

ONELIFE CAPITAL ADVISORS LIMITED



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one solution

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

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CHAIRMAN'S MESSAGE

Dear Shareholders,

We wish a very warm welcome to all our shareholders on the occasion of the 8th Annual General Meeting of 'Onelife Capital Advisors Limited'. The Notice related to this meeting, Board's Report, Audited Annual Accounts and the Audited Consolidated Annual Accounts and Cash Flow Statement are already with you and with your permission; I shall take them as read.

Fiscal 2015 was good year for Onelife Capital Advisors Limited, and I am happy to announce that your Company's performance was significantly better than the previous year, led by steady growth. During the year Profit after Tax is Rs. 10.38 Lacs Compared to last year's profit of Rs. 0.49 Lacs.

Your Directors are more concentrating on the Business of the Company and confident to expand the Business and get profitability to the Company and wish to put on record their gratitude for the support shown by the shareholders and affirm that all necessary steps shall be taken to protect the interest of the company and the shareholders.

We hope better times for our aspirations and goals will open up in due course.

I, on behalf of our Hon'ble Board of Directors and on my own behalf, like to take this occasion to express my sincere thanks to shareholders, banks, financial institutions and other stakeholders for their support and with a positive hope state that the future for us would be better after difficult times passover.

Best Regards

Your sincerely

A handwritten signature in black ink, appearing to read 'TKP Naig', with a stylized flourish at the end.

TKP Naig

Executive Chairman
DIN NO. 00716975

COMPANY INFORMATION**BOARD OF DIRECTORS**

Mr. T.K.P Naig	Executive Chairman
Mr. Pandoo Naig	Managing Director
Mr. Dhananjay Parikh	Director (Non-Executive Non Independent Director)
Mr. Ram Narayan Gupta	Director (Independent Director)
Mr. Amol Shivaji Autade	Director (Independent Director)
Mr. Mahendra Salunke	Director (Independent Director)
Ms. Sonam Satish kumar Jain	Director (Independent Director)

BOARD COMMITTEES**AUDIT COMMITTEE**

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Dhananjay Parikh	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Dhananjay Parikh	Member
Ms. Sonam Satish kumar Jain	Member

RISK MANAGEMENT COMMITTEE

Mr. Dhananjay Parikh	Chairman
Mr. Pandoo Naig	Member
Mr. Ram Narayan Gupta	Member

COMPANY SECRETARY

Mr. Pavan Vyas

CHIEF FINANCIAL OFFICER

Mr. Mulraj Shah

STATUTORY AUDITORS

M/s. Khandelwal Jain & Co.

Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

M/s Sharepro Services (India) Private Limited
13/A-B Samitha Warehousing Complex,
2nd Floor, Near Sakinaka Tel Exchange, Sakinaka
Andheri (East), Mumbai- 400 072
Contact Person: Ms. Indira Karkera
Contact Details: +91 22 6772 0300
Email id: onelife.ipo@shareproservices.com
Website: www.shareproservices.com

REGISTERED OFFICE

307, Raut Lane, Opp. ISKCON,
Vile Parle (W),
Mumbai – 400 049
Fax: +91 22 26210037
Tel: +91 22 26210036
Email Id: cs@onelifecapital.in
Website: www.onelifecapital.in
CIN No.: L74140MH2007PLC173660

BANKERS

Indian Bank
Kotak Mahindra Bank

INTERNAL AUDITORS

G.S Toshniwal & Associates.

Chartered Accountants

SHARES LISTED AT

BSE Limited
National Stock Exchange of India Limited

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (India) Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of 'Onelife Capital Advisors Limited' will be held on September 30, 2015 at 10:30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 to transact the following business: -

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the:
 - a) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Auditors thereon.
- 2) To appoint a Director in place of Mr. Dhananjay Chandrakant Parikh (DIN: 02934120), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) **To consider and, if thought fit, to pass the following as an Ordinary Resolution with or without modification(s):**
 “**RESOLVED** that pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Seventh Annual General Meeting, the Company hereby ratifies the appointment of Khandelwal Jain & Co, Chartered Accountants (ICAI Firm Registration Number 105049W) as Auditors of the Company to hold office until the conclusion of the Annual General Meeting of the Company to be held in the year 2016, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

- 4) **Appointment of Mr. Mahendra Salunke (DIN 03425778) as an Independent Director of the Company:**
To consider and if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:
 “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, (including any Statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mahendra Salunke (DIN 03425778), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th October, 2014 and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from 20th October, 2014, not liable to retire by rotation.”
- 5) **Appointment of Ms. Sonam Satish Kumar Jain (DIN 06848245) as an Independent Women Director of the Company:**
To consider and if thought fit to pass with or without modification(s), the following Resolution as Ordinary Resolution:
 “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Act, (including any Statutory modification(s) or re-enactment thereof for the time being in force) Ms. Sonam Satish Kumar Jain (DIN 06848245), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st day of March, 2015 and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company to hold office for 5 (five) consecutive years with effect from 31st March, 2015, not liable to retire by rotation.”
- 6) **Approval of Related Party Transaction:**
To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution:
 “**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder and in terms of clause 49 of the Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof) and in line with IPO objects, approval of the members of the Company be and is hereby accorded to the proposed transaction between the Company and Mr. Pandoo Naig, Managing Director of the Company (a related party) for acquiring the premises at a price of Rs. 900 lacs by way of acquisition of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited for its Registered Office or any other purpose as the Board of Directors may think fit in its absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to this resolution."

7) **Approval of borrowing limits of the Company.**

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

"RESOLVED THAT pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act 2013 including any modifications or re-enactment thereof as amended from time to time and any other applicable provisions for the time being in force, and subject to such approvals, consents, sanctions as may be required, consent of the Company be and is hereby accorded to the Board of Directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of the business of the Company with or without security and upon such terms and conditions as the Board may deem fit, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amounts so borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai."

8) **Approval for Creation of mortgage/charge on the assets of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ("the Board") to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company if any, on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") which may be issued for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained from lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the lending agencies under their respective agreements/loan agreements entered into/to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise with the lending agencies, the documents for creating the mortgages/charges/hypothecations and to accept or make any alterations/changes/ variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary for the purpose of giving effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai."

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

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

Registered Office:

307, Raut Lane, Opp. ISKCON, Vile Parle (w).
Mumbai 400 049
CIN: L74140MH2007PLC173660
e-mail: cs@onelifecapital.in

Place: Mumbai

Date: 14/08/2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting;
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;

In case of joint registered holders of any shares any one of such persons may vote at any meeting either personally or by attorney duly authorized under power of attorney or by proxy in respect of such shares as if he were solely entitled thereto;

In case if more than one of such joint-holders be personally present at any meeting that one of the said persons so present whose name stands first or higher on the Register in respect of such share shall alone be entitled to vote in respect thereof.

