in respect of one subsidiary Company. In respect of the other subsidiary company whose loan is outstanding at the year end, there is 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 and any other material statutory dues, as applicable to it, with the appropriate authorities.

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 and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

(b) 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 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 o 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	Commissioner of Appeals – I, Service Tax - I, 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 there are no loans or borrowings from financial institution or 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, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, 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.

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 details of such transactions have been disclosed in the standalone 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 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: Mumbai
Date : - 11th August, 2017

Annexure "B" to the Independent Auditors' Report

(Referred to in paragraph 5B(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, 2017 in conjunction with our audit of the standalone 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 ('the Guidance Note') 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 ('the Guidance Note') 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 Guidance Note and the

standards 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 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, 2017, based on the internal control over financial reporting criteria 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: Mumbai
Date : - 11th August, 2017

BALANCE SHEET AS AT MARCH 31, 2017

₹ in Lakhs

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,336.00	1,336.00
Reserves & Surplus	3	3,217.98	3,467.29
Sub - Total		**4,553.98**	**4,803.29**
Non-Current Liabilities			
Long Term Borrowings	4	29.11	38.99
Long Term Provisions	5	2.43	3.05
Sub - Total		**31.54**	**42.04**
Current Liabilities			
Short Term Borrowings	6	54.50	-
Other Current Liabilities	7	26.29	59.00
Short Term Provisions	8	2.23	4.13
Sub - Total		**83.02**	**63.13**
Total		**4,668.54**	**4,908.46**
ASSETS			
Non-Current Assets			
Fixed Assets	9		
Tangible Assets		226.37	394.58
Intangible Assets		-	-
Non-Current Investments	10	1,670.61	1,342.06
Long Term Loans and Advances	11	2,509.48	2,500.79
Sub - Total		**4,406.46**	**4,237.43**
Current Assets			
Cash and Bank Balances	12	12.50	22.84
Short Term Loans and Advances	13	214.00	638.05
Other Current Assets	14	35.58	10.14
Sub - Total		**262.08**	**671.03**
Total		**4,668.54**	**4,908.46**
Significant accounting policies	1		
Notes forming part of financial statements	2 to 38		

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

₹ in Lakhs

Particulars	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
INCOME			
Revenue from Operations	15	36.71	1.10
Other Income	16	34.18	208.40
Total Revenue		**70.89**	**209.50**
EXPENSES			
Employee benefits expenses	17	47.27	52.88
Finance costs		5.04	14.24
Depreciation and amortization expense	9	168.68	54.60
Other Expenses	18	82.40	87.29
Total Expenses		**303.39**	**209.01**
Profit / (Loss) before exceptional and extraordinary items and tax		**(232.50)**	**0.49**
Exceptional items (Refer Note No. 33)		16.80	-
Profit / (Loss) before tax		**(249.30)**	**0.49**
Tax expense			
Current tax expense		-	0.11
		-	**0.11**
Profit / (Loss) for the year		**(249.30)**	0.38
Basic and Diluted Earnings Per Equity Share (₹)	24	**(1.87)**	**0.003**
Significant accounting policies	1		
Notes forming part of financial statements	2 to 38		

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

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

₹ in Lakhs

	Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before exceptional and extraordinary items and tax	(232.50)	0.49
	Adjustments for:		
	Depreciation	168.68	54.60
	Loss on Sale of Fixed Assets	-	0.47
	Interest Paid	5.04	14.24
	Interest income	(33.46)	(208.40)
	Operating Profit before working capital changes	**(92.24)**	**(138.60)**
	Adjustments for:		
	(Increase) / Decrease in Current and Non-Current Assets	(27.31)	(1,399.60)
	Increase / (Decrease) in Current and Non-Current Liabilities	(35.23)	46.89
	Cash generated from operations	**(154.78)**	**(1,491.31)**
	Direct Taxes paid (net of refunds received)	(6.83)	(20.86)
	Cash flow before exceptional and extraordinary items	**(161.61)**	**(1,512.17)**
	Penalty	(16.80)	-
	Net Cash Flow from Operating Activities - [A]	**(178.41)**	**(1,512.17)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	(0.47)	(409.41)
	Investments in Subsidiaries	(328.55)	(1,040.38)
	Advances towards purchase of property	-	(10.00)
	Sale of Fixed Assets	-	0.08
	(Increase) / Decrease in Other Bank Balances	-	3,525.00
	Loans (given) / repaid (net) - Subsidiaries	424.05	(470.94)
	Interest Received	33.46	208.40
	Net Cash Flow from in Investing activities - [B]	**128.49**	**1,802.75**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Long Term Borrowings	(9.88)	38.99
	Proceeds from Short Term Borrowings	54.50	(362.21)
	Interest Paid	(5.04)	(14.24)
	Net Cash Flow from Financing activities - [C]	**39.58**	**(337.46)**
	Net Increase in Cash and Cash Equivalents - [A+B+C]	**(10.34)**	**(46.88)**
	Cash and Cash Equivalents at the beginning of the year	22.84	69.72
	Cash and Cash Equivalents at the end of the year	**12.50**	**22.84**
	Cash and Bank Balances at the end of the year (Refer Note No. 12)	**12.50**	**22.84**

Note: The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Accounting Standard 3 'Cash Flow Statement'

Significant accounting policies 1

Notes forming part of financial statements 2 to 38

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

Place: Mumbai
Date : 11th August, 2017

1 Significant Accounting Policies:

1.1 Basis of preparation of financial statements:

The financial statements have been prepared in accordance with the historical cost convention on an accrual basis and comply with the applicable Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

These financial statements have been prepared as required under relevant provision of the Companies Act, 2013 and the presentation is based on the Schedule III of the Companies Act, 2013. All assets and liabilities are classified into current and non-current generally based on the criteria of realization / settlement within twelve months period from the balance sheet date.

1.2 Use of estimates:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revisions are made.

1.3 Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognized on accrual basis.

1.4 Fixed assets:

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

1.5 Depreciation:

a Depreciation is provided on “Straight Line Method” basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.

b Fixed assets costing up to ₹ 5,000 individually are fully depreciated in the year of purchase.

1.6 Investments:

Quoted Investments are valued at cost or market value whichever is lower. Unquoted investments are stated at cost. The decline in the value of the unquoted investments, other than temporary, is provided for. Cost is inclusive of brokerage, fees and duties but excludes Securities Transaction Tax, if any.

1.7 Employee Benefits:

a <u>Short term employee benefits</u>

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries and bonus are recognized in the period in which the employee renders the related service.

b <u>Defined contribution plans:</u>

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

c <u>Defined benefit plans:</u>

The Company’s Gratuity plan is a defined benefit plan. The liability under the plan is determined on the basis of an independent actuarial valuation carried out at the year end. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss.

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.

1.8 Operating Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and Loss as when they are incurred.

1.9 Taxation:

Income Tax expense comprises of current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable or virtually certain (as the case may be) of realization.

1.10 Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all potential dilutive equity shares, except where result would be anti-dilutive.

1.11 Impairment:

The Fixed Assets or a group of assets (Cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets or group of assets is determined, and if such recoverable amount of the assets or cash generating unit to which the assets belongs is less than it's carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

1.12 Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset neither is recognized nor disclosed in the financial statements.

1.13 Cash Flow Statement:

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method as set out in Accounting Standard (AS) -3 "Cash Flow Statement". Under the indirect method, the net profit is adjusted for the effects of:

a transactions of a non-cash nature;

b any deferrals or accruals of past or future operating cash receipts or payments; and

c items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and are reflected as such in the cash flow statement. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ in Lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
2	**SHARE CAPITAL**		
	Authorised Capital		
	15,010,000 (Previous Year 15,010,000) Equity Shares of ₹ 10 each	**1,501.00**	**1,501.00**
	Issued, Subscribed & Paid-up Capital		
	13,360,000 (Previous Year 13,360,000) Equity Shares of ₹ 10 each fully paid-up	1,336.00	1,336.00
	Total	**1,336.00**	**1,336.00**
a	**Reconciliation of Number of Equity Shares**		
	Balance at the beginning of the year	1,33,60,000	1,33,60,000
	Add: Issued during the year	-	-
	Balance at the end of the year	**1,33,60,000**	**1,33,60,000**
b	**Rights, Preferences and Restrictions attaching to each class of shares**		
	Equity Shares having a face value of ₹ 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 held.		
c	**Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company**		
	Mr. Prabhakar Naig		
	- No. of shares held	69,05,000	69,05,000
	- % of Holding	51.68%	51.68%
	Mr. Pandoo Naig		
	- No. of shares held	30,55,000	30,55,000
	- % of Holding	22.87%	22.87%

₹ in Lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
3	**Reserves and Surplus**		
	Securities Premium		
	Balance at the beginning of the year	3,624.35	3,624.35
	Additions during the year	-	-
		3,624.35	**3,624.35**
	Less: Expenditure on Issue of Shares	-	-
	Balance at the end of the year (a)	**3,624.35**	**3,624.35**
	Deficit in Statement of Profit and Loss		
	Balance at the beginning of the year	(157.06)	(157.44)
	Less / Add:- Profit / (Loss) for the year as per statement of Profit and Loss	(249.31)	0.38
	Balance at the end of the year (b)	**(406.37)**	**(157.06)**
	Total (a) + (b)	**3,217.98**	**3,467.29**
4	**Long Term Borrowings**		
	Term Loans - from banks	-	-
	from Others - Vehicle Loan	29.11	38.99
	Term of repayment and maturity		
	Term: 5 year and Rate of Interest: 11.49% p.a.		
	31.03.2018 - ₹ 9.88 lakhs (Refer note no.7)		
	31.03.2019 - ₹ 11.08 lakhs		
	31.03.2020 - ₹ 12.42 lakhs		
	13.08.2020 - ₹ 5.61 lakhs		
	Total	**29.11**	**38.99**
5	**Long Term Provisions**		
	Provision for Gratuity	2.43	3.05
	Total	**2.43**	**3.05**
6	**Short Term Borrowings**		
	UnSecured		
	Leadline Software & Trading Pvt. Ltd	54.50	-
	Total	**54.50**	**-**
7	**Other Current Liabilities**		
	Current maturities of long-term debt (Refer note no.4)	9.88	8.81
	Statutory Dues	4.36	9.55
	Creditors for Expenses	12.06	40.64
	Total	**26.29**	**59.00**
8	**Short Term Provisions**		
	Provision for Gratuity	2.23	4.13
	Total	**2.23**	**4.13**

