

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

NOTICE CONVENING MEETING OF THE SECURED AND UNSECURED CREDITORS

NOTICE IS HEREBY GIVEN PURSUANT TO SECTION 233(1)(d) OF COMPANIES ACT, 2013 THAT THE MEETING OF THE SECURED AND UNSECURED CREDITORS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON MONDAY, 3RD SEPTEMBER, 2018 AT 2.00 P.M. AT THE REGISTERED OFFICE SITUATED AT A356, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

1. APPROVAL OF SCHEME OF AMALGAMATION:

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

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

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

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

**T.K.P Naig
Whole Time Director and Chairman
DIN: 00716975**

Registered Office:

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Wagle Industrial Estate, MIDC,

Thane (West) - 400604, Maharashtra

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E-mail: cs@onelifecapital.in

Website: www.onelifecapital.in

Tel no.: 022-25833206

Fax: 022- 41842228

Place: Thane

Date: 17th April, 2018

ONELIFE CAPITAL ADVISORS LIMITED

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

The Scheme of the amalgamation of Wholly Owned Subsidiaries namely Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower and Engineering Limited, Goodyield Farming Limited, Purple India Holdings Limited. and Dealmoney Distribution and Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited) with the Onelife Capital Advisors Limited ("Transferee Company") was approved by the Board of Directors of the Transferor Companies and Transferee Company at its Meeting held on 14th February, 2018.

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

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

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

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

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

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

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

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

1. Scheme of Amalgamation as **Annexure I** as per Rule 25(3) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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

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

The above explanatory statement in respect of Item No. 1 sets out all facts to enable the Members to understand the meaning, scope and implications of these items of business and to take a decision thereon.

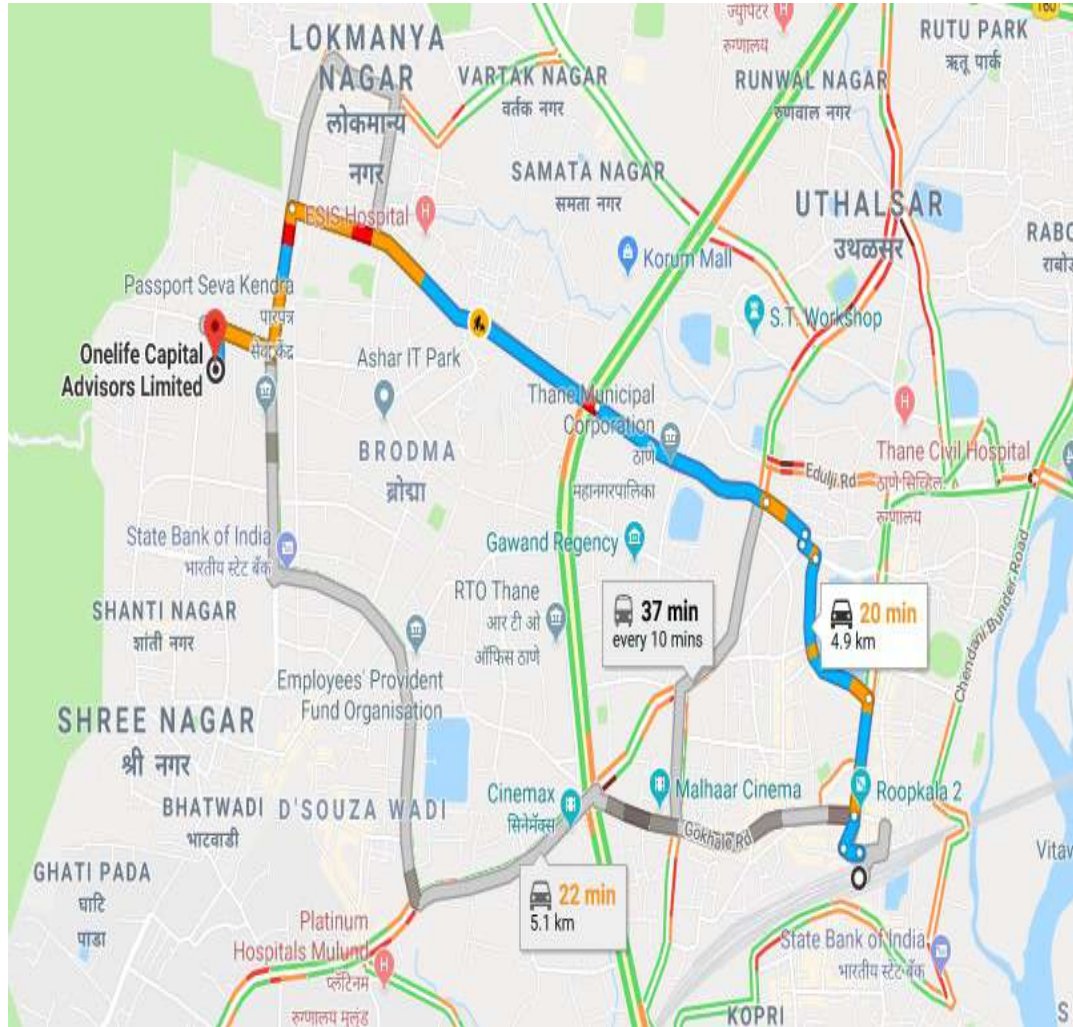
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ROUTE MAP FOR VENUE OF MEETING OF SECURED AND UNSECURED CREDITORS OF M/s. ONELIFE CAPITAL ADVISORS LIMITED



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ATTENDANCE SLIP

ONELIFE CAPITAL ADVISORS LIMITED

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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 Creditor:

Name(s) of Joint Creditor(s), if any:

(Please write your name in BLOCK Letters)

I/We hereby record my/our presence at the Secured and Unsecured Creditors Meeting of the Company schedule to be held at Registered Office of the Company on **Monday, 3rd September, 2018 at 2.00 p.m.**

Signature of Creditor(s)/ Authorised Representative of Creditors

(To be signed at the time of handing over this slip)

NOTES:

1. Creditors are requested to bring their copy of the Notice 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.

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SCHEME OF AMALGAMATION

(PURSUANT TO SECTIONS 233 OF THE COMPANIES ACT, 2013
AND RULES FRAMED THEREUNDER)

Of

ONELIFE GAS ENERGY & INFRASTRUCTURE LIMITED

GOOD YIELD FERTILISERS AND PESTICIDES PRIVATE LIMITED

LEADLINE SOFTWARE AND TRADING PRIVATE LIMITED

ONELIFE ECOPOWER & ENGINEERING LIMITED

GOODYIELD FARMING LIMITED

PURPLE INDIA HOLDINGS LIMITED

And

DESTIMONEY DISTRIBUTION AND ADVISORY SERVICES PRIVATE LIMITED

With

ONELIFE CAPITAL ADVISORS LIMITED



PREAMBLE

A. AN OVERVIEW OF SCHEME OF ARRANGEMENT

- This Scheme of Amalgamation is presented under the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 under fast track route for amalgamation of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited ('Transferor Company-1'), Good Yield Fertilisers and Pesticides Private Limited ('Transferor Company-2'), Leadline Software and Trading Private Limited ('Transferor Company-3'), Onelife Ecopower & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5') Purple India Holdings Limited ('Transferor Company-6') and Step Down wholly owned subsidiary namely Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies') with Onelife Capital Advisors Limited (Transferee Company').
- The Transferor Companies are wholly owned subsidiary of Transferee Company hence, in consideration Transferee Company will not issue any shares under the scheme of Arrangement. The existing holding of Transferee Company in Transferor Company gets cancel pursuant to the scheme of Amalgamation.
- In addition, this Scheme of Amalgamation also provides for various others matter consequential or otherwise integrally connected herewith.

B The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, under Sections 233 and other relevant provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

PART - I

(Preliminary)

1. DEFINITIONS:

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

- "Act" means the Companies Act, 2013.
- "Appointed Date" means the 1st day of April, 2017.
- "Central Government" means the government of India and vide Notification No. S.O. 4090(E) dated 19th December, 2016 Central Government has delegated powers vested in it under Section 233 of the Companies Act, 2013 to the Regional Director, Ministry of Corporate Affairs having jurisdiction.
- "Regional Director" means the Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, having jurisdiction over the Transferee Company.