Provided always that a joint-holder present at any, meeting personally shall be entitled to vote in preference to a joint holder present by an attorney duly authorized under power of attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher in the Register in respect of such shares.

Several executors or administrators of a deceased member in whose sole name any share stands shall for the purpose of this clause be deemed joint holders thereof.
6. The Register of Members and Share Transfer Book of the company will remain closed from 24th September, 2015 to 30th September, 2015 (both the days inclusive)
7. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the Register of Member/List of Beneficiaries received from Depositories as on 21st August, 2015.
8. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed Form 2B to the Registrar & Transfer Agents of the Company.
9. Members are requested to notify immediately any change in their address :
 - to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. Members attending the meeting should bring their copy of Annual Report for reference at the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

14. The Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the member at the Annual General Meeting.
15. Members may also note that the Notice of the Eighth AGM and the Annual Report 2015 will be available on the Company's website www.onelifecapital.in. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at cs@onelifecapital.in
16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant or intimate your e-mail ID to Registrar and Transfer Agent to enable us to send you the communication via email.
17. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
18. As per the provisions of the Companies Act, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company;
19. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;
20. The Shares of the Company are listed at the BSE Limited, Phiroze Jeejeeboy Towers, Dalal Street, Mumbai – 400 001 and National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. The listing fee for the financial year 2015-16 has been paid.

21. E- voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, including any modifications or re-enactment thereof as amended from time to time, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e- voting to enable the shareholders to cast their vote electronically.

Process for E –Voting –

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com;
- ii. Click on "Shareholders" tab;
- iii. Now, select the "Onelife Capital Advisors Limited" from the drop down menu and click on "SUBMIT";
- iv. Now Enter your User ID ;
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company/RTA.
- v. Next enter the Image Verification as displayed and Click on Login;
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	- Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is ADITYA SHARMA with folio number 100 then enter AD00000100 in the PAN field.
DOB#	Enter the #Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

viii. After entering these details appropriately, click on "SUBMIT" tab;

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;

xi. Click on the EVSN for the relevant <ONELIFE CAPITAL ADVISORS LIMITED> on which you choose to vote;

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates;
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on;
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.

22. The e-voting period commences from 10.00 a.m. on Friday, 25th September, 2015 and ends at 05.00 p.m. on Tuesday 29th September, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
23. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
24. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstain.
25. The Board of Directors in their meeting held on August 14, 2015 has appointed M/s. M Siroya & Company, Practicing Company Secretary as a Scrutinizer for conducting e-voting process in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same;
27. The results on resolutions shall be declared at or after the Annual general Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite no. of votes in favour of the resolution.
28. The results on resolutions shall be declared at or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be available on the Company's website www.onelifecapital.in and on the website of CDSL within 2 (two) working days of the passing of the resolutions and communication of the same to BSE Limited and Notational Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE

DICLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/ RE - APPOINTMENT OF DIRECTORS:

(a) A brief resume of the director and Nature of his expertise in specific functional areas is as follows:

Mr. Dhananjay Chandrakant Parikh, aged 56 is the Non Executive Non-Independent Director of our Company. He is a practicing Chartered Accountant. He was appointed as the Non Executive Director of our Company on February 04, 2010. Throughout his professional life spam he has handled project loan for various companies for setting up projects & working capital facilities from Banks, like Oriental Bank of Commerce, State Bank of India, Bank of Baroda, Shamroa Vithal Co-operative and Small Industrial Development Bank of India. In-depth work experience of Audit of Stock Exchange and brokers audit with specialized knowledge of tax planning. He is the Auditor of Vadodra Stock Exchange. He has held major positions as a statutory Auditor in number of Companies, Internal Auditor in number of Companies, Project Consultant in number of reputed companies.

(b) Names of companies in which the person also holds the directorship and the membership of Committees of the Board is as follows:

Mr. Dhananjay Chandrakant Parikh does not hold other Directorship nor he is a member in other Committees in any other Companies.

(c) Shareholding of non-executive directors as stated in Clause 49 (VIII)(C)(5) of the Listing Agreement:

Shareholding of Mr. Dhananjay Chandrakant Parikh (both own or held by / for other persons on a beneficial basis) as on date is NIL.

(d) Inter-se relationships between Directors:

There is no Inter-se relationships between Directors.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**Item No. 4 :**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Mahendra Salunke as an Additional Director of the Company with effect from October 20, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Mahendra Salunke would hold office up to the date of the this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Mahendra Salunke for the office of Director of the Company.

Mr. Mahendra Salunke is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in calculating the total number of directors liable for retirement by rotation.

The Company has received a declaration from Mr. Mahendra Salunke that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Mahendra Salunke possesses appropriate skills, experience and knowledge, *inter alia*, in the field of law.

In the opinion of the Board, Mr. Mahendra Salunke fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Mahendra Salunke is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Mahendra Salunke is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Mahendra Salunke as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Mahendra Salunke and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Brief resume of Mr. Mahendra Salunke, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided as follows:

DICLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT OF DIRECTOR:**(a) A brief resume of the director and Nature of his expertise in specific functional areas is as follows:**

Mr. Mahendra Salunke age 34 is young, energetic and dynamic. He is an Member of the Institute of Company Secretaries of India (ICSI), Law graduate, Holds Diploma in Securities and Cyber Law and a Bachelor of commerce having approximately 10 years experience in the field of Corporate Law, Secretarial matters, Compliance of Listing Agreement and SEBI laws.

(b) Names of companies in which the person also holds the directorship and the membership of Committees of the Board is as follows:

Mr. Mahendra Salunke holds Directorship in Satyam Classes Private Limited and he is not a member in other Committees in any other Companies.

(c) Shareholding of non-executive directors as stated in Clause 49 (VIII)(C)(5) of the Listing Agreement:

Shareholding of Mr. Mahendra Salunke (both own or held by / for other persons on a beneficial basis) as on date is NIL.

(d) Inter-se relationships between Directors:

There is no Inter-se relationships between Directors

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5 :

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms. Sonam Satish kumar Jain as an Additional Director (Women) of the Company with effect from March 31, 2015.

In terms of the provisions of Section 161(1) of the Act, Ms. Sonam Satish kumar Jain would hold office up to the date of the this Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sonam Satish kumar Jain for the office of Director of the Company.

Ms. Sonam Satish kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in calculating the total number of directors liable for retirement by rotation.

The Company has received a declaration from Ms. Sonam Satish kumar Jain that She meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Sonam Satish kumar Jain possesses appropriate skills, experience and knowledge, inter alia, in the field of law.