Note 9: - Fixed Assets -2016-17

₹ in Lakhs

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at April 1, 2016	Additions	Deductions	As at March 31, 2017	Upto April 1, 2016	For the year	Adjustments for the year	Upto March 31, 2017	As at March 31, 2017	As at March 31, 2016
Tangible Assets										
Leasehold Improvements	357.15	-	-	357.15	39.68	158.73	-	198.42	158.73	317.47
Computers & Printers	0.26	0.47	-	0.73	0.22	0.07	-	0.29	0.44	0.04
Air Conditioner	2.49	-	-	2.49	0.38	0.42	-	0.81	1.67	2.10
Office Equipments	1.75	-	-	1.75	1.42	0.09	-	1.51	0.24	0.33
Vehicles	88.60	-	-	88.60	13.95	9.36	-	23.31	65.29	74.65
Sub-total	**450.25**	**0.47**	**-**	**450.72**	**55.66**	**168.68**	**-**	**224.34**	**226.37**	**394.58**
Intangible Assets										
Computer Software	1.12	-	-	1.12	1.12	-	-	1.12	-	-
Sub-total	**1.12**	**-**	**-**	**1.12**	**1.12**	**-**	**-**	**1.12**	**-**	**-**
Total	**451.37**	**0.47**	**-**	**451.84**	**56.78**	**168.68**	**-**	**225.46**	**226.37**	**394.58**

Fixed Assets -2015-16

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	Upto April 1, 2015	For the year	Adjustments for the year	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets										
Leasehold Improvements	-	357.15	-	357.15	-	39.68	-	39.68	317.47	-
Computers & Printers	6.39	-	6.13	0.26	5.92	0.12	5.82	0.22	0.04	0.48
Air Conditioner	1.47	2.49	1.47	2.49	1.10	0.55	1.27	0.38	2.10	0.37
Office Equipments	2.80	-	1.05	1.75	2.15	0.29	1.02	1.42	0.33	0.65
Vehicles	-	88.60	-	88.60	-	13.95	-	13.95	74.65	-
Sub-total	**10.67**	**448.24**	**8.65**	**450.25**	**9.17**	**54.60**	**8.11**	**55.66**	**394.58**	**1.50**
Intangible Assets										
Computer Software	1.12	-	-	1.12	1.12	-	-	1.12	-	-
Sub-total	**1.12**	**-**	**-**	**1.12**	**1.12**	**-**	**-**	**1.12**	**-**	**-**
Capital Work in Progress	-	-	-	-	-	-	-	-	-	38.83
Total	**11.79**	**448.24**	**8.65**	**451.37**	**10.29**	**54.60**	**8.11**	**56.78**	**394.58**	**40.33**

₹ in Lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
10	**Non- Current Investments (At Cost)**		
	Trade Investments Unquoted		
	Investments in Equity Instruments		
	In Subsidiaries		
	12,526,700 (Previous Year 6,352,500) Equity Shares of Onelife Gas Energy and Infrastructure Ltd. of ₹ 10 each fully paid-up	608.96	300.25
	100,000 (Previous Year 100,000) Equity Shares of Eyelid Infrastructure Pvt. Ltd. of ₹ 10 each fully paid-up	900.00	900.00
	1,400,000 (Previous Year 1,400,000) Equity Shares of Purple India Holding Ltd. of ₹ 10 each fully paid-up	140.38	140.38
	188,400 (Previous Year NIL) Equity Shares of Goodyield Farming Ltd. of ₹ 10 each fully paid-up	18.84	-
	10,000 (Previous Year NIL) Equity Shares of Goodyield Fertilizers & Pesticides Pvt. Ltd. of ₹ 10 each fully paid-up	1.00	-
	Other Investments - unquoted		
	7,143 (Previous Year 7,143) Equity Shares of Onelife Ecopower and Engg. Ltd. of ₹ 10 each fully paid-up	0.71	0.71
	7,143 (Previous Year 7,143) Equity Shares of Onelife Agrifoods Ltd. of ₹ 10 each fully paid-up	0.71	0.71
	Total	**1,670.61**	**1,342.06**
	Aggregate amount of unquoted investments	**1,670.61**	**1,342.06**
11	**Long Term Loans and Advances**		
	Unsecured, considered good		
	Deposits	1.10	1.10
	Advance Service Tax	86.25	86.25
	Cenvat credit	6.53	4.67
	Advance Income tax (net of provision)	125.60	118.77
	Loan and Advances to related parties (for Stragetic Investments)		
	Subsidiary Companies - Loans given to Purple India Holding Limited (Maximum amount oustanding during the year ₹ 2290 lakhs (Previous Year ₹ 2290 lakhs))	2,290.00	2,290.00
	Total	**2,509.48**	**2,500.79**
12	**Cash and Bank Balances**		
	Cash and Cash Equivalents		
	Cash on hand	5.58	10.65
	Balances with Banks in Current Accounts	6.92	12.19
	Total	**12.50**	**22.84**
13	**Short Term Loans and Advances**		
	Unsecured, Considered good		
	Loan and Advances to related parties		
	Subsidiary Companies - Loans given to		
	Purple India Holding Limited (Maximum amount oustanding during the year ₹ 304 lakhs (Previous Year ₹ 115 lakhs))	214.00	110.00
	Onelife Gas and Energy Infrastructure Limited - Maximum amount outstanding during the year ₹ 534.05 lakhs (Previous Year ₹ 594.11 lakhs). The same is interest bearing.	-	528.05
	Total	**214.00**	**638.05**

₹ in Lakhs

Note No.	Particulars	For the Year ended March 31, 2017	For the Year ended March 31, 2016
14	**Other Current Assets**		
	Advances towards purchase of property	10.00	10.00
	Others Assets	25.58	0.14
	Total	**35.58**	**10.14**
15	**Revenue**		
	Revenue from operations		
	Advisory Fees	36.71	1.10
		36.71	**1.10**
16	**Other Income**		
	Interest	33.46	208.40
	Excess Provision Written Back	0.72	-
		34.18	**208.40**
17	**Employee benefits expense**		
	Salaries and Wages	48.36	50.09
	Gratuity	(2.52)	1.27
	Staff Welfare	1.43	1.52
		47.27	**52.88**
18	**Other expenses**		
	Power & Fuel	2.26	3.01
	Rent	1.14	1.14
	Repairs to Building	22.47	-
	Repairs to Machinery	1.59	-
	Repairs to Others	0.62	1.12
	Rates and Taxes	3.61	20.18
	Advertisement	0.97	1.45
	Business Development Expenses	5.31	7.50
	Communication Expenses	1.12	1.61
	Conveyance Expenses	3.62	4.19
	Donation	0.86	1.61
	Water Charges	1.19	1.53
	Professional Fees	13.87	17.61
	Office Expenses	0.73	1.40
	Remuneration to Auditors (Refer Note No. 26)	7.00	16.05
	Printing & Stationery	2.19	2.74
	Travelling Expenses	7.39	1.47
	Directors Sitting Fees	3.20	3.40
	Loss on Sale of Fixed Assets	-	0.47
	Miscellaneous Expenses	3.26	0.80
		82.40	**87.29**

19 Contingent Liabilities

The Company has received order dated 21st March, 2017 passed by Additional Commissioner Service Tax – 1, 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 ₹ 164.19 lakhs. The Company has filed appeal against this order with Commissioner of Appeals – I, Service Tax - I, Mumbai. As per the legal advise 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 "Long Term Loans and Advances".

20 Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31st March, 2017.

Defined benefit plans – As per Actuarial valuation as on 31st March, 2017.

Particulars	As at March 31, 2017 (in ₹)	As at March 31, 2016 (in ₹)
Change in present value of obligations		
Obligations at beginning of the year	**717,913**	**591,198**
Interest cost	58,007	46,823
Service cost	92,302	72,130
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	21,079	(6,930)
Actuarial (gains) / losses on obligations due to experience	(423,611)	16,692
Obligations at the end of the year	**465,690**	**717,913**
Expenses recognized in the Statement of P&L A/c.		
Current Service cost	92,302	72,130
Net Interest cost	58,007	46,823
Actuarial (Gain) / Losses	(402,532)	7,762
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
Net gratuity cost	**(252,223)**	**126,715**
Amount recognized in the Balance Sheet		
Present Value Obligation at the end of the period	(465,690)	(717,913)
Fair Value of Plan Assets at the end of the period	NIL	NIL
Funded Status – (Surplus / (Deficit))	(465,690)	(717,913)
Unrecognized Past Service Cost at the end of the period	NIL	NIL
Net (Liability) / Asset recognized in the Balance Sheet	(465,690)	(717,913)
Assumptions		
Mortality Table	Indian Assured lives Mortality (2006 – 08)	
Discount rate	7.29%	8.08%
Rate of escalation in salary	5%	5%
Attrition rate	2%	2%

21 Disclosures pursuant to Accounting Standard 17 "Segment Reporting"

The Company operates in a single business segment viz. Advisory Services; accordingly there is no reportable business or geographical segments as prescribed Under Accounting Standard 17 "Segment Reporting".