- v. **"Registrar of Companies" or "ROC"** means the Registrar of Companies at Mumbai.
- vi. **"Listing Regulations"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any amendments, modification or any enactment thereof.
- vii. **"Transferor Company 1"** means Onelife Gas Energy & Infrastructure Limited (CIN: U40102MH2010PLC208489), a Company incorporated on 1st October, 2010 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

"Transferor Company 2" means Good Yield Fertilisers and Pesticides Private Limited (CIN: U15112MH2005PTC156357), a Company incorporated on 26th September, 2005 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

"Transferor Company 3" means Leadline Software And Trading Private Limited (CIN: U51909MH2004PTC145171), a Company incorporated on 18th March, 2004 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

"Transferor Company 4" means Onelife Ecopower & Engineering Limited (CIN: U40101MH2010PLC209142), a Company incorporated on 19th October, 2010 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

"Transferor Company 5" means Goodyield Farming Limited (CIN: U01100MH2005PLC156052), a Company incorporated on 14th September, 2005 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai - 400049.

"Transferor Company 6" means Purple India Holdings Limited (CIN: U65993MH2012PLC229356), a Company incorporated on 9th April, 2012 under the Companies Act, 1956 and having its registered office 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai-400049.

"Transferor Company 7" means Destimoney Distribution and Advisory Services Private Limited (CIN: U67110MH2011PTC216038), a Company incorporated on 11th April, 2011 under the Companies Act, 1956 and having its registered office at Plot No. A 356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane-400604.

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

- viii. **"Transferee Company"** means Onelife Capital Advisors Limited (CIN: L74140MH2007PLC173660), a Company incorporated on 31st August, 2007 under the Companies Act, 1956 and having its registered office at Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604.



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

Without prejudice to the generality of the foregoing clause the said Undertaking shall include all rights, powers, interests, authorities, privileges, liberties and all properties and assets, real or personal, corporeal or incorporeal, in possession or reversion, present or contingent of whatsoever nature and wherever situate including all lands, buildings, plant and machinery, office equipments, inventories, investments in shares, debentures, bonds and other securities, sundry debtors, cash and bank balances, loans and advances, leases and all other interests and rights in or arising out of such property together with all liberties, easements, advantages, exemptions, approvals, licenses, trade marks, patents, copyrights, import entitlements and other quotas, if any, held, applied for or as may be obtained hereafter by the Transferor Company or which the Transferor Company is entitled to together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records of the Transferor Companies.

- xii. **"Rules"** includes rules, circulars and notifications in force and issued from time to time under the provisions of the Companies Act, 2013, and any statutory modification or re-enactments thereof, unless stated otherwise.
- xiii. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. **SHARE CAPITAL:**

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



- i. **Transferor Company 1:**
Authorised Share Capital: (Rs.)
20,000,000 Equity Shares of Rs. 10/- each 200,000,000/-
Issued Subscribed and Paid up Share Capital:
12,526,700 Equity Shares of Rs. 10/- each fully paid up 125,267,000 /-
- ii. **Transferor Company 2:**
Authorised Share Capital: (Rs.)
10,000 Equity Shares of Rs. 10/- each 1,00,000/-
Issued Subscribed and Paid up Share Capital:
10,000 Equity Shares of Rs. 10/- each fully paid up 1,00,000/-
- iii. **Transferor Company 3:**
Authorised Share Capital: (Rs.)
2,00,000 Equity Shares of Rs. 10/- each 2,00,000/-
Issued, Subscribed and Paid up Share Capital:
1,94,300 Equity Shares of Rs. 10/- each fully paid up 1,943,000/-
- iv. **Transferor Company 4:**
Authorised Share Capital: (Rs.)
20,000,000 Equity Shares of Rs. 10/- each 200,000,000/-
Issued, Subscribed and Paid up Share Capital:
50,000 Equity Shares of Rs. 10/- each fully paid up 5,00,000/-
- v. **Transferor Company 5:**
Authorised Share Capital: (Rs.)
15,000,000 Equity Shares of
Rs. 10/- each 150,000,000/-
Issued, Subscribed and Paid up Share Capital:
1,88,400 Equity Shares of Rs. 10/-
each fully paid up 18,84,000/-
- vi. **Transferor Company 6:**
Authorised Share Capital: (Rs.)
2,000,000 Equity Shares of Rs. 10/- each 20,000,000/-
Issued, Subscribed and Paid up Share Capital:
14,00,000 Equity Shares of Rs. 10/- each fully paid up 14,000,000/-
- vii. **Transferor Company 7:**
Authorised Share Capital: (Rs.)
25,00,000 Equity Shares of Rs. 10/- each 25,000,000/-
Issued, Subscribed and Paid up Share Capital:
24,00,000 Equity Shares of Rs. 10/- each fully paid up 24,000,000/-



viii. **The Transferee Company:**

Authorised Share Capital: (Rs.)

15,010,000 Equity Shares of Rs. 10/- each 150,100,000/-

Issued, Subscribed and Paid up Share Capital:

13,360,000 Equity Shares of Rs. 10/- each fully paid-up 133,600,000/-

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

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

3. **OBJECTS AND REASONS:**

- The Transferor Companies are wholly owned subsidiaries and Step Down wholly owned subsidiary of Transferee Company. In order to consolidate the business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with Transferee Company.
- The independent operations of the Transferor Companies and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.
- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.



- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.
- The other benefits the proposed amalgamation include:
 - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
 - (b) Enhancement of competitive strengths including financial resources;
 - (c) Obtaining synergy benefits;
 - (d) Better management and focus on growing the businesses;
 - (e) Reduction of overheads, administrative, managerial and other expenditure.
 - (f) Simplify shareholding structure and reduce shareholding tiers

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

PART - II

(The Scheme)

4. TRANSFER OF UNDERTAKING:

- 4.1 With effect from the Appointed Date, the Transferor Companies shall stand amalgamated with the Transferee Company, as provided in the Scheme. Accordingly, the Undertaking of the Transferor Companies shall, pursuant to the provisions contained in Section 233 and other applicable provisions of the Act and subject to the provisions of the Scheme in relation to the mode and manner of vesting, stand transferred to and vest in or be deemed to be transferred to and vested in the Transferee Company, as a going concern without any further act, deed, matter or thing (save as provided in Clause 4.2 below) so as to become on and from the Appointed Date the Undertaking of the Transferee Company.
- 4.2 It is expressly provided that in respect of the assets of the Transferor Companies as are movable in nature or otherwise capable of being transferred by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies and shall become the property of the Transferee Company accordingly without requiring any deed or instrument of conveyance for the same.
- 4.3 In respect of the assets of the Transferor Companies other than those referred to in Clause 4.2 above, the same shall, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company pursuant to an order passed under the provisions of Section 233 of the Act.



- 4.3 All debts, liabilities, duties and obligations of the Transferor Companies shall be transferred to the Transferee Company, without any further act or deed, pursuant to the provisions of Section 233 of the Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company.
- 4.4 The transfer of the Undertaking of the Transferor Companies, as aforesaid, shall be subject to the existing charges, if any, over or in respect of any of the assets or any part thereof.
- 4.5 Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates obtained by the Transferor Companies for their operations and/or to which the Transferor Companies is entitled to in terms of the various Statutes and / or Schemes of Union and State Governments, shall be available to the Transferee Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. Since the Undertaking of the Transferor Companies will be transferred to the Transferee Company as a going concern without any break or interruption in the operations thereof, the Transferee Company shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations, eligibility certificates, fiscal incentives and no-objection certificates and to carry on and continue the operations of the Undertaking of the Transferor Companies on the basis of the same upon this Scheme becoming effective. Further, all benefits to which the Transferor Companies is entitled in terms of the various Statutes and / or Schemes of Union and State Governments, including credit for MAT, Advance tax and tax deducted at source and other benefits under Income Tax Act and tax credits and benefits relating to Excise (including Modvat/Cenvat), Sales Tax, Service Tax, GST, etc shall be available to the Transferee Company upon this Scheme becoming effective.
- 4.6 For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstandings as between the Transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of such assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.
5. **LEGAL PROCEEDINGS:**
- If any suits, actions and proceedings of whatsoever nature (hereinafter called "the Proceedings") by or against the Transferor Companies is pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as the same would or might have continued and enforced by or against the Transferor Companies, in the absence of the Scheme.