In the opinion of the Board, Ms. Sonam Satish kumar Jain fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Sonam Satish kumar Jain is independent of the management.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Sonam Satish kumar Jain is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Sonam Satish kumar Jain as an Independent Women Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Ms. Sonam Satish kumar Jain and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Brief resume of Ms. Sonam Satish kumar Jain, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided as follows:

DICLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT OF DIRECTOR:**(a) A brief resume of the director and Nature of her expertise in specific functional areas is as follows:**

Ms. Sonam Satish kumar Jain age 25 is young, energetic and dynamic. She is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a Bachelor of commerce having approximately 3 years experience in the field of Corporate Law, Secretarial matters, Compliance of Listing Agreement and SEBI laws. She was associated with Thomas Scott India Limited as a Company Secretary. Presently she is a Partner of Kothari H. & Associates, Company Secretaries.

(b) Names of companies in which the person also holds the directorship and the membership of Committees of the Board is as follows:

Ms. Sonam Satish kumar Jain holds Directorship in Stuish Commodities Private Limited and she is not a member in any Committees in any other Companies.

(c) Shareholding of non-executive directors as stated in Clause 49 (VIII)(C)(5) of the Listing Agreement:

Shareholding of Ms. Sonam Satish kumar Jain (both own or held by / for other persons on a beneficial basis) as on date is NIL.

(d) Inter-se relationships between Directors:

There is no Inter-se relationships between Directors

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 :

As per Section 188(1) of the Companies Act, 2013 read with relevant rules made there under any transaction entered into between related parties for “selling or otherwise disposing of, or buying, property of any kind” where the amount involved exceeds Rs. 100,00,00,000 (Rupees One Hundred Crore) or 10% of the Net worth, whichever is lower, is to be approved by the members of the Company by way of an Special resolution.

The third proviso to Section 188(1) of the Companies Act, 2013, states that Section 188(1) shall not apply to any transactions entered into by the Company in its ordinary/normal course of business, on arms length basis.

As Mr. Pandoo Naig, Managing Director is also a Director and shareholder of M/s. Eyelid Infrastructure Private Limited, therefore he is a related party within the meaning of section 2(76) of the Companies Act, 2013. According to Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meeting of Board and its Powers) Rules, 2014, including any modifications or re-enactment thereof as amended from time to time the Company requires approval of the shareholders by way of Special resolution for entering into related party transaction. The proposed transaction is in the ordinary/normal course of Business and at arms length basis, based on valuation arrived by the independent valuers, but as a matter of abundant precaution Company is taking approval from shareholders by way of special resolution. The Company is acquiring the property by way of purchase of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited from Mr. Pandoo Naig, Managing Director of the Company.

The Company accordingly proposes this resolution for the consideration and approval of the members. Mr. Pandoo Naig, Managing Director of the Company is a Director and shareholder of M/s. Eyelid Infrastructure Private Limited and Mr. T.K.P Naig – Executive Chairman & Whole Time Director (father of Mr. Pandoo Naig) are therefore interested in the above transaction thus are prohibited to vote as per the provisions of Section 188 of the Companies Act, 2013 for passing special resolution as set out in the above notice.

Save and except Mr. Pandoo Naig and T.K.P Naig and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

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

1.	Name of the Related Party	Mr. Pandoo Naig – Managing Director
2.	Name of the director or key managerial personnel who is related if any and nature of relationship	Mr. Pandoo Naig –Director and Holding 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited Mr. T.K.P Naig – Executive Chairman & Whole Time Director of the Company (Father of Mr. Pandoo Naig)
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	1. Address of the premises 307, Raut Lane, Opp Iskcon, Vile Parle (W), Mumbai - 400049 2. Area 117.40 SQ. Mtrs. 3. % of Equity shareholding proposed to be acquired of M/s. Eyelid Infrastructure Private Limited 100% 4. Price at which proposed shares is to be acquired Rs. 900 lacs 5. Usage of the premises Regd. Office of the Company or any other purpose as the company may think fit in its absolute discretion.
4.	*Payments	Advance Payment of Rs. 900 lacs
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	-

*Refundable if shareholders approval is not obtained.

Item No. 7

In terms of Section 180(1)(c) of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required for the Board of Directors of the Company (“the Board”) to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company’s bankers) in excess of the paid up capital of the Company and its free

reserves, that is to say, reserves not set apart for any specific purpose.

In order to finance the growth in the business of the Company, it is proposed to enhance the power of Board of Directors to borrow money in the form of Loan / Letter of Credit and any other forms of financial assistance from various banks, Financial Institutions, other lenders etc. up to a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) over and above aggregate of the paid-up capital and free reserves of the Company, to comply with Section 180(1)(c) of the Companies Act, 2013.

The approval of the Members of the Company is therefore sought on item no.7 of this Notice by way of a Special Resolution.

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

Item No. 8

To meet its long-term fund requirements, the Company will be required to borrow monies from various lending agencies from time to time. As security for these borrowings, the Company is required to create mortgages/charges on certain movable and immovable properties of the Company as may be required as per the terms of the borrowings. In terms of Section 180 (1)(a) of the Companies Act, 2013, it is necessary for the Company to obtain approval of the members by way of a Special Resolution for creation of mortgage/charge/hypothecation in favour of the lending agencies.

It is hence proposed that the approval of the members be sought to create mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company if any, on movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") which may be issued for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up capital of the Company and its free reserves borrow a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores), to comply with Section 180(1)(a) of the Companies Act, 2013.

The approval of the Members of the Company is therefore sought on item no.8 of this Notice by way of a Special Resolution.