22 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18 "Related Party Disclosures"

I List of Related Parties

List of Related Parties where control exists - Shareholders in the Company	Mr. Pandoo Naig, Mr. T. P. K. Naig and their relatives together hold 74.55 % share capital of the Company
Subsidiaries	Onelife Gas Energy & Infrastructure Limited
	Goodyield Farming Limited
	Goodyield Fertilizers and Pesticides Private Limited
	Eyelid Infrastructure Private Limited
	Purple India Holdings Limited
	Destimoney Distribution and Advisory Services Private Limited
	Destimoney Commodities Private Limited
Key Management Personnel	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
	Mr. Mulraj Shah – Chief Financial Officer
	Mr. Vivek Maru – Company Secretary (upto July 07, 2015)
	Ms. Priyanka Rawat – Company Secretary (w.e.f Nov. 09, 2015)

II Transactions and amount outstanding with related parties

₹ in Lakhs

Sr. No.	Particulars	Subsidiaries	Key Management Personnel
I	Interest Income from Onelife Gas Energy & Infrastructure Limited	33.39	NIL
		(26.05)	*(NIL)*
II	**Loans given**		
	Onelife Gas Energy & Infrastructure Limited	28.50	NIL
		(477.00)	*(NIL)*
	Purple India Holdings Limited	327.00	NIL
		(2,905.00)	*(NIL)*
III	**Loans Received Back**		
	Onelife Gas Energy & Infrastructure Limited	556.56	NIL
		(139.50)	*(NIL)*
	Purple India Holding Limited	223.00	NIL
		(505.00)	*(NIL)*
IV	**Rent Paid to**	1.14	NIL
	Eyelid Infrastructure Private Limited	*(1.14)*	*(NIL)*
V	**Remuneration to Key Management Personnel**		
	T. K. P. Naig	NIL	15.00
		(NIL)	*(15.00)*
	Pandoo Naig	NIL	15.00
		(NIL)	*(15.00)*
	Mulraj Shah	NIL	6.96
		(NIL)	*(6.89)*
	Vivek Maru	NIL	0.40
		(NIL)	*(0.76)*
	Priyanka Rawat	NIL	3.97
		(NIL)	*(1.20)*

VI	**Investment in Equity Shares of Subsidiaries**		
	Purple India Holdings Limited	NIL	NIL
		(140.38)	*(NIL)*
	Goodyield Farming Limited	18.84	NIL
		(NIL)	*(NIL)*
	Goodyield Fertilizers & Pesticides Pvt. Ltd	1.00	NIL
		(NIL)	*(NIL)*
	Onelife Gas Energy & Infrastructure Limited	308.71	NIL
		(NIL)	*(NIL)*
IX	**Purchase of Equity Shares of Eyelid Infrastructure Private Limited from**		
	Pandoo Naig	NIL	NIL
		(900.00)	*(NIL)*
	Outstanding as at 31st March, 2017		
I	Loans Given	2,504.00	NIL
		(2,904.61)	*(NIL)*
II	Interest Receivable	NIL	NIL
		(23.44)	*(NIL)*

Figures in the bracket indicate previous year's figures.

23 Disclosures pursuant to Accounting Standard (AS) 19 "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	Current Year	Previous Year
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

₹ in Lakhs

Particulars	Current Year	Previous Year
Not later than one year	1.14	1.14
Later than one year and not later than five years	Nil	1.14
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.

24 Basic and diluted earnings per share [EPS] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

Particulars	Current Year	Previous Year
Net Profit / (Loss) after tax as per Statement of Profit and Loss (₹ in lakhs)	(249.30)	0.38
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 ₹	(1.87)	0.003

25 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.

26 Other expenses include payments to auditor as follows:

₹ in Lakhs

Particulars	Current Year	Previous Year
Statutory Audit	3.00	3.05
Income Tax Matters	4.00	13.00
Total	**7.00**	**16.05**

27 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.

The Proposed utilization of funds raised from Initial Public Offer (IPO) including share premium as per the prospectus were as under :

Sr. No.	Particulars	Proposed Utilization (₹ in Lakhs)
1	Purchase of Corporate office	700.00
2	Development of Portfolio Management Services	1,157.80
3	Brand Building	770.00
4	General Corporate Purpose	897.60
5	Issue Expenses	159.60
	Total	**3,685.00**

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 23rd January, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on 13th February, 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	Proposed Utilization	Actual Utilization
1	Purchase of Corporate office*	900	900
2	Issue Expenses	160	160
3	Acquisition of Strategic Investment :		
(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)	Advance paid for acquisition of strategic investment / business	2,430	2,290
4	For Renovation of premises	195	195
	Total	**3,685**	**3,685**

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

28 On approval of the Board of Directors, following transactions / activities were carried out:

Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Distribution Advisory Services Pvt. Ltd. for a consideration of ₹ 400 lakhs, Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Commodity Pvt. Ltd. for a consideration of ₹ 525 lakhs. Purple India Holding Limited has signed a Share Purchase Agreement to purchase majority equity shares of Destimoney Securities Private Limited, 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. The total investments for the

said transactions are estimated at ₹ 2,600 lakhs. The Company has paid advance of ₹ 2,290 lakhs to Purple India Holding Limited for onward investments / acquisitions of the aforesaid Companies. As some approvals were taking time beyond the agreement timelines entered with Destimoney Enterprises Limited, Mauritius, the shares of Destimoney Securities Private Limited have been acquired by associated entities. In the meeting held on 11th August, 2017, the Board of Directors approved acquisition of Destimoney Securities Private Limited's shareholding / merger and seek appropriate regulatory approvals as may be required.

29 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.

30 a. The Company did not have any outstanding long term contracts including derivative contracts as at 31st March, 2017.

b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

31 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 31/03/2017 (₹ In Lakhs)	Amount as at 31/03/2016 (₹ In Lakhs)
Onelife Gas Energy And Infrastructure Limited	**-**	**528.06**
Maximum balance during the year ₹ 534.05 lakhs (Previous Year ₹ 594.11 lakhs)		
Purple India Holdings Limited	**2,504**	**2,400**
Maximum balance during the year ₹ 2,594 lakhs (Previous Year ₹ 2,405 lakhs)		

32 During the year the accounting policy for providing the depreciation has been changed from Written Down Value (WDV) method to Staight Line Method (SLM) as provided in the Companies Act, 2013. Due to this change in policy the depreciation is lower by ₹ 14.57 lakhs and the profit for the year is higher by ₹ 14.57 lakhs.

33 The Company had filed the Consent application on 27th October, 2016 in respect of enquiry proceedings initiated by Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) dated 7th July, 2014 and 27th June, 2016 and paid ₹ 16.80 lakhs on 25th November, 2016 as consent fees / settlement charges under Regulation 28(1) of SEBI (Intermediaries) Regulations, 2008. The said payment of settlement charges of ₹ 16.80 lakhs has been shown under "Exceptional Items". SEBI has passed the settlement order dated 9th February, 2017 and settled the alleged violations and disposed off the said enquiry proceedings initiated vide aforesaid SCNs.

34 During the year the following Subsidiary and step down Subsidiaries become wholly owned Subsidiaries of the Company on acquisition of entire share capital directly by the Company -

(i) Subsidiary Company Onelife Gas Energy and Infrastructure Limited;

(ii) Step down Subsidiary Goodyield Farming Limited; and

(iii) Step down Subsidiary Goodyield Fertilizers and Pesticidies Private Limited.

35 Value of Imports on C.I.F. Basis ₹ Nil (previous year ₹ Nil), Expenditure in Foreign Currency – Travelling Expenses - ₹ 3.59 lakhs (previous year ₹ Nil), Earning in Foreign Currency ₹ Nil (previous year ₹ Nil).

36 Details of Specified Bank Notes (SBNs)

The details of holding and dealing in SBNs held by the Company during the period from November 08, 2016 to December 30, 2016 are as follows:

(₹ in Lakhs)

Particulars	SBNs	Other Denomination Notes	Total (₹)
Closing Cash in Hand on November 8, 2016	0.45	4.97	5.42
Add: Permitted Receipts	-	0.14	0.14
Less : Permitted Payments	-	4.22	4.22
Less : Amount Deposited in Bank	0.45	-	0.45
Closing Cash in Hand as on December 30, 2016	-	0.90	0.90

37 In view of losses and unabsorbed depreciation, 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.

38 Previous year's figures have been reclassified, regrouped and recasted wherever necessary to conform to the current year's classification.

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF,

ONELIFE CAPITAL ADVISORS LIMITED

1 Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2 Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 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 respective standalone 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 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 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 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 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 financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 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 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 financial statements.

4 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 financial statements, as applicable, and on the other financials information of the subsidiaries, the aforesaid consolidated 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 of the Group as at March 31, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

5 Other Matters

We did not audit the financial statements of seven subsidiaries, whose financial statements reflect the total assets of Rs. 16,997.66 Lakhs as at March 31, 2017, total revenues of Rs. 756.88 Lakhs and net cash inflows amounting to Rs. 622.44 Lakhs for the year ended on that date, as considered in the consolidated 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 the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

6 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 other auditor on separate standalone financial statements and other financial information of subsidiaries referred in the other matters paragraph above we report, to the extent applicable, 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 financial statements.

b In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated 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, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.

e On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 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, 2017 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 A”, which is based on the Auditors’ Reports of the Holding Company and its subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its 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 on the consolidated financial position of the Group in its consolidated financial statements as of March 31, 2017 – Refer note no. 23 to financial statements;

ii As at March 31, 2017, the Group did not have any outstanding long term contracts including derivative contracts for which there were any material forseeable losses – Refer Note No. 37(a) to the consolidated 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. 37(b) to the consolidated financial statements; and

iv The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holdings as well as dealings in Specified Bank Notes as defined in the Notification S.O.3407(E) dated 8th November, 2016 of the Ministry of Finance, during the period from November 08, 2016 to December 30, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of account maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us / other auditors by the management of the respective Group entities - Refer Note No. 38 to the consolidated financial statements.