6. CONTRACTS AND DEEDS:

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

7. SAVING OF CONCLUDED TRANSACTIONS:

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

8. EMPLOYEES:

On and from the Effective Date:

8.1 All the employees of the Transferor Companies in service on the Effective Date shall become the employees of the Transferee Company on the same terms and conditions on which they are engaged by the Transferor Companies without treating it as a break, discontinuance or interruption in service on the said date.

8.2 Accordingly the services of such employees for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Companies.

8.3 It is expressly provided that the Provident Funds, Gratuity Funds, Superannuation Fund or any other Fund or Funds created or existing for the benefit of the employees, as applicable, of the Transferor Companies shall be continued by the Transferee Company and the Transferee Company shall stand substituted for the Transferor Companies for all purposes whatsoever, including in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such Fund or Funds shall become those of the Transferee Company.

9. DISSOLUTION OF THE TRANSFEROR COMPANIES:

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



10. CONDUCT OF BUSINESS TILL EFFECTIVE DATE:

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

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

11. CONSIDERATION

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

- The Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and Transferor Company 6 held by the Transferee Company (either directly or through nominees); and
 - The Transferor Company 7 held by Transferor Company 6
- shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Transferee Company in lieu of shares of the Transferor Companies.

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

11.3 Consequent to and as part of the amalgamation of the Transferor Companies with the Transferee Company herein, the Authorised Share Capital of the Transferor Companies shall stand merged into and combined with the Authorised Share Capital of the Transferee Company pursuant to the Scheme, without any further act of deed, and without payment of any registration or filing fee on such combined Authorised Share Capital, the Transferor Companies and the Transferee Company having already paid such fees. Accordingly, the Authorised Share Capital of the Transferee Company resulting from the amalgamation of the Transferor Companies with the Transferee



Company shall be a sum of Rs. 74,72,00,000/- divided into 7,47,20,000 Equity Shares of Rs.10/- each and Clause V of the Memorandum of Association of the Transferee Company and Article 3 of the Articles of Association of the Transferee Company shall stand altered accordingly.

12. ACCOUNTING:

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

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

13. APPLICATIONS:

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



14. LISTING REGULATIONS AND SEBI COMPLIANCES

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

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

15. APPROVALS AND MODIFICATIONS:

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

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

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

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

16. SCHEME CONDITIONAL UPON:

The Scheme is conditional upon and subject to:

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

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

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



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

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

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

17. COSTS, CHARGES AND EXPENSES:

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

18. RESIDUAL PROVISIONS:

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

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

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

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

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

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



ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

Annexure II

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

Statement as required under Section 230(3) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016		
Sl. No.	Particulars	Details
1.	Details of the Compromise or arrangement	It is proposed to merge Onelife Gas Energy & Infrastructure Limited ('Transferor Company-1'), Good Yield Fertilisers and Pesticides Private Limited ('Transferor Company-2'), Leadline Software and Trading Private Limited ('Transferor Company-3'), Onelife Ecopower & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5'), Purple India Holdings Limited ('Transferor Company-6') and Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies' or 'Wholly Owned Subsidiaries') with Onelife Capital Advisors Limited (Transferee Company/ the Company'). The details and rationale for the merger is stated in the Explanatory Statement and elsewhere in this section, both forming part of the Notice.
2.	Copy of Valuation Report	Considering that the Transferor Companies are the Wholly Owned Subsidiary of the Company, no requirement for allotment of shares upon amalgamation arises. Hence, there is no need for valuation of the Transferor Companies.
3.	Effect of the Amalgamation on :	The proposed amalgamation does not have any effect on Creditors, Key Managerial Personnel, Promoters and Non-promoters, debenture-holders. There is no debenture-holder in the company so the proposed amalgamation will not have any effect.
	Key Managerial Personnel	
	Promoter Members	
	Non-promoter Members	
	Creditors	
	Debenture-holders	
4	The effect of the compromise or arrangement on any material interests of the Directors.	The proposed amalgamation does not have any effect on any material interests of the Directors.
5.	Details of the order of the Tribunal directing the calling, convening and conducting of the meeting	Not Applicable, since this the Amalgamation is proposed under Section 233 of the Companies Act, 2013
a.	Date of the Order	Not Applicable
b.	Date, time and venue of the Members' meeting	Meeting will be held on Wednesday, 29 th August, 2018 at 11.00 a.m. at the Registered Office of the Company at Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604.
6.	Details of the Company	
	1. Onelife Gas Energy & Infrastructure Limited ('Transferor Company-1')	
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U40102MH2010PLC208489
b.	Permanent Account Number (PAN)	AABCO3680L

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c.	Name of the company	Onelife Gas Energy & Infrastructure Limited		
d.	Date of incorporation	01/10/2010		
e.	Type of the company (whether public or private or one-person company)	Unlisted Public Limited Company		
f.	Registered office address and e-mail address	Registered Office Address: 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 Email id: cos.filings@gmail.com		
g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: 1. The First transferor Company is engaged in the business of procurement, purchase, exploration, storage, suppliers, distributors, sellers and dealers in natural gas and its derivatives including LPG, CNG, PROPANE and any conventional and non-conventional type of energy, to design, fabricate, construct, lay, install, operate, use, lease, hire, inspect, maintain, improve, enlarge, alter, protect, repair, replace, remove, and carry out works in respect of pipelines and equipment and facilities related to the operation or use of pipelines and to install in any premises or place and to operate, use, inspect, maintain, repair, replace and remove meters or other devices for assessing the quantity or quality of supplies of gas, in detail mentioned in main object clause of Memorandum of Association of the said transferor Company.		
h.	Details of change of name, registered office and objects of the company during the last five years	Details of change in the name of the Company: Not applicable 1. Details of change in the Registered Office of the Company: There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15 th January, 2015. 2. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.		
i.	Name of the stock exchange where securities of the company are listed	Not Applicable		
j.	Details of the capital structure of the company including 2authorized, issued, subscribed and paid up share capital	Particulars	Amount in Rs.	
		Authorised Share Capital 20,000,000 Equity shares of Rs. 10/- each	200,000,000/-	
		Issued, subscribed and paid-up share capital: 12,526,700 Equity Shares of Rs. 10/- each fully paid up.	125,267,000/-	

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k.	Name of the promoters and directors along with their addresses.	A. Promoters:		
		Name	Address	No. of shares Held
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604	12526694
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. ISKCON Vile Parle (W), Juhu Mumbai- 400049	1
		B. Directors		
		Name	Address	No. of shares Held
		Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile	1

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			Parle (W) Mumbai 400049	
		Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala D (West) Mumbai 400064	Nil
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
		Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil
1.	Date of Board meeting at which the scheme was approved.	Date of Board meeting: 14/02/2018 Voting pattern: (a) No. of directors attended the Board meeting: 5 (b) Name of directors voted in favour of the resolution:5 (c) Name of directors voted against the resolution: NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-			
(a)	Parties involved in such compromise or arrangement;	Onelife Capital Advisors Limited – Holding Company ; (Transferee Company) and Wholly owned subsidiaries Transferor Companies		
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.		

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

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(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company and on the website of the company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.