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

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

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

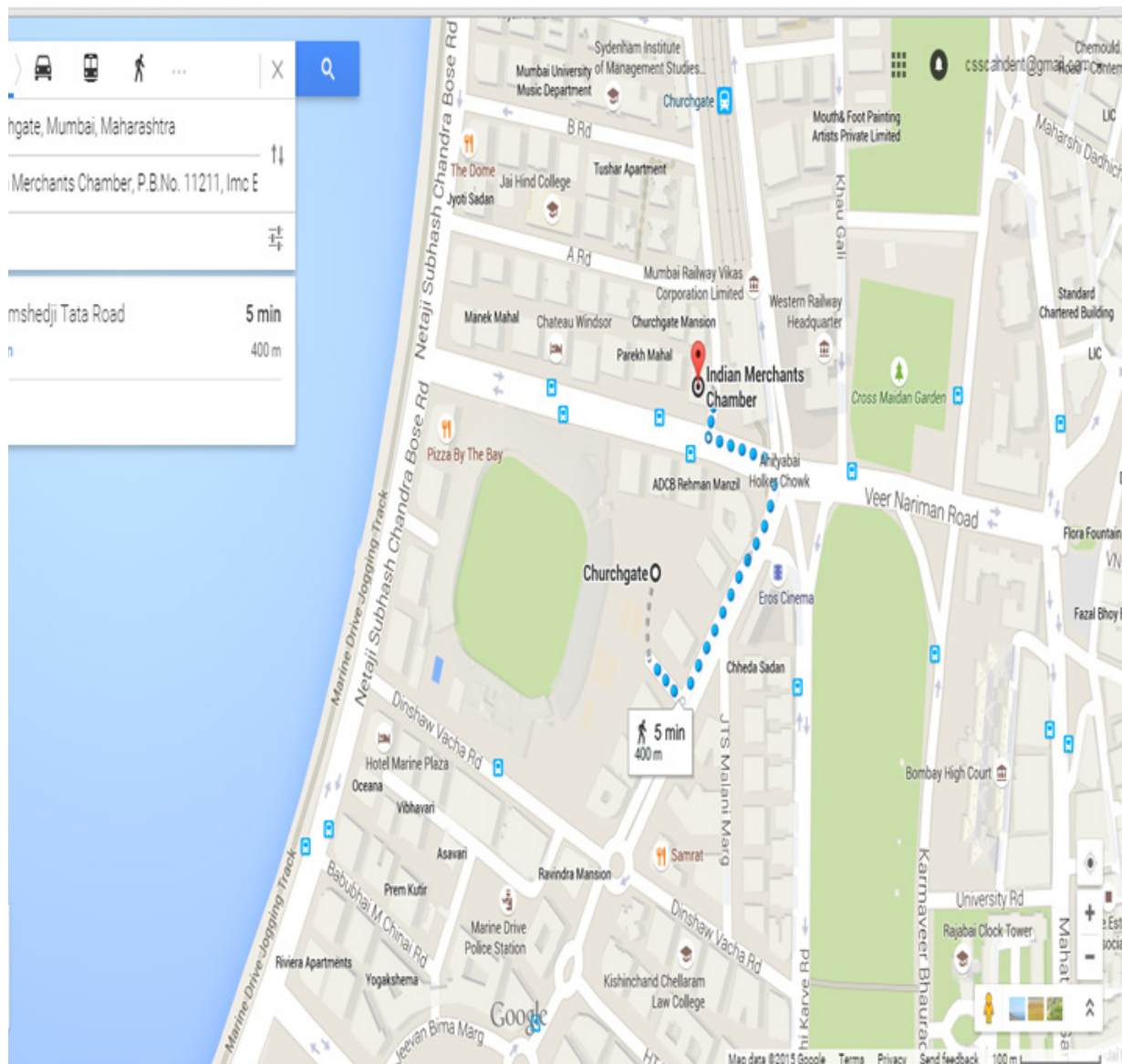
Registered Office:

307, Raut Lane, Opp. ISKCON,
Vile Parle (w).
Mumbai 400 049
CIN: L74140MH2007PLC173660
e-mail: cs@onelifecapital.in

Place: Mumbai

Date:14/08/2015

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



BOARD'S REPORT

To the Members of Onelife Capital Advisors Limited,

We are pleased to present the Eighth Annual Report together with the Audited Accounts for the year ended 31st March 2015.

Financial Summary

The Financial performance of the company for the year ended 31st March 2015 is summarized below:

(Rs. in Lakhs)

Particulars	Current Year	Previous Year
Revenue from Operation	4.50	-
Other Income	362.74	96.05
Total	367.24	96.05
Expenditure		
Employee Benefit Expenses	42.54	31.15
Depreciation	2.83	1.31
Other Expenses	252.98	63.04
Total	298.35	95.05
Profit / (Loss) from ordinary activities before finance costs and exceptional items	68.89	0.55
Finance costs	10.16	-
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	58.73	0.55
Exceptional items	45.00	-
Profit / (Loss) from ordinary activities before tax	13.73	0.55
Tax Expense		
1. Current Year Tax	3.35	-
2. Short provisions for tax of earlier years	-	0.06
3. Deferred tax	-	-
Profit after Tax	10.38	0.49
Basic and Diluted Earnings per Equity Shares	0.08	0.004

Year in Retrospect

During the financial year 2014-15 your company's profit after tax was Rs 10.38 Lakhs as compared to Rs 0.49 Lakhs in corresponding period of last year.

The Company was restrained and prohibited by SEBI vide final order dated 30th August, 2013 and the restrained and prohibited period was over on 27th December, 2014, hence now your Company is free to do Securities/Capital market businesses. The Directors are taking steps to rebuild the business both organically and inorganically in the best interest of all the stakeholders. Your Directors wish to put on record their gratitude for the support shown by the shareholders and affirm that all necessary steps shall be taken to protect the interest of the company and the shareholders.

The status of Significant and Material Orders Passed by the Regulators or Courts or Tribunals and Commercial litigations, if any, is annexed herewith as "Annexure - [A]" to this Report.

Consolidated Financial Statements

The consolidated financial statements of your Company for the financial year 2014-15, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Agreement as prescribed by the Securities and Exchange Board of India (SEBI). The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiary companies, as approved by their respective Board of Directors.

Subsidiaries

A separate statement in **Form AOC 1** containing the salient features of financial statements of all subsidiaries of your Company is attached to the Accounts which forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except

Saturdays, Sundays and public holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to Mr. Murlaj Shah, CFO at the Registered Office of your Company. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report have been uploaded on the website of your Company (www.onelifecapital.in).

Further the Company has received intimation during the year from its step down Subsidiaries (a) Goodyield Farming Limited and (b) Goodyield Fertilizers & Pesticides Private Limited that the agreements entered into with Pandoo Naig and T.K.P Naig, respectively, for Cultivation of their agricultural lands have been terminated as on 31st March, 2015.

Management Discussion and Analysis Report

In terms of the provisions of clause 49 of the Listing agreement, the Management's Discussion and Analysis Report is set out in this Annual report.

Dividend

Your Directors do not recommend any dividend for the year 2014-15.

Transfer to Reserves

Your Company has not proposed to transfer any amount to the general reserve. An amount of Rs.10.38 lacs is proposed to be retained in the Statement of Profit and Loss.

Public Deposits

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

Corporate Governance Report

In compliance with the provisions of Clause 49 of the Listing Agreement, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Report.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

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

Disclosure relating to remuneration of Directors, key managerial personnel and particulars of employees

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 14th November, 2014 formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report.

The Managing Director and Whole Time Director of your Company does not receive remuneration from any of the subsidiaries of your Company.