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

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

Place: Mumbai
Date : - 11th August, 2017

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 6(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') and its subsidiary companies as at March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended and as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Holding Company and its subsidiary companies incorporated in India 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 (the 'Guidance Note'). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India

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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 over financial reporting. Those Guidance Note and the standards 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 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 Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding 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 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, 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, 2017, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary companies considering the essential components of internal control stated in the Guidance Note.

Other Matter

Our aforesaid 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 seven subsidiary companies, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

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

S. S. SHAH
Partner
Membership No.: - 33632

Place: - Mumbai
Date : - August 11, 2017

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

₹ in Lakhs

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,336.00	1,336.00
Reserves & Surplus	4	8,618.68	5,285.03
Sub - Total		**9,954.68**	**6,621.03**
Minority Interest		-	4,277.28
Non-Current Liabilities			
Long Term Borrowings	5	29.11	38.99
Long Term Provisions	6	8.89	3.05
Sub - Total		**38.00**	**42.04**
Current Liabilities			
Short Term Borrowings	7	493.81	277.00
Trade Payables	8	274.66	0.01
(a) Total outstanding dues of micro enterprises and small enterprises and	8	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	8	274.66	0.01
Other Current Liabilities	9	906.22	80.85
Short Term Provisions	10	3.97	5.08
Sub - Total		**1,678.66**	**362.94**
Total		**11,671.34**	**11,303.29**
ASSETS			
Non-Current Assets			
Fixed Assets	11		
Tangible Assets		1,472.10	1,642.26
Intangible Assets		-	-
Capital Work in Progress		-	-
Non-Current Investments	12	845.17	275.02
Deferred tax assets (net)		2.14	-
Long Term Loans and Advances	13	1,461.09	2,126.77
Other Non-Current Assets	14	24.90	-
Sub - Total		**3,805.40**	**4,044.05**
Current Assets			
Trade Receivables	15	8.79	2.21
Cash and Bank Balances	16	274.28	86.90
Short Term Loans and Advances	17	7,532.55	7,124.29
Other Current Assets	18	50.32	45.84
Sub - Total		**7,865.94**	**7,259.24**
Total		**11,671.34**	**11,303.29**
Significant accounting policies	2		
Notes forming part of consolidated financial statements	3 to 42		

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

₹ in Lakhs

Particulars	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
INCOME			
Revenue from Operations	19	662.95	35.32
Other Income	20	123.10	324.70
Total Revenue		**786.05**	**360.02**
EXPENSES			
Cost of Materials Consumed	21	-	-
Employee benefits expenses	22	309.57	69.06
Finance costs		8.21	24.00
Depreciation and amortization expenses	11	171.01	67.82
Other Expenses	23	683.97	827.58
Total Expenses		**1,172.76**	**988.46**
Profit / (Loss) before exceptional and extraordinary items and tax		**(386.71)**	**(628.44)**
Exceptional items (Refer Note No. 37)		16.80	-
Profit / (Loss) before tax		**(403.51)**	**(628.44)**
Tax expense			
Current tax expense		3.29	2.74
Deferred tax		(0.92)	
Profit / (Loss) for the year before Minority Interest		**(405.88)**	**(631.18)**
Minority Interest		-	6.49
Profit / (Loss) for the year		**(405.88)**	**(624.69)**
Basic and Diluted Earnings Per Share Rs.	29	**(3.04)**	**(4.68)**
Significant accounting policies	2		
Notes forming part of consolidated financial statements	3 to 42		

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

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

₹ in Lakhs

	Particulars		For the year ended March 31, 2017	For the year ended March 31, 2016
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**			
	Net Profit before tax and extraordinary items		(386.71)	(628.44)
	Adjustments for:			
	Depreciation and amortisation		171.01	67.82
	Loss on sale of fixed assets		-	0.47
	Loss on sale of investment		159.16	-
	Dividend Income		(0.02)	(0.78)
	Profit on sale of investment		(6.58)	-
	Interest Paid		8.21	24.00
	Interest Income		(115.75)	(318.20)
	Operating Profit before working capital changes		**(170.68)**	**(855.13)**
	Adjustments for:			
	(Increase) / Decrease in Current and Non-Current Assets		(1,670.68)	466.63
	Increase / (Decrease) in Current and Non-Current Liabilities		1,104.75	(53.90)
	Cash generated from operations		**(736.61)**	**(442.40)**
	Direct Taxes paid (net of refunds received)		(2.37)	(42.07)
	Cash flow before exceptional and extraordinary items		(738.98)	(484.47)
	Penalty		(16.80)	-
	Net Cash Flow from Operating Activities	**[A]**	**(755.78)**	**(484.47)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**			
	Purchase of Fixed Assets		(1.19)	(1,660.18)
	Investments in Subsidiaries		(1,305.46)	(272.16)
	Goodwill on Consolidation		-	(795.38)
	Sale of Fixed Assets		-	0.08
	Sale of investment		87.82	-
	(Increase) / Decrease in Other Bank Balances		(42.50)	3,525.00
	Loans to Others		1,890.00	(1,890.00)
	Dividend Income		0.02	0.78
	Interest Income		115.75	318.20
	Net cash from Investing activities	**[B]**	**744.44**	**(773.66)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**			
	Proceeds from Short Term Borrowings		216.81	(236.66)
	Proceeds from Long Term Borrowings		(9.88)	38.99
	Interest Paid		(8.21)	(24.00)
	Net cash from Financing activities	**[C]**	**198.72**	**(221.67)**
	Net Increase in Cash and Cash Equivalents	**[A+B+C]**	**187.38**	**(1,479.80)**
	Cash and Cash Equivalents at the beginning of the year		86.90	1,566.70
	Cash and cash equivalents as at the end of the year		**274.28**	**86.90**
	Fixed Deposits (Maturity of less than 12 months)		-	-
	Cash and Bank Balances at the end of the year (Refer Note No. 16)		**274.28**	**86.90**

Note:

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Accounting Standard 3 'Cash Flow Statement'

Significant accounting policies	2
Notes forming part of consolidated financial statements	3 to 42

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

ONELIFE CAPITAL ADVISORS LIMITED

1 Principles of Consolidation

The Consolidated Financial Statements consist of Onelife Capital Advisors Limited ("the Company" or "the Holding Company") and its subsidiary companies (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

a The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

b The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

c Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.

d Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:

i The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and

ii The minority share of movements in equity since the date the holding subsidiary relationship came into existence.

e The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2017

f The financial statements of the holding company and its subsidiary have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Company's separate financial statements.

g The list of subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Sr. No	Name of the Company	Status	Country of Incorporation	Date on which Relationship Came into Existence	Ownership in % either directly or through Subsidiaries * 2016-17	Ownership in % either directly or through Subsidiaries * 2015-16
1	Onelife Gas Energy & Infrastructure Limited	Subsidiary w.e.f 01.11.2012 and wholly own subsidiary w.e.f 06.03.2017	India	01.11.2012	100.00	50.71
2	Goodyield Farming Limited	Subsidiary w.e.f 01.11.2012 and wholly own subsidiary w.e.f 24.01.2017	India	01.11.2012	100.00	73.46
3	Goodyield Fertilizers & Pesticides Private Limited	Subsidiary w.e.f 01.11.2012 and wholly own subsidiary w.e.f 24.01.2017	India	01.11.2012	100.00	65.00
4	Eyelid Infrastructure Private Limited	Subsidiary	India	06.08.2015	100.00	100.00

5	Purple India Holdings Limited	Subsidiary	India	12.09.2015	100.00	100.00
6	Destimoney Distribution and Advisory Services Private Limited	Subsidiary of Purple India Holdings Limited w.e.f. 29.09.2015	India	29.09.2015	100.00	100.00
7	Destimoney Commodities Private Limited	Subsidiary of Purple India Holdings Limited w.e.f. 06.03.2017	India	06.03.2017	100.00	100.00

2 Significant Accounting Policies:

2.1 Basis of preparation of financial statements:

The financial statements have been prepared in accordance with the historical cost convention on an accrual basis and comply with the applicable Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

These financial statements have been prepared as required under relevant provision of the Companies Act, 2013 and the presentation is based on the Schedule III of the Companies Act, 2013. All assets and liabilities are classified into current and non-current generally based on the criteria of realization / settlement within twelve months period from the balance sheet date.

2.2 Use of estimates:

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which such revision is made.

2.3 Revenue recognition:

i Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognized on accrual basis.

ii Revenue is recognized on transfer of significant risk and reward in respect of ownership.

iii Sales / turnover for the year includes sales value of goods and other recoveries such as insurance, transportation and packing charges but excludes sales tax, value asses tax and recovery of finance and discounting charges.

iv Insurance / duty drawback and other claims are accounted for as and when admitted by appropriate authorities.

v Dividend on investments is recognized when the right to receive is established.

2.4 Inventories:

Inventories are valued at cost or net realizable value whichever is lower. Cost of inventories comprises all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis

2.5 Fixed assets:

Fixed assets are stated at cost less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any cost, attributable to bringing the asset to its working condition for its intended use.

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization.