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(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1. Good Yield Fertilisers and Pesticides Private Limited ("Transferor Company-2")		
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U15112MH2005PTC156357
b.	Permanent Account Number (PAN)	AACCG4416F
c.	Name of the company	Good Yield Fertilisers And Pesticides Private Limited
d.	Date of Incorporation	26/09/2005
e.	Type of the company (whether public or private or one-person company)	Private Limited Company
f.	Registered office address and e-mail address	Registered Office Address: 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 Email id: cos.filings@gmail.com
g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: The Second transferor Company is engaged in the business: a) to manufacture, process, produce, formulate, mix, disinfect, clean, wash dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentation, reduce, improve, buy, sell, re-sell, import, export, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, liaisoner, job worker or otherwise deal in all types of gas based, natural or manmade fertilizers, pesticides, pesticide intermediaries and chemicals b) To cultivate, grow, produce, purchase, import, export, manufacture, process, market, buy, sell, , process and deal by using scientific techniques and technologies, both organic and inorganic, in agricultural and vegetable products,

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		cereals, pulses and grains of all kinds and types including cereals, pulses, fruits, flowers, cloves, cardamom, cassila, saffron, Cummins seeds, pepper, ginger and other spices, cotton, coffee coco, tobacco, bidi leaves, rubber, indigo lakh, sugar cane, oil seeds and essential oil producing seeds, plants, herbs, tubers, drugs, medical plants and tanning materials of all kinds, sandal wood, chandan, rose wood, grass wood, timber and other raw materials that are the produce of the land, all kind of food and food Products, Frozen Food Products, Bread, Bun, Pizza, Cake, Biscuits and other related baked products, sweets, chocolates, breakfast foods, fast foods, cereal products, wheat flakes, maize lakes, corn flakes, table delicacies, oil free foods, sugar free foods, diet food, health conscious product(s), to carry on business of running premium restaurants, eat-outs, refreshment rooms, canteens, caterers, cafes, ice cream parlours, to deal in, fruit juices, fruit extracts, squashes, fast foods, corn puffs, savouries and paste products, to deal in milk, condensed milk, various flavoured milk, dairy products, milk shakes, lassis, ice creams, icecakes and all other milk products and to carry on all or any of the businesses of farmers, contract farming, poultry farming, fisherman, dairying, dairy farming, livestock, breeding, dead stock, meat, cattle kind, makers and manufacturers of organic and inorganic manures and fertilizers, pesticides, fungicides and agrochemicals of all kinds and their formulations and mixtures, paper pulp and papers, to own, operate cold storage, chilling pasteurized plants and such allied plants and to own transport vehicles and other accessories required for manufacturing or processing milk products and food products and to carry on business of preservation, dehydration, freezing, drying, bottling and packing of food stuffs, provisions, consumable materials of all kinds and to establish warehouse and storage houses, to establish Agriculture Produce Market Committee markets and other markets.	
h.	Details of change of name, registered office and objects of the company during the last five years	1. Details of change in the name of the Company: Not applicable 2. Details of change in the Registered Office of the Company: There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15 th January, 2015. 3. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.	
i.	Name of the stock exchange where securities of the company are listed	Not Applicable	
j	Details of the capital structure of the company including	Particulars	Amount in Rs.

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	9uthorized, issued, subscribed and paid up share capital	Authorised Share Capital 10,000 Equity Shares of Rs. 10/- each	1,00,000/-																												
		Issued, Subscribed and Paid up share Capital 10,000 Equity Shares of Rs. 10/- each fully paid up	1,00,000/-																												
k.	Name of the promoters and directors along with their addresses.	<table><tr><td colspan="3">A. Promoters</td></tr><tr><td>Name</td><td>Address</td><td>No. of shares Held</td></tr><tr><td>Onelife Capital Advisors Limited</td><td>Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604</td><td>9999</td></tr><tr><td>Pandoo Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Naig House, 2nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td><td>1</td></tr></table> <table><tr><td colspan="3">B. Directors</td></tr><tr><td>Name</td><td>Address</td><td>No. of shares Held</td></tr><tr><td>Pandoo Prabhakar Naig</td><td>307, Naig House, 2nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Rajnish Kumar Pandey</td><td>D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064</td><td>Nil</td></tr><tr><td>Amol Shivaji Autade</td><td>651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605</td><td>Nil</td></tr></table>			A. Promoters			Name	Address	No. of shares Held	Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	9999	Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	B. Directors			Name	Address	No. of shares Held	Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064	Nil	Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil
A. Promoters																															
Name	Address	No. of shares Held																													
Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	9999																													
Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1																													
B. Directors																															
Name	Address	No. of shares Held																													
Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1																													
Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala d (West) Mumbai 400064	Nil																													
Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil																													
1.	Date of Board meeting at which the scheme was approved.	Date of Board meeting: 14/02/2018 Voting pattern: (e) No. of directors attended the Board meeting: 3 (f) Name of directors voted in favour of the resolution:3 (g) Name of directors voted against the resolution: NIL (h) Name of directors who did not vote or participate on such resolution: NIL																													
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.																													
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-																														

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

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

ONELIFE CAPITAL ADVISORS LIMITED

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(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure I
(d)	Contracts or agreements material to the compromise or arrangement;	None

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1 .Leadline Software and Trading Private Limited ("Transferor Company-3')		
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U51909MH2004PTC145171
b.	Permanent Account Number (PAN)	AAACL9758K
c.	Name of the company	Leadline Software and Trading Private Limited
d.	Date of incorporation	18/03/2004
e.	Type of the company (whether public or private or one-person company)	Private Limited Company
f.	Registered office address and e-mail address	Registered Office Address: 307, Raut Lane, Opp. ISKCON Vile Parle (W), Mumbai -400049 Email id: cos.filings@gmail.com
g.	Summary of main object as per the memorandum of association	Main Objects: The Third transferor Company is engaged in the business as

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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	and main business carried on by the company.	developers, traders, dealers, importers, exporters and intermediaries in all types of computer systems, software and hardware and as traders, merchants, wholesalers, retailers, liaisoners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentures, clearing & forwarding agents, commission agents etc. in all types of machinery, equipments, components, goods, articles, things products, commodities, consumables and to carry on business as traders, merchants, wholesalers, retailers, liaisoners, stockiest in all types machinery, equipments, commodities etc., in detail mentioned in the main object clause of Memorandum of Association of the said transferor Company.									
h.	Details of change of name, registered office and objects of the company during the last five years	<p>1. Details of change in the name of the Company: Not Applicable</p> <p>2. Details of change in the Registered Office of the Company: There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai MH 400049 w.e.f. 15th January, 2015.</p> <p>3. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.</p>									
i.	Name of the stock exchanges where securities of the company are listed	Not Applicable									
j.	Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	<table> <tr> <th>Particulars</th><th>Amount in Rs.</th><th></th></tr> <tr> <td>Authorised Share Capital 2,00,000 Equity shares of Rs. 10/- each</td><td>2,000,000/-</td><td></td></tr> <tr> <td>Issued, subscribed and paid-up share capital: 1,94,300 Equity shares of Rs. 10/- each fully paid up</td><td>1,943,000/-</td><td></td></tr> </table>	Particulars	Amount in Rs.		Authorised Share Capital 2,00,000 Equity shares of Rs. 10/- each	2,000,000/-		Issued, subscribed and paid-up share capital: 1,94,300 Equity shares of Rs. 10/- each fully paid up	1,943,000/-	
Particulars	Amount in Rs.										
Authorised Share Capital 2,00,000 Equity shares of Rs. 10/- each	2,000,000/-										
Issued, subscribed and paid-up share capital: 1,94,300 Equity shares of Rs. 10/- each fully paid up	1,943,000/-										

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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k.	Name of the promoters and directors along with their addresses.	A. Promoters		
		Name	Address	No. of shares Held
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604	194299
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		B. Directors		
		Name	Address	No. of shares Held
		Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	Nil
1	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:2 (b) Name of directors voted in favour of the resolution:2 (c) Name of directors who voted against the resolution: NIL (d) Name of directors who did not vote or participate on such resolution: NIL		
m	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-			
(a)	Parties involved in such compromise or arrangement;	Onelife Capital Advisors Limited - Holding Company ; Transferee Company and Wholly owned subsidiaries Transferor Companies		
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure-1
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