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in "Annexure [B]" to this Report and is available on the website of your Company (www.onelifecapital.in).

Directors and Key Managerial Personnel

Appointment/Resignation and Retirement:

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

Mr. Mahendra Salunke was appointed as Additional Directors (Independent) on the Board with effect from 20th October, 2014. We seek your approval for appointment of Mr. Mahendra Salunke as an Independent Directors for a term upto five consecutive years i.e. from October 20, 2014 to October 19, 2019, and he will not be liable to retire by rotation.

Ms. Sonam Satish Kumar Jain was appointed as Additional Director (Independent) on the Board with effect from 31st March, 2015. We seek your approval for appointment of Ms. Sonam Satish Kumar Jain as an Independent Directors for a term upto five consecutive years i.e. from March 31, 2015 to March 30, 2020, and she will not be liable to retire by rotation.

The Company has received declarations from the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Ms. Cynthia Pacheco has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f 31st October 2014 due to marriage and the Board of Directors in its Board meeting held on 24th April, 2015 has approved the appointment of Mr. Vivek Maru as a Company Secretary and Compliance Officer of the Company.

Mr. Vivek Maru has resigned from the post of Company Secretary and Compliance Officer of the Company and approved by the Board of Directors in its meeting held on 20th July, 2015 for pursuing Higher Studies in the field of Accountancy. The Board of Directors in its Board meeting held on 14th August, 2015 has approved appointment of Mr. Pavan Vyas as a Company Secretary and Compliance Officer of the Company.

Number of meetings of the Board and Audit committee

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

Declaration of Independence

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules made thereunder.

Directors' Responsibility Statement

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

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2015 and of the profit / loss of the Company for the financial year ended 31st March, 2015;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Auditors and Auditors' Report:

Statutory Auditors

M/s. Khandelwal Jain & Co. were appointed as Statutory Auditors of your Company at the Seventh Annual General Meeting held on 29th September, 2014 for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed, CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "**Annexure - [C]**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Extract of Annual Return

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

Related Party Transactions

The Board of Directors had approved the Related Party Transaction for payment of Rs. 400 lacs as interest free Securities deposit to M/s. Eyelid Infrastructure Pvt. Ltd. for taking the Premises on leave and License basis from M/s. Eyelid Infrastructure Pvt. Ltd. and Company has paid the same. Further Company has also taken approval of members by means of Special resolution by way of Postal ballot as required under Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder for related party transaction for taking premises on leave & licenses basis from M/s. Eyelid Infrastructure Pvt. Ltd. The Board of Directors of the Company has approved Related Party Transactions for Payment of Rs. 170 lacs as Security deposit to Eyelid Infrastructure Private Limited for taking the first floor of the Premises on Leave and license basis. The Board of Directors of the Company has also subsequently approved Related Party Transactions for acquisition of property for the consideration of Rs. 900 lacs by way of purchase of 100% Equity shareholding of M/s. Eyelid Infrastructure Private Limited from Mr. Pandoo Naig, Managing Director of the Company, subject to approval of shareholders and other approval, if any. The leave and license agreement with Eyelid Infrastructure Private Limited will be terminated subject to acquisition of the property.

The details of the related party transactions as required under Accounting Standard - 18 are set out in Note 26 to the standalone financial statements forming part of this Annual Report.

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

Loans and Investments

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

A. Details of investments made by the Company as on 31st March, 2015 (including investments made in the previous years):

(i) Investments in equity shares:

Name of entity	Amount as at 31st March, 2015
Onelife Gas Energy & Infrastructure Limited	3,00,26,000
Onelife Ecopower & Engineering Limited	71,000
Onelife Agrifoods Limited	71,000

(ii) Investments in debt instruments: There are no Investments in debt instruments during the financial year 2014-2015.

B. Details of loans given by the Company are as follows:

Name of entity	Amount as at 1st April, 2014	Amount as at 31st March, 2015
Onelife Gas Energy & Infrastructure Limited	9,26,67,924	1,67,10,555

C. There are no guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules made thereunder.

Risk Management

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

As per the requirements of Clause 49 of the Listing Agreement, your Company has constituted a Risk Management Committee to oversee the risk management efforts in the Company under the Chairmanship of Mr. Dhananjay Chandrakant Parikh, Non – Executive Director. The details of the Committee along with its charter are set out in the Corporate Governance Report forming part of this Report.

During the financial year 2014-15, the Board of Directors have approved the risk management policy for your Company as proposed by the Management.

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

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, Performance of the Chairman and other Non-independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration, Stakeholders Relationship and Risk Management Committee) and Individual Directors (without participation of the relevant Director).

The criteria for performance evaluation have been detailed in the Corporate Governance Report which forms part of this Report.

Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy & Vigil Mechanism which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy provides for a framework and process whereby concerns can be raised by its directors and employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the Whistle Blower Policy & Vigil Mechanism of your Company have been outlined in the Corporate Governance Report which forms part of this report.

Prevention of Sexual Harassment at Workplace

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

Conservation of energy, technology absorption and foreign exchange Earnings and outgo

The Company being engaged in the Advisory Services, does not have any energy utilization or technology absorption. The Company during the year under review has not earned or spent any foreign exchange.

Internal Control System

The Board ensures the effectiveness of the Company's system of internal controls including financial, operational and compliance control and risk management controls

M/s. G.S Toshniwal & Associates, Chartered accountants who have been reappointed as Internal Auditors for the financial year 2015-2016.

Audit Committee

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance, under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

Nomination and Remuneration Committee

A Nomination and Remuneration Committee is in existence in accordance with the provisions of Section 178 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance, under the head 'Nomination and Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

Stakeholders Relationship Committee

A Stakeholders relationship Committee is in existence in accordance with applicable provisions of Companies Act, 2013 and Listing Agreement. Kindly refer to the section on Corporate Governance, under the head 'Stakeholders relationship Committee' for matters relating to constitution, meetings, functions of the Committee.

Risk Management Committee

A Risk Management Committee is in existence in accordance with applicable provisions of Companies Act, 2013 and Listing Agreement. Kindly refer to the section on Corporate Governance, under the head 'Risk Management Committee' for matters relating to constitution and functions of the Committee.

General

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

Appreciation

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

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

By and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

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

Registered Office:

307, Raut Lane, Opp. ISKCON,
Vile Parle (w).
Mumbai 400 049
CIN: L74140MH2007PLC173660
e-mail: cs@onelifecapital.in

Place: Mumbai

Date:14/08/2015

Annexure [A] to Board's Report

The status of Significant and Material Orders Passed by the Regulators or Courts or Tribunals and Commercial litigations, if any, is stated as follows and the same is not affecting the going concern status of the Company and its future operations.