2.6 Depreciation and amortization:

a Depreciation is provided on “Straight Line Method” basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.

b Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

2.7 Foreign currency Transactions:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Foreign currency monetary assets and liabilities are translated at the year-end rate. The difference between the rate prevailing on the date of

transaction and on the date of settlement and also on translation of monetary items at the year is recognized, as the case may be, as income/ expense for the year.

2.8 Investments:

Quoted Investments are valued at cost or market value whichever is lower. Unquoted investments are stated at cost. The decline in the value of the unquoted investments, other than temporary, is provided for. Cost is inclusive of brokerage, fees and duties but excludes Securities Transaction Tax, if any.

2.9 Employee Benefits:

a **Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Undiscounted value of benefits such as salaries and bonus are recognized in the period in which the employee renders the related service.

b **Defined contribution plans:**

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

c **Defined benefit plans:**

Gratuity

The Company's Gratuity plan is a defined benefit plan. The liability under the plan is determined on the basis of an independent actuarial valuation carried out at the year end. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit & Loss Account.

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.

2.10 Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of an qualifying asset are capitalized as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

2.11 Operating Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and Loss as when they are incurred.

2.12 Taxation:

Income Tax expense comprises of current tax (i.e. amount of tax for the year determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that the assets can be realized in future. However, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonable or virtually certain (as the case may be) of realization.

Minimum Alternate Tax (MAT) paid on book profits, which give rise to future economic benefits in the form tax credit against the future income tax liability, is recognized as an asset in the balance sheet if there is convincing evidence that the Company will pay normal tax within the period specified for utilization for such credit.

2.13 Cenvat / value Added Tax:

Cenvat / value Added Tax benefit is accounted for by reducing the purchase cost of the materials / fixed assets / services

2.14 Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all potential dilutive equity shares, except where result would be anti-dilutive.

2.15 Impairment:

The Fixed Assets or a group of assets (Cash generating unit) are reviewed for impairment at each Balance Sheet date. In case of any such indication, the recoverable amount of these assets or group of assets is determined, and if such recoverable amount of the assets or cash generating unit to which the assets belongs is less than it's carrying amount, the impairment loss is recognized by writing down such assets to their recoverable amount. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.

2.16 Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

2.17 Cash Flow Statement:

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method as set out in Accounting Standard (AS) -3 "Cash Flow Statement". Under the indirect method, the net profit is adjusted for the effects of:

a transactions of a non-cash nature;

b any deferrals or accruals of past or future operating cash receipts or payments; and

c items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and are reflected as such in the cash flow statement. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.18 Segment Reporting:

The Company identifies primary segments based on the nature of risks and returns, the organization structure and the internal reporting system. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Board of Directors in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment results, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relates to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / results / assets /liabilities".

2.19 Prior Period Items:

Prior period items are included in the respective heads of accounts and material items are disclosed by way of Notes on financial statements.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
3	**Share Capital**		
	Authorised Capital		
	15,010,000 (Previous Year 15,010,000) Equity Equity Shares of Rs. 10 each	**1,501.00**	**1,501.00**
	Issued, Subscribed & Paid-up Capital		
	13,360,000 (Previous Year 13,360,000) Equity Shares of Rs. 10 each fully paid-up	1,336.00	1,336.00
	Total	**1,336.00**	**1,336.00**
a	**Reconciliation of Number of Equity Shares**		
	Balance at the beginning of the year	1,33,60,000	1,33,60,000
	Add: Issued during the year	-	-
	Balance at the end of the year	**1,33,60,000**	**1,33,60,000**
b	**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 Rs. 10. Each holder of the equity share is entitled to one vote per share.		
c	**Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company**		
	Mr. Prabhakar Naig		
	- No. of shares held	69,05,000	69,05,000
	- % of Holding	51.68%	51.68%
	Mr. Pandoo Naig		
	- No. of shares held	30,55,000	30,55,000
	- % of Holding	22.87%	22.87%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
4	**Reserves and Surplus**		
	Securities Premium		
	Balance at the beginning of the year	3,624.39	3,624.39
	Additions during the year	-	-
	Balance at the end of the year (a)	**3,624.39**	**3,624.39**
	Capital Reserve		
	As per the last Balance Sheet	2,280.48	3,075.86
	Add: Capital Reserve on investment in subsidiary	3,739.53	-
	Add: Goodwill on Consolidation	-	(795.38)
	Balance at the end of the year (b)	**6,020.01**	**2,280.48**
	Deficit in Statement of Profit and Loss		
	Balance at the beginning of the year	(619.84)	4.85
	Less:- Carrying amount of the asset where the remaining useful life is NIL as per schedule II of Companies Act, 2013.	-	-
	Less / Add:- Profit / (Loss) for the year as per statement of Profit and Loss	(405.88)	(624.69)
	Balance at the end of the year (c)	**(1,025.72)**	**(619.84)**
	Total (a) + (b) + (c)	**8,618.68**	**5,285.03**
5	**Long Term Borrowings**		
	Term Loans - from banks		
	from Others - Vehicle Loan		
	Term: 5 year and Rate of Interest: 11.49% p.a.	29.11	38.99
	Terms of payment and maturity		
	31.03.2018 - Rs. 9.88 lakhs (Refer note no.9)		
	31.03.2019 - Rs. 11.08 lakhs		
	31.03.2020 - Rs. 12.42 lakhs		
	13.08.2020 - Rs. 5.61 lakhs		
	Total	**29.11**	**38.99**
6	**Long Term Provisions**		
	Provision for Gratuity	6.90	3.05
	Provision for Compensated Absences	1.99	-
	Total	**8.89**	**3.05**
7	**Short Term Borrowings**		
	Secured	-	-
	Unsecured		
	Others	493.81	277.00
	Total	**493.81**	**277.00**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
8	**Trade Payables**		
	total outstanding dues of micro enterprises and small enterprises (Refer Note No. 41)	-	-
	total outstanding dues of creditors other than micro enterprises and small enterprises.	274.66	0.01
	Total	**274.66**	**0.01**
9	**Other Current Liabilities**		
	Current maturities of long-term debt (Refer note no. 5)	9.88	8.81
	Statutory Dues	20.83	10.53
	Creditors for Expenses	872.34	61.47
	Others	3.17	0.04
	Total	**906.22**	**80.85**
10	**Short Term Provisions**		
	Provision for Gratuity	2.30	4.13
	Provision for Compensated Absences	0.32	-
	Provision for Income Tax (Net of Advance Tax)	0.95	0.95
	Other Provision	0.40	-
	Total	**3.97**	**5.08**
12	**Non- Current Investments (At Cost)**		
	Trade Investments Unquoted		
	Investments in Equity Instruments		
	14,286 (Previous Year 14,286) Equity Shares of Onelife Ecopower and Engineering Ltd. of Rs. 10 each fully paid-up	1.43	1.43
	14,286 (Previous Year 14,286) Equity Shares of Onelife Agrifoods Ltd. of Rs.10 each fully paid-up	1.43	1.43
	Other Investments		
	Investment in Property		
	Land & Building	210.31	210.31
	Real Estate	632.00	-
	Investments in Equity Instruments - Quoted		
in No's	**Description Face Value Rs.**		
191	ABB India Ltd 2	-	2.39
875	Ashok Leyland Ltd 1	-	0.45
75	Bajaj Finance Ltd 5	-	3.00
120	Bharat Electronica Ltd 10	-	1.27
395	Cadila Healthcare Ltd 1	-	1.31
424	Capital First Limited 10	-	1.59
253	Century Textiles & Ind Ltd 10	-	1.37
189	Cipla Ltd 2	-	1.24
180	Credit Analysis and Research Limited 10	-	2.82

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

Note No. in No's	Particulars Description Face Value Rs.	As at March 31, 2017	As at March 31, 2016
187	Cummins India Ltd 2	-	1.63
75	Emami Ltd 1	-	0.68
720	Engineers India Ltd 5	-	1.38
28	Force Motors Ltd 10	-	0.66
520	HDFC Bank Ltd 2	-	5.07
10	Honeywell Automation India Ltd 10	-	0.76
60	Housing Development Finance Corp 2	-	0.69
235	Indusind Bank Ltd 10	-	2.02
166	Infosys Ltd 5	-	1.70
192	Itc Ltd 1	-	0.61
1097	Jamna Auto Ind Ltd 5	-	1.31
230	Jubilant Foodworks Ltd 10	-	3.38
353	KNR CONSTRUCTIONS LIMITED 10	-	1.27
161	Larsen & Toubro Ltd 1	-	2.50
493	Lic Housing Finance Ltd 2	-	2.01
547	Mangalam Cement Ltd 10	-	1.58
86	Maruti Suzuki India Ltd 5	-	2.98
150	Multi Commodity Exchange of India Ltd 10	-	1.41
337	Omkar Speciality Chemicals 10	-	0.68
18	Page Industries Ltd 10	-	2.26
934	Sadbhav Eng. Ltd 1	-	2.80
293	Salzer Electronics Ltd 10	-	0.67
16	Shree Cement Ltd 10	-	1.59
33	Solar Industries (I) Ltd 2	-	0.89
528	Thomas Cook India Ltd 1	-	0.90
256	Timken India Ltd 10	-	1.42
1390	Titagarh Wagons Ltd 2	-	1.18
36	Ultratech Cement Ltd 10	-	1.03
213	Whirlpool of India Ltd 10	-	1.35
	Total	**845.17**	**275.02**
	Aggregate Book Value of Quoted Investments	-	61.85
	Aggregate amount of unquoted investments	2.86	2.86
	Aggregate Market Value of Quoted Investments	-	65.08
13	**Long Term Loans and Advances**		
	Unsecured, Considered good		
	Deposits	1.10	1.10
	Advance Sevice Tax	86.25	86.25
	Cenvat credit	6.53	-
	Advance Income tax (net of provision)	1,367.21	149.42
	Others	-	1,890.00
	All the above loans and advances have been given for business purposes.		
	Total	**1,461.09**	**2,126.77**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in lakhs