		There has been no change in object of the Company during last five years.																										
i.	Name of the stock exchange where securities of the company are listed	Not Applicable																										
j.	Details of the capital structure of the company including 18 Authorized, issued, subscribed and paid up share capital	Particulars		Amount in Rs.																								
		Authorised Share capital: 20,000,000 Equity shares of Rs. 10/- each		200,000,000/-																								
		Issued, subscribed and Paid-up share capital: 50,000 Equity shares of Rs. 10/- each fully paid up		5,00,000/-																								
k.	Name of the promoters and directors along with their addresses.	A. Promoters																										
		<table><tr><td>Name</td><td>Address</td><td>No. of shares Held</td></tr><tr><td>Onelife Capital Advisors Limited</td><td>Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604</td><td>49994</td></tr><tr><td>Pandoo Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Naig House, 2nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Eyelid House, 1st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049</td><td>1</td></tr><tr><td>Anandhi Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Eyelid House, 1st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049</td><td>1</td></tr><tr><td>Good Yield Fertilisers And Pesticides Private Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Goodyield Farming Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Onelife Gas Energy & Infrastructure Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr></table>			Name	Address	No. of shares Held	Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	49994	Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1	Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1	Good Yield Fertilisers And Pesticides Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1	Goodyield Farming Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1	Onelife Gas Energy & Infrastructure Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1
		Name	Address	No. of shares Held																								
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	49994																								
		Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1																								
		Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1																								
		Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1																								
		Good Yield Fertilisers And Pesticides Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																								
		Goodyield Farming Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																								
		Onelife Gas Energy & Infrastructure Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																								
		B. Directors																										
<table><tr><td>Name</td><td>Address</td><td>No. of</td></tr></table>			Name	Address	No. of																							
Name	Address	No. of																										

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

				shares Held
		Rajnish Kumar Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Mala D (West) Mumbai 400064	Nil
		Shalini Patidar	Flat No- 1601, 16 th Flr Mermit Tower, N M Joshi Marg, Lower Pare L East Mumbai 400013	Nil
		Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil
1.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (e) No. of directors attended the board meeting:3 (f) Name of directors voted in favour of the resolution:3 (g) Name of directors who voted against the resolution:NIL (h) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – Holding Company ; Transferee Company and Wholly owned subsidiaries Transferor Companies		
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.		
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.		

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

	inspection at the registered office of the company;	
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company;	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.

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(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure-1.
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None

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7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1. Goodyield Farming Limited ('Transferor Company-5')		
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U01100MH2005PLC156052
b.	Permanent Account Number (PAN)	AAACO7761M
c.	Name of the company	Goodyield Farming Limited
d.	Date of incorporation	14/09/2005
e.	Type of the company (whether public or private or one-person company)	Unlisted Public Limited Company
f.	Registered office address and e-mail address	Registered Office Address: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai 400049 E-mail Address: cos.filings@gmail.com
g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: The Fifth transferor Company is engaged in the business to cultivate, grow, produce, process and deal by using scientific techniques and technologies in agricultural and vegetable products, cereals, pulses, and grains of all kinds and types including cereals pulses, fruits, flowers, cloves, cardamom, cassila saffron etc., in detail mentioned in the Main Object clause of the Memorandum of Association of the said Transferor Company.
h.	Details of change of name, registered office and objects of the company during the last five years	A. Details of change in the Registered Office of the Company: There has been change in the Registered Office of the Company from 96/98, Mint Road, Fort, Mumbai -400049 to 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai 400049 w.e.f. 15 th January, 2015. B. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.
i.	Name of the stock exchange where the securities of the company are listed	Not Applicable

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j.	Details of the capital structure of the company including 23 uthorized, issued, subscribed and paid up share capital	<table><tr><th>Particulars</th><th>Amount in Rs.</th><th></th></tr><tr><td>Authorised Share capital 15,000,000 Equity shares of Rs. 10/- each</td><td>150,000,000/-</td><td></td></tr><tr><td>Issued, Subscribed and Paid up share capital 1,88,400 Equity shares of Rs. 10/- each fully paid up</td><td>18,84,000/-</td><td></td></tr></table>	Particulars	Amount in Rs.		Authorised Share capital 15,000,000 Equity shares of Rs. 10/- each	150,000,000/-		Issued, Subscribed and Paid up share capital 1,88,400 Equity shares of Rs. 10/- each fully paid up	18,84,000/-																										
Particulars	Amount in Rs.																																			
Authorised Share capital 15,000,000 Equity shares of Rs. 10/- each	150,000,000/-																																			
Issued, Subscribed and Paid up share capital 1,88,400 Equity shares of Rs. 10/- each fully paid up	18,84,000/-																																			
k.	Name of the promoters and directors along with their addresses.	<table><tr><th colspan="3">A. Promoters</th></tr><tr><th>Name</th><th>Address</th><th>No. of shares Held</th></tr><tr><td>Onelife Capital Advisors Limited</td><td>Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604</td><td>188394</td></tr><tr><td>Pandoo Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Naig House, 2nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Eyelid House, 1st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049</td><td>1</td></tr><tr><td>Anandhi Naig (On behalf of Onelife Capital Advisors Limited)</td><td>307, Eyelid House, 1st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049</td><td>1</td></tr><tr><td>Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><td>Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)</td><td>307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049</td><td>1</td></tr><tr><th colspan="3">B. Directors</th></tr><tr><th>Name</th><th>Address</th><th>No. of shares Held</th></tr></table>	A. Promoters			Name	Address	No. of shares Held	Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604	188394	Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1	Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1	Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1	Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1	Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1	Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1	B. Directors			Name	Address	No. of shares Held	
A. Promoters																																				
Name	Address	No. of shares Held																																		
Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604	188394																																		
Pandoo Naig (On behalf of Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1																																		
Prabhakar Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1																																		
Anandhi Naig (On behalf of Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1																																		
Eyelid Infrastructure Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																																		
Purple India Holdings Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																																		
Pearl Financial Advisors Private Limited (On behalf of Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (West), Mumbai 400049	1																																		
B. Directors																																				
Name	Address	No. of shares Held																																		

ONELIFE CAPITAL ADVISORS LIMITED

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		Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1

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1.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:3 (b) Name of directors voted in favour of the resolution:3 (c) Name of directors who voted against the resolution:Nil (d) Name of directors who did not vote or participate on such resolution: Nil
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-	
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited - Holding Company ; Transferee Company and Wholly owned subsidiaries Transferor Companies
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company is Wholly Owned Subsidiary of the Transferee Company, the question of Share Exchange ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a

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

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	material to the compromise or arrangement;	
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1. Purple India Holdings Limited ('Transferor Company-6')		
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U65993MH2012PLC229356
b.	Permanent Account Number (PAN)	AAGCP5687B
c.	Name of the company	Purple India Holdings Limited
d.	Date of incorporation	09/04/2012
e.	Type of the company (whether public or private or one-person company)	Unlisted Public Limited Company
f.	Registered office address and e-mail address	Registered Office Address: 307, Raut Lane, Opp. ISKCON Vile Parle (w) Mumbai 400049 E-mail Address: pihlcompany@gmail.com
g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: The Sixth Transferor Company is engaged in the business to carry on and undertake the business or businesses of a holding and Investment Company, and to buy, underwrite and to invest the Capital

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		and other money of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes treasury bills obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives mortgages etc., in detail explained in Main object clause of Memorandum of Association of the said Transferor Company		
h.	Details of change of name, registered office and objects of the company during the last five years	<div>1. Details of change in the name of the Company: Not Applicable</div> <div>2. Details of change in the Registered Office of the Company: The Company has changed the registered office of the Company from Room No. 11, 1st Floor, Indu Chambers 349/353, Samuel Street, Vadgadi, Masjid Bunder (W), Mumbai-400003" to "307, Raut Lane, Opp. Iskcon, Vile Parle(W), Juhu, Mumbai-400049" with effect from 1st January, 2016.</div> <div>3. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.</div>		
i.	Name of the stock exchange where the securities of the company are listed	Not Applicable		
j.	Details of the capital structure of the company including 28 uthorized, issued, subscribed and paid up share capital	Particulars		Amount in Rs.
		Authorised share capital 2,000,000 Equity shares of Rs. 10/- each		20,000,000/-
		Issued, Subscribed and Paid up share capital 14,00,000 Equity shares of Rs. 10/- each fully paid up		14,000,000/-
k.	Name of the promoters and directors along with their addresses.	A. Promoters		
		Name	Address	No. of shares Held
		Onelife Capital Advisors Limited	Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) – 400604	13,99,994
		Pandoo Naig (On behalf of M/s. Onelife Capital Advisors Limited)	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakar Naig (On behalf of M/s. Onelife Capital Advisors Limited)	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Onelife Gas Energy & Infrastructure Limited (On behalf	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1

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		of M/s. Onelife Capital Advisors Limited)		
		Goodyield Farming Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Good Yield Fertilisers And Pesticides Private Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Eyelid Infrastructure Private Limited(On behalf of M/s. Onelife Capital Advisors Limited)	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		B. Directors		
		Name	Address	No. of shares Held
		Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	1
		Prabhakara Naig	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	1
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
I.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (a) No. of directors attended the board meeting:3 (b) Name of directors voted in favour of the resolution:3 (c) Name of directors who voted against the resolution:NIL (d) Name of directors who did not vote or participate on such resolution: NIL		