Sr. No	Subject matter of the issue	Status	Remark if any
1.	In the matter of IPO the Company had received Adjudication order dated 28th November, 2014 imposing a penalty of Rs. 45 lacs on the Company, for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005.	The Company has paid the penalty amount of Rs. 45 lacs to SEBI as per the direction and debited the penalty of Rs. 45 Lacs as expenses during the year ended 31st March, 2015 which has been disclosed under the head "Exceptional Items" in the Financial Results.	The Company has complied with the said order.
2.	On July 07, 2014 the Company has received a Notice under Regulation 25(1) of SEBI (Intermediaries) Regulations, 2008 whereby SEBI has alleged us in contravening the provisions of SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992 and SEBI (Merchant Bankers) Regulations, 1992 being not a 'fit and proper person' to act as stock-broker and a merchant banker.	The Company has filed its reply.	The Company has complied with the said notice.
3.	During the year Company was asked to pay service tax of Rs. 86.25 Lacs pending the issue of show cause notice by the Department.	The same has been paid under protest and accounted as advance Service Tax.	The Company is in the process of applying the refund for the same.
4.	The Company had signed mandate with M/s. Trim Plastics Private Limited for advising in the matter of raising of funds upto Rs. 10 crores by way of Initial Public Offer during the year 2010-2011. Since the Company raised the bill for Rs. 2,09,34,200 and received only Rs. 10 lacs against the same. Your Company has taken legal recourse to recover the remaining amount.	Considering all the circumstances the Board of Directors deem it fit to write off bad debts of Rs. 1,99,34,200/- receivable from Trim Plastics Private Limited.	-

Annexure [B] to Board's Report

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

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2014-15, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2014-15.

Sr. No	Name of Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Mr. T.K.P Naig	Chairman and Whole Time Director	1.70	125%
2	Mr. Pandoo Naig	Managing Director	1.70	125%
3	Mr. Mulraj Shah*	CFO	Not Applicable	Nil
4	Ms. Cynthia Pacheco*	Company Secretary	Not Applicable	5%

Notes:

1. Mr. Mulraj Shah is appointed as CFO of the Company w.e.f 13th August, 2014. Accordingly, the remuneration shown above is for part of the financial year 2014-15.
2. Ms. Cynthia Pacheco has resigned from the post Company Secretary of the Company w.e.f 31st October, 2014. Accordingly, the remuneration shown above is for part of the financial year 2014-15.
3. The aforesaid details are calculated on the basis of remuneration for the financial year 2014-15.
4. Median remuneration of the Company for all its employees is Rs. 5.28 lacs for the financial year 2014-15.
5. The Non-Executive Directors of the Company are entitled for sitting fee. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.
- ii. The percentage increase in the median remuneration of Employees for the financial year was 5%.
- iii. The Company has 11 permanent Employees on the rolls of Company as on 31st March, 2015.
- iv. **Relationship between average increase in remuneration and Company's performance:** The reward philosophy of the Company is to provide market competitive total reward opportunity that has a strong linkage to and drives performance culture. Every year, the salary increases for the Company are decided on the basis of a benchmarking exercise that is undertaken with similar profile organizations. The final salary increases given are a function of Company's market competitiveness in this comparator group as well as overall business affordability. During the year, similar approach was followed to establish the remuneration increases to the Employees. Variable compensation is an integral part of our total reward package and is directly linked to an individual performance rating and business performance. Salary increases during the year were in line with Company's performance as well as per Company's market competitiveness.
- v. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:** In line with Company's reward philosophy, merit increases and Key Managerial Personnel are directly linked to individual performance as well as that of the business. Given the superior business performance and the performance rating of the Key Managerial Personnel, appropriate reward by way of merit increase or variable pay have been awarded to the Key Managerial Personnel for the current year. This was duly reviewed and approved by the Nomination & Remuneration Committee of the Company. During the year, Profit before interest and tax (PBIT) increased by 2396 % compared with last years profit.
- vi. The Market Capitalisation of the Company as on 31st March, 2015 was Rs.165.86 lacs as compared to Rs. 202.18 lacs as on 31st March, 2014. The price earnings ratio of the Company was 0.0006 as at 31st March, 2015 and was 0.00002 as at 31st March, 2014. The closing share price of the Company at BSE Limited on 31st March, 2015 being Rs. 124.10/- per equity share of face value of Rs. 10/- each has grown 1.13 times since the last offer for sale made in the year 2011 (Offer Price was Rs. 110/- per equity share of face value of Rs. 10/- each).
- vii. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 40% whereas the increase in the managerial remuneration was 64%. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies. In keeping with our reward philosophy and benchmarking results, the increases this year reflect the market practice.
- viii. **The key parameters for any variable component of remuneration:** Not applicable.
- ix. **The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** Not Applicable
- x. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
- xi. **Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:** Nil

By and On behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig
Chairman
DIN No: 00716975

Mumbai, 14th August, 2015

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Onelife Capital Advisors Limited
 307, Raut Lane, Opp. Iskon,
 Vile Parle (West),
 Mumbai- 400 049

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Onelife Capital Advisors Limited** ('the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and as per explanations given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the Audit period covering the financial year ended on 31st March, 2015 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (not applicable to the Company during the Audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable as the Company during the Audit period); and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(not applicable to the Company during the Audit period).
- vi. Other Laws specifically applicable to the Company as per representations made by the Management:
 - a. The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
 - b. The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992; and c. The Securities and Exchange Board of India (Stock Brokers and Sub - Brokers) Regulations, 1992

I have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable as Secretarial Standards were not notified during the audit period); and
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out generally in compliance with the provisions of the Act.

Generally adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent generally at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and other Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

I further report that the compliance by the Company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory auditors and other designated professionals.

I further report that during the audit period:

- i. The Company has accorded approval of the members through Postal Ballot for entering into transaction with a related party viz. M/s. Eyelid Infrastructure Private Limited, result of which was declared on 5th March, 2015.

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor
M. No.6180,
CP No.11062

Place: Mumbai
Date: 14.08.2015

Note: This report is to be read with our letter of even date which is annexed as Annexure- 1 and form an integral part of this report.