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
14	**Other Non-Current Assets**		
	TDS Receivable	24.90	-
	Total	**24.90**	**-**
15	**Trade Receivables (Unsecured, Considered Good)**		
	Outstanding for more than six months from due date	8.79	2.21
	Total	**8.79**	**2.21**
16	**Cash and Bank Balances**		
	Cash and cash equivalents		
	Cash on hand	159.54	56.19
	Balances with Banks in Current Accounts	72.24	28.55
	Balances with Banks in Fixed Deposit (Maturity of less than 3 months)	-	2.17
	Sub - Total	**231.78**	**86.90**
	Other Bank Balances	42.50	-
	Fixed Deposits (Maturity of more than 12 months)		
	Sub - Total	**42.50**	**-**
	Total	**274.28**	**86.90**
17	**Short Term Loans and Advances**		
	Unsecured, Considered good		
	Loans includes dues from Companies in which directors are directors / members		
	Onelife Ecopower and Engineering Ltd. (Maximum amount outstanding during the year Rs. 2,290.25 lakhs (Previous Year Rs. 2329.25 lakhs)).	2,039.75	2,290.25
	Leadline Software and Trading Pvt. Ltd.(Maximum amount outstanding during the year Rs. 2,736.03 lakhs (Previous Year Rs. 2600.53 lakhs)).	2,707.53	2,600.53
	Loan to Others	2,361.53	2,233.51
	All the above loans and advances have been given for business purposes.		
	Advance recoverable on cash or kind	423.74	-
	Total	**7,532.55**	**7,124.29**
18	**Other Current Assets**		
	Interest Receivable	13.44	-
	Cenvat Credit Receivable	-	38.49
	Others Assets	36.88	7.35
	Total	**50.32**	**45.84**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Note No. 11: - Fixed Assets - 2016-17 ₹ in Lakhs

Particulars	GROSS BLOCK					DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at April 1, 2016	Additions	Acquisitions	Deductions	As at March 31, 2017	Upto April 1, 2016	For the year	on Acquisitions	Adjustments for the year	Upto March 31, 2017	As at March 31, 2017	As at March 31, 2016
Tangible Assets												
Leasehold Improvements	357.15	-	-	-	357.15	39.68	158.73	-	-	198.41	158.74	317.47
Plantation	1,237.72	-	-	0.46	1,237.26	-	-	-	-	-	1,237.26	1,237.26
Computers & Printers	3.87	0.47	11.61	-	15.94	3.65	0.07	11.50	-	15.23	0.72	0.22
Air Conditioner	2.49	-	-	-	2.49	0.38	0.42	-	-	0.80	1.69	2.11
Office Equipments	2.52	0.62	0.09	0.37	2.86	1.69	0.20	0.09	-	1.99	0.87	0.83
Furniture & Fixtures	4.24	-	-	-	4.24	2.93	0.22	-	-	3.15	1.09	1.31
Vehicles	137.37	-	-	-	137.37	54.28	11.36	-	-	65.64	71.73	83.09
Sub-total	**1,745.36**	**1.09**	**11.70**	**0.83**	**1,757.31**	**102.61**	**171.01**	**11.60**	**-**	**285.22**	**1,472.10**	**1,642.26**
Intangible Assets												
Computer Software	1.12	-	2.16	-	3.28	1.12	-	2.16	-	3.28	-	-
Sub-total	**1.12**	**-**	**2.16**	**-**	**3.28**	**1.12**	**-**	**2.16**	**-**	**3.28**	**-**	**-**
Capital Work in Process	-	-	-	-	-	-	-	-	-	-	-	-
Total	**1,746.48**	**1.09**	**13.86**	**0.83**	**1,760.59**	**103.73**	**171.01**	**13.76**	**-**	**288.50**	**1,472.10**	**1,642.26**

Fixed Assets - 2015-16

Particulars	GROSS BLOCK					DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at April 1, 2015	Additions	Acquisitions	Deductions	As at March 31, 2016	Upto April 1, 2015	For the year	on Acquisitions	Adjustments for the year	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible Assets												
Leasehold Improvements	-	357.15	-	-	357.15	-	39.68	-	-	39.68	317.47	-
Lease Hold Agriculture Land	40.00	-	-	40.00	-	31.99	8.00	-	40.00	-	-	8.01
Plantation	-	1,237.72	-	-	1,237.72	-	-	-	-	-	1,237.72	-
Computers & Printers	10.00	-	-	6.13	3.87	9.34	0.13	-	5.82	3.65	0.22	0.66
Air Conditioner	1.47	2.49	-	1.47	2.49	1.10	0.55	-	1.27	0.38	2.11	0.37
Office Equipments	2.80	-	0.77	1.05	2.52	2.14	0.44	0.13	1.02	1.69	0.83	0.66
Furniture & Fixtures	4.37	-	-	0.13	4.24	2.41	0.65	-	0.13	2.93	1.31	1.96
Vehicles	-	88.60	48.77	-	137.37	-	18.37	35.91	-	54.28	83.09	-
Sub-total	**58.65**	**1,685.96**	**49.54**	**48.78**	**1,745.36**	**46.98**	**67.82**	**36.04**	**48.24**	**102.61**	**1,642.73**	**11.63**
Intangible Assets												
Computer Software	1.12	-	-	-	1.12	1.12	-	-	-	1.12	-	-
Sub-total	**1.12**	**-**	**-**	**-**	**1.12**	**1.12**	**-**		**-**	**1.12**	**-**	**-**
Capital Work in Process	-	-	-	-	-	-	-	-	-	-	-	38.83
Total	**59.77**	**1,685.96**	**49.54**	**48.78**	**1,746.48**	**48.10**	**67.82**	**36.04**	**48.24**	**103.73**	**1,642.73**	**50.46**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Note No.	Particulars	For the Year ended March 31, 2017	For the Year ended March 31, 2016
19	**Revenue from operations**		
	Income from Services	662.95	35.32
	Total	**662.95**	**35.32**
20	**Other Income**		
	Interest	115.75	318.20
	Dividend	0.02	0.78
	Miscelleneous Income	0.03	0.55
	Profit on Sale of Investment	6.58	0.47
	Excess Provison Written Back	0.71	4.70
	Total	**123.10**	**324.70**
21	**Cost of Materials Consumed**		
	Opening Stock of Raw Material	-	-
	Agricultural Expenses	-	-
		-	-
	Less:Closing Stock of Raw Material	-	-
	Total	**-**	**-**
22	**Employee benefits expense**		
	Salary and Bonus	294.42	64.91
	Gratuity	(1.23)	1.27
	Leave Encashment	1.60	-
	Employers' contribution to Provident and other funds	6.28	-
	Staff Welfare Expenses	8.50	2.88
	Total	**309.57**	**69.06**
23	**Other expenses**		
	Power and Fuel	27.38	5.76
	Rent to Office	98.83	26.22
	Repairs to Building	22.47	-
	Repairs to Machinery	3.68	1.32
	Repairs to Others	19.98	20.41
	Rates and Taxes	4.90	23.72
	Advertisement	2.77	3.85
	Brokerage on Premises	0.35	1.25
	Business Development Expenses	18.12	15.61
	Board Meeting Expense	3.60	4.20
	Directors Sitting Fees	3.20	3.40
	Comission	147.99	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ in Lakhs

Note No.	Particulars	For the Year ended March 31, 2017	For the Year ended March 31, 2016
	Clearing, Settlement & Other Charges	9.21	-
	Professional Fees	30.39	26.94
	Bad Debts written off	7.02	-
	Remuneration to Auditors (Refer Note No. 32)	10.17	17.53
	Printing & Stationery	9.99	9.11
	Office Expenses	4.01	5.23
	Donation	0.86	1.61
	Diwali Expenses	4.32	5.20
	Travelling and Conveyance	32.29	37.32
	Telephone Expenses	37.93	6.70
	Water Charges	1.19	1.53
	Liaisoning Expenses	3.15	2.70
	Loss on Sale of Investment	159.16	599.60
	Loss on Sale of Fixed Assets	-	1.79
	Miscellaneous Expenses	21.01	6.58
	Total	**683.97**	**827.58**

24 Contingent Liabilities:

The Company has received order dated 21st March, 2017 passed by Additional Commissioner Service Tax – 1, Mumbai confirming the demand of inadmissible Cenvat Credit of Rs. 171.92 lakhs, recovery of interest at applicable rate on the amount of demand confirmed and imposing the penalty of Rs. 164.19 lakhs. The Company has filed appeal against this order with Commissioner of Appeals – I, Service Tax - I, Mumbai. As per the legal advise 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 Rs. 86.25 lakhs under protest and is disclosed as advance Service Tax under the head "Long Term Loans and Advances".

25 Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"

i) Defined Contribution Plan

During the year, Rs. 6.28 have been recognized as expense in respect of the Company's contribution to Provident Fund, deposited with the government authorities and have been included under "Employee Benefits Expenses" in the Statement of Profit and Loss.

ii) Defined benefit plans – As per Actuarial valuation as on 31st March, 2017

(a) The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31st March 2017.