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

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(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor company shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

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

(c)	Copy of scheme of compromise or arrangement;	As Annexure -1
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
	1. Dealmoney Distribution And Advisory Services Private Limited (Formerly known as Destimoney Distribution and Advisory Services Private Limited 'Transferor Company-7')	
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U67110MH2011PTC216038
b.	Permanent Account Number (PAN)	AADCD8403G
c.	Name of the company	Dealmoney Distribution And Advisory Services Private Limited
d.	Date of incorporation	11/04/2011
e.	Type of the company (whether public or private or one-person company)	Private Limited Company
f.	Registered office address and e-mail address	Registered Office Address: Plot No. A356/357, Road No. 26 Wagle Industrial Estate, MIDC, Thane (West), Thane - 400604 E-mail Address: compliance@dealmoney.in

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g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: The Seventh transferor Company is engaged in the business of brokers, general traders, distributors, dealers, agents, representatives, consultants, service providers and advisors, to buy, sell, hold, import, export or otherwise deal in all kinds of goods and merchandise, commodities, real estate, service products, investment products, pension products, bullion and bullion derivatives, precious metals, semi-precious metals, all or any such products or articles having any commercial value, insurance products including life insurance and general insurance, other asset classes, money changers, money transfers, currency exchange, loan syndication, feasibility studies, project reports, art and art funds and to carry on business of providing portfolio management services and financial advisory services including but not limited to raising and placement of funds, placement of securities, project counseling and advisory services, consultancy and advisory services in investment management etc., in detail mentioned in the main object clause of the memorandum of association of the said transferor company.												
h.	Details of change of name, registered office and objects of the company during the last five years	1. Details of change in the name of the Company: The Company has changed the name of Company from Destimoney Distribution And Advisory Services Private Limited to Dealmoney Distribution And Advisory Services Private Limited (Formerly Destimoney Distribution And Advisory Services Private Limited) w.e.f. 16 th March, 2018. 2. Details of change in the Registered Office of the Company: The Company has changed the registered office from “6 th Floor, A-Wing, Tech Web Centre, Oshiwara, New Link Road, Jogeshwari-West, Mumbai – 400102” To “Plot No. A356/357, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra 400604” with effect from 1 st August, 2017. 3. Details of change in the objects of the Company: There has been no change in object of the Company during last five years.												
i.	Name of the stock exchanges where the securities of the company are listed	Not Applicable												
j.	Details of the capital structure of the company including 33 uthorized, issued, subscribed and paid up share capital	<table><tr><th>Particulars</th><th>Amount in Rs.</th></tr><tr><td>Authorised share capital</td><td>25,000,000/-</td></tr><tr><td>25,00,000 Equity shares of Rs. 10/- each</td><td></td></tr><tr><td>Issued, Subscribed and Paid up share capital</td><td>24,000,000/-</td></tr><tr><td>24,00,000 Equity shares of Rs. 10/- each fully paid up</td><td></td></tr></table>	Particulars	Amount in Rs.	Authorised share capital	25,000,000/-	25,00,000 Equity shares of Rs. 10/- each		Issued, Subscribed and Paid up share capital	24,000,000/-	24,00,000 Equity shares of Rs. 10/- each fully paid up			
Particulars	Amount in Rs.													
Authorised share capital	25,000,000/-													
25,00,000 Equity shares of Rs. 10/- each														
Issued, Subscribed and Paid up share capital	24,000,000/-													
24,00,000 Equity shares of Rs. 10/- each fully paid up														

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k.	Name of the promoters and directors along with their addresses.	A. Promoters		
		Name	Address	No. of shares Held
		Purple India Holdings Limited	307, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	2399980
		Rajnish Pandey	D-101 Ahimsa Terrace Ahimsa Marg Chincholi Off Link Road Malad (West) Mumbai 400064	20
		B. Directors		
		Name	Address	No. of shares Held
		Michael Nanson D'souza	Iris/902, Sudarshan Sky Gardens, Anand Nagar, Near Hypercity, Ghodbunder Rd, Thane West Thane 400615	Nil
		Vikram Bharatsingh Rathod	A-103, Narmada CHS Ltd, Riverpark, Shyam Narayan Dube Rd, Dahisar E, Off W E Highway, Mumbai 400068	Nil
1.	Date of Board meeting at which the scheme was approved	Date of Board meeting:14/02/2018 Voting pattern: (e) No. of directors attended the board meeting:2 (f) Name of directors voted in favour of the resolution: 2 (g) Name of directors who voted against the resolution: NIL (h) Name of directors who did not vote or participate on such resolution: NIL		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
2.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited – Holding Company ; Transferee Company and Transferor Companies Wholly owned subsidiaries		
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		

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(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferor Company No. 6 is Wholly Owned Subsidiary of the Transferee Company, consequently the transferor Company No. 7 is the step down subsidiary of transferee Company. So no question of Share Exchange ratio arises.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Step-down Subsidiary of the Transferee Company, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The creditors of Transferor companies shall become the creditors of the Transferee Company on the effective date and the liabilities towards such creditors shall stand transferred to the Transferee

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		Company.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The employees on the Rolls of transferor company as on the effective date shall become the employees of the transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	<p>The Latest audited Financial Statements of the Company including consolidated financial statements are available at the Registered Office of the Company.</p> <p>The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.</p>
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure-1
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.

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(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None
7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of Compromise or arrangement.	Yes, approval required and the same is pending.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).
1. Onelife Capital Advisors Limited (Transferee Company/ the Company')		
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	L74140MH2007PLC173660
b.	Permanent Account Number (PAN)	AAACO9540L
c.	Name of the company	Onelife Capital Advisors Limited
d.	Date of incorporation	31/08/2007
e.	Type of the company (whether public or private or one-person company)	Listed Public Limited Company (Listed on BSE Ltd and National Stock Exchange of India Ltd)
f.	Registered office address and e-mail address	Registered Office Address: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604, Maharashtra, India E-mail Address: cs@onelifecapital.in
g.	Summary of main object as per the memorandum of association and main business carried on by the company.	Main Objects: 1. To obtain membership, licenses and permissions and render all types of corporate and other advisory services in India and Overseas such as capital structuring, funds structuring, syndication of capital and Funding requirements, investments and portfolio advisory and management services in accordance with SEBI (Portfolio Managers) Regulations, 1993, merchant banking services in accordance with the SEBI (Merchant Bankers) Regulations, 1992, Share Broking services with any recognized Stock Exchange(s), Clearing Member(s), Depository services, currency and forex activities, commodity activities, wealth advisory services and to carry on in India or elsewhere the business of technical, legal, financial and management consultants, advisers, innovators, software designer, marketers, fund managers,