Annexure 1

To,
The Members,
Onelife Capital Advisors Limited
307, Raut Lane, Opp. Iskon,
Vile Parle (West),
Mumbai- 400 049

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

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

For **M Baldeva Associates**

Place: Mumbai
Date: 14.08.2015

Company Secretaries
CS Manish Baldeva
Proprietor
M. No.6180, CP No.11062

Form No. MGT-9

Extract of Annual ReturnAs on the financial year ended on 31st March 2015

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L74140MH2007PLC173660
Registration Date	31/08/2007
Name of the Company	Onelife Capital Advisors Limited
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered office and contact details	307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049. Tel no.: 022-26210036; Fax: 022-2621 0037 Email id: cs@onelife-capital.in; Web.: www.onelifecapital.in
Whether listed company Yes/No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharepro Services (India) Private Limited 13/A-B Samitha Warehousing Complex, 2nd Floor, Near Sakinaka Tel Exchnage, Sakinaka, Andheri (w), Mumbai – 400 072 Contact Details: + 91 22 6772 0300 Email ID: onelife.ipo@shareproservices.com Web.: www.shareproservices.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
Not Applicable			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Onelife Gas Energy & Infrastructure Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U40102MH2010PLC208489	Subsidiary	50.71	Section 2(87)(ii)
2	Goodyield Farming Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U01100MH2005PLC156052	Step down Subsidiary	-	Section 2(87)(ii)
3	Good Yield Fertilisers and Pesticides Private Limited 307, Raut Lane, Opp. ISKCON, Vile Parle (w), Mumbai – 400049.	U15112MH2005PTC156357	Step down Subsidiary	-	Section 2(87)(ii)

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	9960000	0	9960000	74.55	9960000	0	9960000	74.55	0.00
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9960000	0	9960000	74.55	9960000		9960000	74.55	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	16707	0	16707	0.13	-0.13
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	1600675	0	1600675	11.98	1600675	0	1600675	11.98	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	1600675	0	1600675	11.98	1617382	0	1617382	12.11	0.13
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	1162795	0	1162795	8.70	927309	0	927309	6.94	-1.76
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	300262	2	300264	2.25	569600	2	569602	4.26	2.02
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	334713	0	334713	2.51	276128	0	276128	2.07	-0.44
c) Others(Specify)	1553	0	1553	0.01	9579	0	9579	0.07	0.06
Sub-total(B)(2)	1799323	2	1799325	13.47	1782616	2	1782618	13.34	-0.13

Total Public Shareholding (B)=(B) (1)+ (B)(2)	3399998	2	3400000	25.45	3399998	2	3400000	25.45	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	13359998	2	13360000	100.00	13359998	2	13360000	100.00	0.00

(ii) **Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encum- bered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Naig Prabhakara K	6905000	51.68	0	6905000	51.68	2.25	0.00
2	Pandoo P Naig	3055000	22.87	0	3055000	22.87	0.00	0.00
	Total	9960000	74.55	0	9960000	74.55	2.25	0.00

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year 1. Naig Prabhakar K 2. Pandoo P Naig	6905000 3055000	51.68 22.87	6905000 3055000	51.68 22.87
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
3	At the End of the year 1. Naig Prabhakar K 2. Pandoo P Naig	6905000 3055000	51.68 22.87	6905000 3055000	51.68 22.87

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

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

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Shareholding during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LEMAN DIVERSIFIED FUND	803443	6.01		
	31.03.2015			803443	6.01
2	CRESTA FUND LTD	797232	5.97		
	31.03.2015			797232	5.97
3	EL DORADO BIOTECH PRIVATE LTD.	152549	1.14		
	31.03.2015			152549	1.14
4	Fortune Gilts Pvt. Ltd.	100000	0.75		
	30/05/2014			-8500	-0.06
	06/06/2014			-1400	-0.01
	05/09/2014			-45000	-0.34
	14/11/2014			-8102	-0.06
	13/03/2015			-36998	-0.28
	31.03.2015			0	0.00
5	EL Dorado Biotech Pvt. Ltd.	94400	0.71		
	30/05/2014			-28500	-0.21
	05/09/2014			-44000	-0.33
	14/11/2014			-21733	-0.16
	20/03/2015			-167	0.00
	31.03.2015			0	0.00
6	AJAY SURENDRABHAI PATEL	82350	0.62		
	30/05/2014			17000	0.13
	14/11/2014			-4000	-0.03
	13/03/2015			-16002	-0.12
	20/03/2015			-22333	-0.17
	27/03/2015			-38117	-0.29
	31/03/2015			-18898	-0.14
	31.03.2015			0	0.00
7	FORTUNE GILTS PRIVATE LIMITED	78447	0.59		
	31.03.2015			78447	0.59
8	VAISHALI AJAY PATEL	74000	0.55		
	14/11/2014			-7500	-0.06
	20/03/2015			-18857	-0.14
	27/03/2015			-47643	-0.36
	31.03.2015			0	0.00
9	PRUDENT FINTRADE PRIVATE LIMITED	72469	0.54		
	11/07/2014			-2750	-0.02
	30/09/2014			-10250	-0.08
	03/10/2014			-21460	-0.16
	10/10/2014			-990	-0.01
	20/03/2015			-37019	-0.28
	31.03.2015			0	0.00

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	PRUDENT BROKING SERVICES PRIVATE LIMITED	67000	0.50		
	30/06/2014			1602	0.01
	17/10/2014			-8219	-0.06
	20/03/2015			37019	0.28
	27/03/2015			-63102	-0.47
	31/03/2015			-34300	-0.26
	31.03.2015			0	0.00
11	PRUDENT BROKING SERVICES PRIVATE LIMITED	67000	0.50		
	18/04/2014			6800	0.05
	02/05/2014			8515	0.06
	16/05/2014			200	0.00
	23/05/2014			-141	0.00
	30/05/2014			545	0.00
	06/06/2014			-3346	-0.03
	13/06/2014			-404	0.00
	20/06/2014			2700	0.02
	30/06/2014			-54871	-0.41
	11/07/2014			-17500	-0.13
	22/08/2014			1100	0.01
	29/08/2014			-1100	-0.01
	31/10/2014			7500	0.06
	02/01/2015			6500	0.05
	16/01/2015			8000	0.06
	06/03/2015			-14500	-0.11
	13/03/2015			22000	0.16
	27/03/2015			-22000	-0.16
	31/03/2015			2000	0.01
	31/03/2015			9500	0.07
12	PRUDENT BROKING SERVICES PRIVATE LIMITED	51785	0.39		
	02/05/2014			5350	0.04
	16/05/2014			10000	0.07
	23/05/2014			-6796	-0.05
	30/05/2014			2408	0.02
	06/06/2014			6475	0.05
	13/06/2014			1846	0.01
	20/06/2014			2850	0.02
	30/06/2014			-31466	-0.24
	04/07/2014			-1967	-0.01
	11/07/2014			-40155	-0.30
	25/07/2014			18981	0.14
	29/08/2014			-5135	-0.04
	05/09/2014			5185	0.04
	12/09/2014			-50	0.00