Particulars	As at March 31, 2017 (in Rs.)	As at March 31, 2016 (in Rs.)
Change in present value of obligations		
Obligations at beginning of the year	**1,043,243**	**591,198**
Interest cost	82,569	46,823
Current Service cost	148,045	72,130
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 demographic assumptions	(8,301)	NIL
Actuarial (gains) / losses on obligations due to change in financial assumptions	46,773	(6,930)
Actuarial (gains) / losses on obligations due to experience	(392,023)	16,692
Obligations at the end of the year	**920,306**	**717,913**

Particulars	As at March 31, 2017 (in Rs.)	As at March 31, 2016 (in Rs.)
Expenses recognized in the Statement of P&L A/c.		
Current Service cost	148,045	72,130
Net Interest cost	82,569	46,823
Actuarial (Gain) / Losses	(353,551)	7,762
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
Net gratuity cost	**(122,937)**	**126,715**
Amount recognized in the Balance Sheet		
Present Value Obligation at the end of the period	(920,306)	(717,913)
Fair Value of Plan Assets at the end of the period	NIL	NIL

Funded Status – (Surplus / (Deficit))	(920,306)	(717,913)
Unrecognized Past Service Cost at the end of the period	NIL	NIL
Net (Liability) / Asset recognized in the Balance Sheet	(920,306)	(717,913)
Assumptions		
Mortality Table	Indian Assured lives Mortality (2006 – 08)	
Discount rate	7.29%	8.08%
Rate of escalation in salary	5% - 7%	5%
Attrition rate	2% - 20%	2%

(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 2017.

Particulars	As at March 31, 2017 (in Rs.)
Change in Defined Benefit Obligation	
Obligations at beginning of the year	69,774
Current Service Cost	160,436
Interest Cost	NA
Actuarial Losses / (Gain)	NA
Past Service Cost	NA
Benefits Paid	-
Obligations at the end of the year	**230,210**
Expense recognized in the Statement of Profit and Loss	
Current Service Cost	160,436
Interest on Defined Benefit Obligation	NA
Net Actuarial Losses / (Gains) Recognized in Year	NA
Past Service Cost	NA
Employee Benefit Expenses	**160,436**

Particulars	As at March 31, 2017 (in Rs.)
Amount recognized in Balance Sheet	
PV of Unfunded Obligations	230,210
Unrecognized Past Service Cost	NA
Net Liability	**230,210**
Assumptions	
Mortality Table	Indian Assured Lives Mortality (2006-08)
Discount rate	7.29%
Rate of escalation in salary	7.00%
Attrition rate	2% to 20%

Leave encashment liability pertains to the Destimoney Commodities Private Limited, which has become the subsidiary during the year and the same is considered for consolidation for the first time for the FY 2016-17. Accordingly previous year figures are not applicable.

26 Disclosures pursuant to Accounting Standard 17 "Segment Reporting"

	Particulars	Advisory Services	Gas and Energy (Consulting)	Agriculture	Broking	Eliminations	Total
A	**SEGMENT REVENUE**						
	External Sales	288.94	2.75	-	371.26	-	662.95
		(-34.27)	*(-1.05)*	*(-)*	*(-)*	*(-)*	*(35.32)*
	Inter Segment Sales	-	-	-	-	-	-
		(-)	*(-)*	*(-)*	*(-)*	*(-)*	*(-)*
	Total Revenue	**288.94**	**2.75**	**-**	**371.26**	**-**	**662.95**
		(34.27)	***(1.05)***	***(-)***	***(-)***	***(-)***	***(35.32)***
B	**RESULTS**						
	Segment Results	-191.12	-2.20	-	5.03	-	-188.29
		(-89.14)	*(-3.45)*	*(-8.66)*	*(-)*	*(-)*	*(-101.26)*
	Unallocated corporate income						123.10
							(324.70)
	Unallocated corporate expenses						-313.31
							(-837.64)
	Operating Profit before interest and tax						**-378.50**
							(-614.20)
	Interest expense						-8.21
							(-14.24)
	Profit before tax (before exceptional and extraordinary items)						**-386.71**
							(-628.44)
	Exceptional items						-16.80
							(-)

	Particulars	Advisory Services	Gas and Energy (Consulting)	Agriculture	Broking	Eliminations	Total
	Profit before tax (after exceptional and extraordinary items)						**-403.51**
							(628.44)
	Current tax						-2.37
							(-2.74)
	Profit after Tax						**-405.88**
							(-631.18)
	Minority Interest in income in subsidiaries						-
							(6.49)
	Net Profit after Minority Interest						**-405.88**
							(-624.69)

C	**CAPITAL EMPLOYED**						
	Segment Assets						
	Segment Assets	461.59	-	-	1,484.33	-	1,945.92
		(704.68)	*(-)*	*(1,252.95)*	*(-)*	*(-)*	*(1,957.63)*
	Unallocated corporate assets						9,725.42
							(9,345.66)
	Total Assets						**11,671.34**
							(11,303.29)
	Segment Liabilities						
	Segment liabilities	60.27	-	-	1,256.17	-	1,316.44
		(105.68)	*(-)*	*(0.34)*	*(-)*	*(-)*	*(106.03)*
	Unallocated corporate liabilities						400.23
							(298.95)
	Total Liabilities						**1,716.67**
							(404.98)
	Depreciation and Amortization						
	Segment Depreciation and amortization	168.68	-	0.22	0.04	-	168.94
		(54.60)	*(-)*	*(8.66)*	*(-)*	*(-)*	*(63.26)*
	Unallocated corporate depreciation and amortization						2.07
							(4.56)

Figures in the bracket indicate previous year's figures.

27 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18 "Related Party Disclosures"

I Names of the related parties with whom transactions were carried out during the year and description of relationship:

Key Management Personnel	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
	Mr. Mulraj Shah – Chief Financial Officer
	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

Companies in which Key Management Personnel / relative exercise significant influence	Leadline Software and Trading Pvt. Ltd.
	Onelife Ecopower and Engineering Ltd.
	Sarsan Securities Private Limited
	Destimoney Securities Private Limited
Relatives of Key Management Personnel	Sowmya Deshpande (Sister of Mr. Pandoo Naig)

II Transactions and amount outstanding with related party

(Rs. in Lakhs)

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative Exercise Significant Influence
I	**Sale of Shares of Onelife Gas Energy & Infrastructure Limited by Eyelid Infrastructure Private Limited**		
	Pandoo Naig	NIL	NIL
		(570.00)	*(NIL)*
II	**Loans Given**		
	Leadline Software and Trading Private Limited	NIL	266.50
		(NIL)	*(761.00)*
	Onelife Ecopower and Engineering Limited	NIL	65.00
		(NIL)	*(25.00)*
	Destimoney Securities Private Limited	NIL	80.00
		(NIL)	*(90.00)*
III	**Loans Received Back**		
	Leadline Software and Trading Private Limited	NIL	159.50
		(NIL)	*(511.00)*
	Onelife Ecopower and Engineering Limited	NIL	315.50
		(NIL)	*(457.00)*
	Destimoney Securities Private Limited	NIL	47.90
		(NIL)	*(89.15)*
IV	**Loans Taken**		
	Leadline Software and Trading Private Limited	NIL	158.00
		(NIL)	*(NIL)*
V	**Loans Repaid**		
	Leadline Software and Trading Private Limited	NIL	103.50
		(NIL)	*(NIL)*
	Sarsan Securities Private Limited	NIL	*95.000*
		(NIL)	*(NIL)*
VI	**Remuneration to Key Management Personnel**		
	T. K. P. Naig	15.00	NIL
		(15.00)	*(NIL)*
	Pandoo Naig	15.00	NIL
		(15.00)	*(NIL)*
	Mulraj Shah	6.96	NIL
		(6.89)	*(NIL)*
	Vivek Maru	0.40	NIL
		(0.76)	*(NIL)*
	Priyanka Rawat	3.97	NIL
		(1.20)	*(NIL)*
VII	**Interest Expense**		
	Sarsan Securities Private Limited	NIL	2.95
		(NIL)	*(NIL)*
VIII	**Reimbursement of Expenses**		
	Destimoney Securities Private Limited	NIL	936.55
		(NIL)	*(15.91)*
IX	**Interest Income**		
	Destimoney Securities Private Limited	NIL	1.15
		(NIL)	*(4.14)*

	Outstanding as at 31st March, 2017		
Sr. No.	**Particulars**	**Key Management Personnel**	**Companies in which Key Management Personnel / Relative Exercise Significant Influence**
I	Loans Receivable	NIL	4,747.28
		(NIL)	*(4,890.78)*
	Payable	NIL	771.97
		(NIL)	*(NIL)*
	Loan and Advances	NIL	7.59
		(NIL)	*(NIL)*

Figures in the bracket indicate previous year's figures.

Related party transactions pertain to the Destimoney Commodities Private Limited, which has become the subsidiary during the year and the same is considered for consolidation for the first time for the FY 2016-17. Accordingly previous year figures are not applicable.

28 Disclosures pursuant to Accounting Standard (AS) 19 "Leases"

a Operating Lease (Expenditure)

As at the year end, the Company has following non-cancellable lease arrangement in respect of leased premises: -

Particulars	Current Year (Rs. in Lakhs)
Lease rentals debited to Statement of Profit and Loss	53.88

Lease rent paid pertains to the Destimoney Commodities Private Limited, which has become the subsidiary during the year and the same is considered for consolidation for the first time for the FY 2016-17. Accordingly previous year figures are not applicable.

29 Basic and diluted earnings per share [EPS] computed in accordance with Accounting Standard (AS) 20 "Earnings per Share"

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Net Profit after tax as per Statement of Profit and Loss	(405.88)	(624.69)
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 Rs.	10.00	10.00
Basic and Diluted Earnings per share Rs.	(3.04)	(4.68)

30 Deferred Tax Assets (Net) computed in accordance with Accounting Standard (AS) 22 "Accounting for Taxes on Income"

Deferred Tax Assets (net) pertains to the Destimoney Commodities Private Limited, which has become the subsidiary during the year and the same is considered for consolidation for the first time for the FY 2016-17. Accordingly previous the year figures are not applicable.