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		administrators, agents and to enter into collaborations, joint venture agreements in India and with companies abroad.													
		2. To undertake the activities as a Depository Participant and for that purpose to obtain the membership of the Depositories in India and Overseas, and to do all such things as may be advised, permitted or required for this purpose in accordance with prevailing Act/ Regulations/ Laws and to act as consultants, advisors, innovators, system designers, designers developers and implementers of new products, calculation and fixation of premium rates, surrender values, profit testing, valuation of portfolio, recommendations for re-structuring of portfolios, arrange and advice on re-insurance, valuation of liabilities.													
h.	Details of change of name, registered office and objects of the company during the last five years	A.Details of change in the Registered Office of the Company: The Company has changed the registered office of the Company from 96/98 Mint Road, Fort, Mumbai – 400001 to 307, Raut Lane, Opp. ISKCON, Vile Parle (W) Mumbai-400049 w.e.f. 15 th January, 2015. Further the Company has changed its Registered Office from 307, Raut Lane, Opp. ISKCON, Vile Parle (W) Mumbai-400049 to Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) Thane 400604 w.e.f. 1 st January, 2018 .													
i.	Name of the stock exchanges where the securities of the company are listed	Listed At BSE Limited And NSE Limited													
j.	Details of the capital structure of the company including 38 uthorized, issued, subscribed and paid up share capital	<table><tr><th>Particulars</th><th>Amount in Rs.</th></tr><tr><td>Authorised share capital</td><td></td></tr><tr><td>15010000 Equity shares of Rs. 10/- each</td><td>150100000/-</td></tr><tr><td>Issued, Subscribed and Paid up share capital</td><td></td></tr><tr><td>13360000 Equity shares of Rs. 10/- each fully paid up</td><td>133600000/-</td></tr></table>	Particulars	Amount in Rs.	Authorised share capital		15010000 Equity shares of Rs. 10/- each	150100000/-	Issued, Subscribed and Paid up share capital		13360000 Equity shares of Rs. 10/- each fully paid up	133600000/-			
Particulars	Amount in Rs.														
Authorised share capital															
15010000 Equity shares of Rs. 10/- each	150100000/-														
Issued, Subscribed and Paid up share capital															
13360000 Equity shares of Rs. 10/- each fully paid up	133600000/-														
k.	Name of the promoters and directors along with their addresses.	<table><tr><th colspan="3">A. Promoters</th></tr><tr><th>Name</th><th>Address</th><th>No. of shares Held</th></tr><tr><td>Naig Prabhakar</td><td>307, Eyelid House, 1st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049</td><td>6905000</td></tr><tr><td>Pandoo Naig</td><td>307, Naig House, 2nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049</td><td>3055000</td></tr></table> B. Directors		A. Promoters			Name	Address	No. of shares Held	Naig Prabhakar	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	6905000	Pandoo Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049	3055000
A. Promoters															
Name	Address	No. of shares Held													
Naig Prabhakar	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	6905000													
Pandoo Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (W), Mumbai 400049	3055000													

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		Name	Address	No. of shares Held
		Pandoo Prabhakar Naig	307, Naig House, 2 nd Floor Raut Lane, Opp. Iskcon Mandir, Juhu, Vile Parle (West), Mumbai 400049	3055000
		Prabhakara Naig	307, Eyelid House, 1 st Floor, Raut Lane, Opp. Iskcon, Vile Parle (W) Mumbai 400049	6905000
		Ram Narayan Gupta	B/301, Gulmohar, Poonam Complex, Asha Nagar, Kandivali-East, Mumbai 400101	Nil
		Mahendra Salunke	2/4, Raut Chawl, Tanaji Nagar, Karur Village, Malad (East), Mumbai 400097	Nil
		Amol Shivaji Autade	651/2, At Post Pohegaon Taluka Kopargaon, Dist- Ahmednagar Ahmednagar 423605	Nil
		Sonam Satish Kumar Jain	347, Tiwariyana Mohalla, Babina Cantt Jhansi Jhansi 284401	Nil
1.	Date of Board meeting at which the scheme was approved	The Board of Directors of the Company at their meeting held on 14 th February, 2018 had unanimously approved the scheme. The Board of Directors of the Transferor Companies at their respective meetings held on 14 th February, 2018 had unanimously approved the scheme. No. of directors attended the meeting: 6 No. of directors voted against: Nil No. of directors voted in favour: 6		
m.	Amount due to Creditors	As per statement of assets and liabilities as on 31.01.2018.		
9.	Explanatory statement disclosing details of the scheme of compromise or arrangement including:-			
(a)	Parties involved in such compromise or arrangement;	The Company i.e. Onelife Capital Advisors Limited - Holding Company ; Transferee Company and Wholly owned subsidiaries Transferor Companies:		
(b)	Appointed date and effective date,	Appointed date is 1 st April 2017. Effective date shall be the date on which the certified copies of the order(s) of the Regional Director, Maharashtra, Mumbai are filed with the Registrar of Companies, Maharashtra, Mumbai.		
(c)	Share exchange ratio (if applicable) and other considerations, if any.	Considering that the Transferee Company is holding Company of the Transferor Company, hence, the question of Share Exchange		

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		ratio does not arise.
(d)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the Transferee Company is holding Company of the Transferor Company, hence, any requirement for allotment of shares upon amalgamation does not arise. Hence, there is no need for valuation of the Transferor Company.
(e)	Details of capital or debt restructuring, if any;	None
(f)	Rationale for the compromise or arrangement;	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(g)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	<ol style="list-style-type: none"> 1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and simplified holding structure with a wider presence in the segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(h)	Amount due to unsecured creditors	As per statement of assets and liabilities as on 31.01.2018.
3.	Disclosure about the effect of the compromise or arrangement on:	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors in the Company.
(f)	Creditors	The rights and interests of the Secured and unsecured creditors of Transferor companies and Transferee company will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all, called from them nor their rights sought to be modified in any manner and the Post Scheme the Transferee company will be able

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		to meet its liabilities as they arise in the ordinary course of business.
(g)	Debenture holders	There are no debenture holders in the Company.
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee in the Company.
(i)	Employees of the company	The proposed scheme will not be prejudicial to the interest of the employees of the Transferee company.
4.	Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.	None
5.	Investigation or proceedings, if any, pending against the company under the Act.	NIL
6.	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:	
(a)	Latest audited financial statements of the company including consolidated financial statements	The Latest audited Financial Statements of the Company including Consolidated Financial Statements are available at the Registered Office of the Company. The statement of Assets and Liabilities (CAA-10) as on 31.01.2018 is also available at the Registered office of the Company.
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013.
(c)	Copy of scheme of compromise or arrangement;	As Annexure 1
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	The Same is available at the Registered Office of the Company.
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None

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7.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of amalgamation.	The Transferee company is listed with BSE Limited and NSE Limited. The proposed Scheme of Amalgamation is of Wholly Owned Subsidiaries with its Holding company, the company has disclosed the proposed scheme of Amalgamation to the BSE Limited and NSE Limited on 19th March, 2018 pursuant to Regulation 37(6) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2016.
8.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Yes. (Included in notes forming a part of the Annual General Meeting of the Notice).

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

**T.K.P Naig
Whole Time Director and Chairman
DIN: 00716975**

Registered Office:

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Wagle Industrial Estate, MIDC,
Thane (West) - 400604, Maharashtra
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महाराष्ट्र MAHARASHTRA

2018

TD 852014



पधान मुद्रांक कार्यालय, मुंबई
प.सू.वि.क्र. ८००००२०

5 - 3 MAR 2018

सक्षम अधिकारी

FORM NO. CAA.10

श्रीमती एस. वि. मसूरकर

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

DECLARATION OF SOLVENCY

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

जोड़पत्र - 9 Annexure - 1

फरवस प्रतिज्ञापत्रासाठी Only for Affidavit

सुद्धांक निरुक्त देवादावे जण

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Onelle Capital Advisers Limited
Plot No. 356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (W) - 400604, Thane
Maharashtra

7 MAR 2018

आर्या वसंत धारणे

7 MAR 2018



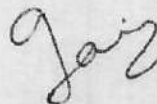
DECLARATION OF SOLVENCY

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

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

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

By Order of the Board of Directors
For Onelife Capital Advisors Limited



Pandoo Prabhakar Naig
Managing Director
DIN: 00158221



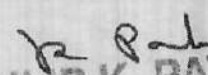
Prabhakara Naig
Whole Time Director
DIN:00716975



Place: Mumbai

Date: 8/5/2018

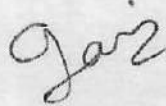



DILIP K. PATIL
NOTARY GREATER MUMBAI
304/B-Wing, 3rd Floor, F. J. Shah & Co. Building
Navaikar Marg/Azad Road, Andheri (E), Mumbai - 400 059

Verification

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this Company and that having done so and having noted that the Scheme of Amalgamation between Onelife Gas Energy & Infrastructure Limited ('Transferor Company-1'), Good Yield Fertilisers and Pesticides Private Limited ('Transferor Company-2'), Leadline Software and Trading Private Limited ('Transferor Company-3'), Onelife Ecopower & Engineering Limited ('Transferor Company-4'), Goodyield Farming Limited ('Transferor Company-5'), Purple India Holdings Limited ('Transferor Company-6') and Destimoney Distribution and Advisory Services Private Limited ('Transferor Company-7') (collectively 'Transferor Companies') with Onelife Capital Advisors Limited (Transferee Company) is proposed to be placed before the shareholders and creditors of the Company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

By Order of the Board of Directors
For Onelife Capital Advisors Limited



Pandoo Naig
Managing Director
DIN: 00158221



Prabhakara Naig
Whole Time Director
DIN: 00716975

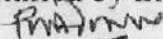


Place: Mumbai

Date: 21/07/2018

Solemnly affirmed and declared at Thane on the 21/07, 2018.