Particulars	Current Year (Rs. in Lakhs)
Deferred Tax Liabilities – (A)	**NIL**
Deferred Tax Assets	
Relating to Depreciation on Fixed Assets	0.02
Provision for Gratuity	1.41
Provision for Leave Encashment	0.71
Sub – Total – (B)	**2.14**
Deferred Tax Assets (Net) – (B) – (A)	**2.14**

In view of losses and unabsorbed depreciation, 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.

31 Value of Imports on C.I.F. Basis Rs. Nil (previous year Rs. Nil), Expenditure in Foreign Currency – Travelling Expenses - Rs. 3.59 lakhs (previous year Rs. Nil), Earning in Foreign Currency Rs. Nil (previous year Rs. Nil).

32 Remuneration to auditors:

Particulars	Current Year (Rs. in Lakhs)	Previous Year (Rs. in Lakhs)
Statutory Audit	5.67	4.22
Tax Audit	0.50	0.31
Income Tax Matters	4.00	13.00
Total	**10.17**	**17.53**

33 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 Rs.10 each for cash at a premium of Rs.100/- per share aggregating to Rs. 36,85,00,000 to the public. The Proposed utilization of funds raised from Initial Public Offer (IPO) including share premium as per the prospectus were as under:

Sr. No.	Particulars	Proposed Utilization (Rs. in Lakhs)
1	Purchase of Corporate office	700.00
2	Development of Portfolio Management Services	1,157.80
3	Brand Building	770.00
4	General Corporate Purpose	897.60
5	Issue Expenses	159.60
	Total	**3,685.00**

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 23rd January, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on 13th February, 2016 whereby the objects of the balance IPO proceeds of Rs. 2,625 lakhs has been substituted by the following objects:

(i) IPO proceeds of Rs. 2,430 lakhs to be used for Strategic Investments, either directly or indirectly or by / through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof; and

(ii) IPO proceeds of Rs. 195 lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds as under:

(Rs. in lakhs)

Sr. No.	Particulars	Proposed Utilization	Actual Utilization
1	Purchase of Corporate office*	900	900
2	Issue Expenses	160	160
3	Acquisition of Strategic Investment :		
(a)	Acquisition of 1,400,000 fully paid up Equity shares of Rs. 10 each (i.e. 100% Equity shares) of Purple India Holding Limited		140
(b)	Advance paid for acquisition of strategic investment / business	2,430	2,290
4	For Renovation of premises	195	195
	Total	**3,685**	**3,685**

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

34 On approval of the Board of Directors, following transactions / activities were carried out:

Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Distribution Advisory Services Pvt. Ltd. for a consideration of Rs. 400 lakhs, Purple India Holding Limited has acquired 100% of the shareholding in Destimoney Commodity Pvt. Ltd. for a consideration of Rs. 525 lakhs. Purple India Holding Limited has signed a Share Purchase Agreement to purchase majority equity shares of Destimoney Securities Private Limited, 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. The total investments for the said transactions are estimated at Rs. 2,600 lakhs. The Company has paid advance of Rs. 2,290 lakhs to Purple India Holding Limited for onward investments / acquisitions of the aforesaid Companies. As some approvals were taking time beyond the agreement timelines entered with Destimoney Enterprises Limited, Mauritius, the shares of Destimoney Securities Private Limited have been acquired by associated entities. In the meeting held on 11th August, 2017, the Board of Directors approved acquisition of Destimoney Securities Private Limited's shareholding / merger and seek appropriate regulatory approvals as may be required.

35 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.

36 (a) During the year the accounting policy for providing the depreciation has been changed from Written Down Value (WDV) method to Straight Line Method (SLM) as provided in the Companies Act, 2013. Due to this change in policy the depreciation is lower by Rs. 15.70 lakhs and the profit for the year is higher by Rs. 15.70 lakhs.

(b) The accounting policy in respect of leave encashment followed by one subsidiary Destimoney Commodities Private Limited is different from accounting policy followed by other entities of the Group. The said subsidiary has provided for the liability for leave encashment of Rs. 2.31 lacs as per the policy followed by it.

37 The Company had filed the Consent application on 27th October, 2016 in respect of enquiry proceedings initiated by Securities and Exchange Board of India (SEBI) vide Show Cause Notice (SCN) dated 7th July, 2014 and 27th June, 2016 and paid Rs. 16.80 lakhs on 25th November, 2016 as consent fees / settlement charges under Regulation 28(1) of SEBI (Intermediaries) Regulations, 2008. The said payment of settlement charges of Rs. 16.80 lakhs has been shown under "Exceptional Items". SEBI has passed the settlement order dated 9th February, 2017 and settled the alleged violations and disposed off the said enquiry proceedings initiated vide aforesaid SCNs.

38 a. The Group did not have any outstanding long term contracts including derivative contracts as at 31st March, 2017.

b. There is no amount required to be transferred to the Investor Education and Protection Fund by the Group.

39 Details of Specified Bank Notes (SBNs)

The details of holding and dealing in SBNs held by the Company during the period from November 08, 2016 to December 30, 2016 are as follows:

(Rs. in Lakhs)

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in Hand on November 8, 2016	0.45	73.65	74.10
Add: Permitted Receipts	-	3.44	3.44
Less : Permitted Payments	-	5.28	5.28
Less : Amount Deposited in Bank	0.45	-	0.45
Closing Cash in Hand as on December 30, 2016	-	71.81	71.81

40 Disclosures Mandated by Scheduled III by way of Additional Information

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 (Rs. In Lakhs)
Parent				
Onelife Capital Advisors Ltd	3.83	380.79	52.91	(214.77)
Subsidiaries				
Indian				
Onelife Gas Energy & Infrastructure Ltd.	36.64	3,647.07	47.19	(191.53)
Goodyield Farming Ltd.	9.03	898.80	0.13	(0.51)
Goodyield Fertilizers & Pestisides Pvt. Ltd.	33.02	3,287.31	(0.01)	0.06
Eyelid Infrastructure Pvt. Ltd.	(0.37)	(36.92)	1.02	(4.13)
Purpule India Holding Ltd.	15.64	1,556.82	1.13	(4.60)
Destimoney Distribution Services Pvt Ltd.	0.83	82.93	(1.91)	7.74
Destimoney Commodities Pvt. Ltd.	1.39	137.88	(0.46)	1.86
Total	**100.00**	**9,954.68**	**100.00**	**(405.88)**
Less: Minority Interest		**-**		**-**
Total		**9,954.68**		**(405.88)**

41 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 Holding Company and its subsidiaries 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 Holding Company and its subsidiaries. This has been relied upon by the Auditors.

42 Previous year's figures have also been reclassified, regrouped and recasted to conform to the current year's classification. Previous year figures are strictly not comparable with the current year figures due to addition of Step down Subsidiary M/s. Destimoney Commodities Private Limited.

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

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

Place: Mumbai
Date : 11th August, 2017

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

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

Pandoo Naig
Managing Director
DIN No. 00158221

Priyanka Rawat
Company Secretary

Place: Mumbai
Date : 11th August, 2017

AOC - 1

Financial Information on Subsidiary Companies for the year ended March 31, 2017

(₹ In lakhs)

Particulars	Onelife Gas Energy & Infrastructure Limited	Goodyield Farming Limited	Goodyield Fertilizers & Pesticides Private Limited	Eyelid Infrastructure Private Limited	Purple India Holdings Limited	Destimoney Distribution and Advisory Services Private Limited	Destimoney Commodities Private Limited
Capital	1,252.67	18.84	1.00	10.00	140.00	240.00	110.00
Reserves	4,517.35	1,524.33	518.97	(46.92)	(162.17)	(157.07)	27.89
Total Assets	5,836.23	2,797.69	3,287.48	240.29	2,483.99	866.66	617.68
Total Liabilities	66.22	2,123.12	2,767.50	277.21	2,506.16	783.73	479.79
Investments	-	-	1.43	210.31	925.01	632.00	-
Turnover/Total Income	118.43	-	0.35	1.14	13.28	252.23	371.26
Profit/(Loss) Before Taxation	(157.68)	(0.51)	0.06	(2.99)	2.40	1.07	3.44
Provision for Taxation	(0.46)	-	-	-	-	(0.33)	(1.58)
Profit/(Loss) After Taxation	(158.14)	(0.51)	0.06	(2.99)	2.40	0.74	1.86
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

Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

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 10th Annual General Meeting of the Company schedule to be held at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Wednesday, 27th September, 2017 at 10.00 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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NOTES

NOTES

ONELIFE CAPITAL ADVISORS LIMITED

Registered Office: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

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: L74140MH2007PLC173660
Name of the Company: ONELIFE CAPITAL ADVISORS LIMITED
Registered office: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai -400049

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature:.....or failing him

2. Name: .....

Address: .....

E-mail Id: .....

Signature:.....or failing him

3. Name: .....

Address: .....

E-mail Id: .....

Signature:.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Wednesday, 27th September, 2017 at 10.00 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements:
   a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon; and
   b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of the Auditors thereon.
2. Re-appointment of Mr. Pandoo Naig (DIN: 00158221) as a Director of the Company;
3. Re- appointment of M/s. Khandelwal Jain & Co, Statutory Auditors and to fix their remuneration;
4. Approval of Related Party Transaction;
5. Approval for Change in Registered Office of the Company:

Signed this..... day of..... 2017 _____

Affix Revenue Stamp

_____
Signature of shareholder

_____
Signature of Proxy holder(s)

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
307, Raut Lane, Opp. ISKCON,
Vile Parle (W), Mumbai- 400 049.
Tel: +91 22 26210036
Fax: +91 22 26210037
E-mail id: cs@onelifecapital.in
Website: www.onelifecapital.in

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