Identified by me



ADVOCATE

(PW ADARKAR)

Attachments:

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

Notary Public



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

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

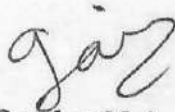
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ONELIFE CAPITAL ADVISORS LIMITED IN ITS MEETING HELD ON WEDNESDAY, 14TH FEBRUARY, 2018 AT 02:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. A356, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA

TO APPROVE THE DRAFT DECLARATION OF SOLVENCY:

The Chairman placed before the Board the draft declaration of solvency in Form No. CAA. 10 pursuant to Section 233(1)(c) of Companies Act, 2013 read with Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 initialed by Chairman for the purpose of identification. After some discussion, the following resolution was passed unanimously:

"RESOLVED THAT the draft declaration of Solvency in Form No. CAA.10 pursuant to Section 233(1)(c) of the Companies Act, 2013 read with Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as placed before the board duly initialed by the Chairman for the purpose of identification, be and is hereby approved and any two Directors of the Company be and is hereby authorised to sign the said Form No. CAA.10 and to do all such acts, deeds and things as may be required in this regard."

**CERTIFIED TRUE COPY
FOR ONELIFE CAPITAL ADVISORS LIMITED**


Pandoo Naig
Managing Director
DIN: 00158221



ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ONELIFE CAPITAL ADVISORS LIMITED IN ITS MEETING HELD ON WEDNESDAY, 14TH FEBRUARY, 2018 AT 02:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. A356, ROAD NO. 26, WAGLE INDUSTRIAL ESTATE, MIDC, THANE (WEST) - 400604, MAHARASHTRA

APPROVAL OF SCHEME OF AMALGAMATION (MERGER BY ABSORPTION)

The Scheme of Amalgamation earlier approved by the Board on 14th November, 2017 has also been discussed and the Board has decided to revise the Scheme to structure it into two separate schemes to bring the broking business into one Company and to simplify the holding structure at the same time. The Chairman placed before the Board the draft scheme of merger duly initialled by the Chairman for the purpose of identification.

The Board has decided to revise the Scheme to structure it into two separate schemes as under:

(A)MERGER -1

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

The Board took note of the same.

(B)MERGER -2

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

After due deliberation the Board passed the following resolution unanimously:



ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660


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

"RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to approval of shareholders and sanction by the Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, Western Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation (Merger by Absorption) of Onelife Gas Energy & Infrastructure Limited, Good Yield Fertilisers and Pesticides Private Limited, Leadline Software and Trading Private Limited, Onelife Ecopower & Engineering Limited, Goodyield Farming Limited, Purple India Holdings Limited and Destimoney Distribution and Advisory Services Private Limited, Wholly Owned Subsidiaries (direct/step-down) with Onelife Capital Advisors Limited in terms of the draft Scheme placed before the board duly initialed by the Chairman for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution."

CERTIFIED TRUE COPY

FOR ONELIFE CAPITAL ADVISORS LIMITED



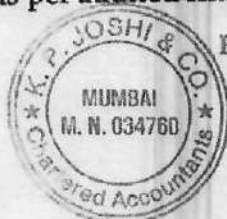
Pandoo Naig
Managing Director
DIN: 00158221



Statement of Assets and Liabilities as at: 31st January 2018
Name of the Company: Onelife Capital Advisors Limited

Sl. No	Assets	Book Value (Amount in Rs.)	Realizable Value (Amount in Rs.)
1.	Balance at Bank	295397	295397
2.	Cash in hand	204178	204178
3.	Marketable securities	0	0
4.	Bills receivables	0	0
5.	Trade debtors	0	0
6.	Loans & advances	350369160	350369160
7.	Unpaid calls	0	0
8.	Stock-in-trade	0	0
9.	Work in progress	0	0
10.	Freehold property	0	0
11.	Leasehold property	3968335	3968335
12.	Plant and machinery	0	0
13.	Furniture fittings, utensils etc.	6267024	6267024
14.	Patent, trademarks, etc.	0	0
15.	Capital work in progress	2572905	2572905
16.	Investments other than marketable securities	169432520	169432520
17.	Other property	1000000	1000000
	Total (A)	534109519	534109519
Sl. No	Liabilities		
1.	Secured on specific assets	3083500	3083500
2.	Secured by floating charge(s)	2447918	2447918
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full	0	0
4.	Unsecured creditors (amounts estimated to rank for payment)		
	(a) Trade accounts	638462	638462
	(b) Bills payable	0	0
	(c) Accrued expense	319214	319214
	(d) Other liabilities	90334924	90334924
	Total (B)	96824018	96824018
1.	Total estimated value of assets (A)	534109519	534109519
2.	Total liabilities (B)	96824018	96824018
3.	Estimated surplus after paying debts in full [A - B]	437285501	437285501

The above information is as per audited financials statement of the Company as on 31st January, 2018.



For K. P. JOSHI & CO.

[Signature]
Proprietor



Independent Auditor's Report on the Statement of Assets and Liabilities

The Board of Directors
ONELIFE CAPITAL ADVISORS LIMITED
Plot No. A 356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (W), -400604

Dear Sirs,

1. This Certificate is issued in accordance with the terms of Engagement Letter dated 15th January, 2018, with Onelife Capital Advisors Limited [henceforth referred to as "the Company"].
2. Scheme of Amalgamation for Merger of wholly owned subsidiaries namely Onelife Gas Energy & Infrastructure Limited ('Transferor Company 1'), Good Yield Fertilisers and Pesticides Private Limited ('Transferor Company 2'), Leadline Software and Trading Private Limited ('Transferor Company 3'), Onelife Ecopower and Engineering Limited ('Transferor Company 4'), Goodyield Farming Limited ('Transferor Company 5'), Purple India Holdings Limited ('Transferor Company 6') and Step down subsidiary namely Destimoney Distribution and Advisory Services Private Limited ('Transferor Company 7') with Onelife Capital Advisors Limited ('Transferee Company') under the provisions of Section 233 of the Companies Act, 2013 has been filed with Registrar of Companies ("ROC"). In this regard, the Company will also have to file a declaration of solvency in Form No. C.A.A.10 as per clause (c) of sub-section (1) of Section 233 of the Companies Act, 2013. For this purpose, we have examined the attached Statement of Assets and Liabilities as on 31st January, 2018 ("the Statement") prepared by the Company and initialled by us for identification purpose only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company provides all relevant information pursuant to Section 233(1)(c) of the Companies Act, 2013 and Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to ROC.

Auditor's Responsibility

5. It is our responsibility to provide reasonable assurance that information set out in the Statement are in agreement with the audited financial statements of the Company for the period ended 31st January, 2018.



6. The financial statements referred to in paragraph 5 above, have been audited by us in respect to which we have issued an unmodified audit opinion vide our report dated 05th February, 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. To provide reasonable assurance, we have performed the following procedures with respect to the Statement:
 - a) Traced and agreed the balances of assets and liabilities with the audited financial statements as on 31st January, 2018.
 - b) Obtained representation from the Company's management that estimated realisable values of items of intangible and tangible fixed asset as on 31st January, 2018 exceed their respective book values. We have completely relied on such representation and have not performed any further procedures in this regard.
 - c) Checked the arithmetical accuracy of the Statement.


Opinion

Based on procedures performed by us as set out in paragraph 9 above and information, explanations and representations given to us, in our opinion, the information set out in the Statement are In agreement with the audited financial statements for the period ended on 31st January, 2018.

Restriction on Use

10. This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to ROC for the purpose mentioned in paragraph 2 above and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. This Certificate relates only to the items specified above and does not extend to any financial statements of the Company taken as a whole.

For M/s K. P. Joshi & Co.
Chartered Accountants
FRN: 104396W


Kishor P. Joshi
Proprietor
Membership No. 034760
Date:
Place: Mumbai