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	19/09/2014			10000	0.07
	30/09/2014			-10000	-0.07
	17/10/2014			-18931	-0.14
	24/10/2014			-50	0.00
	21/11/2014			200	0.00
	28/11/2014			-200	0.00
	31/12/2014			4821	0.04
	02/01/2015			79	0.00
	16/01/2015			7900	0.06
	30/01/2015			4000	0.03
	06/03/2015			-16300	-0.12
	13/03/2015			21500	0.16
	20/03/2015			942	0.01
	27/03/2015			-22942	-0.17
	31/03/2015			500	0.00
	31/03/2015			830	0.01
13	ANAND RATHI SHARE & STOCK BROKERS LIMITED	26025	0.19		
	04/04/2014			9225	0.07
	11/04/2014			-7500	-0.06
	18/04/2014			898	0.01
	25/04/2014			-2598	-0.02
	02/05/2014			50	0.00
	09/05/2014			-50	0.00
	16/05/2014			55	0.00
	23/05/2014			1018	0.01
	30/05/2014			-903	-0.01
	06/06/2014			9940	0.07
	13/06/2014			-9635	-0.07
	20/06/2014			-265	0.00
	30/06/2014			-210	0.00
	04/07/2014			-21226	-0.16
	11/07/2014			-4694	-0.04
	18/07/2014			-119	0.00
	25/07/2014			31558	0.24
	01/08/2014			-4766	-0.04
	08/08/2014			25397	0.19
	15/08/2014			37933	0.28
	22/08/2014			28	0.00
	29/08/2014			2204	0.02
	05/09/2014			-36407	-0.27
	12/09/2014			37643	0.28
	19/09/2014			-12256	-0.09
	30/09/2014			-78726	-0.59

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	03/10/2014			383	0.00
	10/10/2014			25415	0.19
	17/10/2014			-27012	-0.20
	24/10/2014			25123	0.19
	31/10/2014			21487	0.16
	07/11/2014			799	0.01
	14/11/2014			-44195	-0.33
	21/11/2014			57269	0.43
	28/11/2014			-220	0.00
	05/12/2014			-61120	-0.46
	12/12/2014			55	0.00
	19/12/2014			-321	0.00
	31/12/2014			728	0.01
	02/01/2015			279	0.00
	09/01/2015			5712	0.04
	16/01/2015			35016	0.26
	23/01/2015			34	0.00
	30/01/2015			-51	0.00
	13/02/2015			152	0.00
	20/02/2015			-102	0.00
	27/02/2015			-50	0.00
	06/03/2015			260	0.00
	13/03/2015			2972	0.02
	20/03/2015			-2913	-0.02
	27/03/2015			-27591	-0.21
	31/03/2015			55	0.00
	31/03/2015			14783	0.11
14	ANAND RATHI SHARE AND STOCK BROKERS LIMITED	24205	0.18		
	04/04/2014			-160	0.00
	11/04/2014			-27	0.00
	18/04/2014			-5	0.00
	25/04/2014			4281	0.03
	02/05/2014			25	0.00
	09/05/2014			-4281	-0.03
	16/05/2014			2	0.00
	23/05/2014			-40	0.00
	06/06/2014			10000	0.07
	13/06/2014			-10000	-0.07
	04/07/2014			105	0.00
	11/07/2014			-24105	-0.18
	25/07/2014			25673	0.19
	01/08/2014			10266	0.08
	08/08/2014			-7337	-0.05

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	15/08/2014			35795	0.27
	22/08/2014			-2248	-0.02
	29/08/2014			1740	0.01
	05/09/2014			-31990	-0.24
	12/09/2014			7348	0.06
	19/09/2014			-5048	-0.04
	30/09/2014			-33975	-0.25
	03/10/2014			118	0.00
	10/10/2014			3741	0.03
	17/10/2014			-3825	-0.03
	24/10/2014			19650	0.15
	31/10/2014			7540	0.06
	07/11/2014			952	0.01
	14/11/2014			-25212	-0.19
	21/11/2014			42261	0.32
	28/11/2014			-44	0.00
	05/12/2014			-32445	-0.24
	12/12/2014			-322	0.00
	19/12/2014			-687	-0.01
	31/12/2014			125	0.00
	02/01/2015			25	0.00
	09/01/2015			9994	0.07
	16/01/2015			13840	0.10
	23/01/2015			-100	0.00
	30/01/2015			16	0.00
	06/02/2015			200	0.00
	13/02/2015			-116	0.00
	20/02/2015			-100	0.00
	06/03/2015			100	0.00
	13/03/2015			190	0.00
	27/03/2015			-7250	-0.05
	31/03/2015			-2	0.00
	31/03/2015			28873	0.22
15	KARVY STOCK BROKING LTD	7265	0.05		
	04/04/2014			-572	0.00
	11/04/2014			626	0.00
	18/04/2014			-421	0.00
	25/04/2014			478	0.00
	02/05/2014			-365	0.00
	09/05/2014			-1187	-0.01
	16/05/2014			-32	0.00
	23/05/2014			-927	-0.01
	30/05/2014			-126	0.00

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	06/06/2014			-2304	-0.02
	13/06/2014			615	0.00
	20/06/2014			823	0.01
	30/06/2014			-1323	-0.01
	04/07/2014			6706	0.05
	11/07/2014			-3690	-0.03
	18/07/2014			706	0.01
	25/07/2014			894	0.01
	01/08/2014			331	0.00
	08/08/2014			-4684	-0.04
	15/08/2014			-2352	-0.02
	22/08/2014			1626	0.01
	29/08/2014			-1287	-0.01
	05/09/2014			10816	0.08
	12/09/2014			-9238	-0.07
	19/09/2014			-641	0.00
	30/09/2014			24067	0.18
	03/10/2014			2480	0.02
	10/10/2014			-244	0.00
	17/10/2014			-3124	-0.02
	24/10/2014			-543	0.00
	31/10/2014			-1532	-0.01
	07/11/2014			891	0.01
	14/11/2014			3230	0.02
	21/11/2014			977	0.01
	28/11/2014			-1403	-0.01
	05/12/2014			4273	0.03
	12/12/2014			-733	-0.01
	19/12/2014			-1535	-0.01
	31/12/2014			753	0.01
	02/01/2015			-86	0.00
	09/01/2015			-1339	-0.01
	16/01/2015			-1414	-0.01
	23/01/2015			311	0.00
	30/01/2015			-26	0.00
	06/02/2015			248	0.00
	13/02/2015			1613	0.01
	20/02/2015			-230	0.00
	27/02/2015			-1813	-0.01
	06/03/2015			-2375	-0.02
	13/03/2015			23453	0.18
	20/03/2015			-3134	-0.02
	27/03/2015			-3160	-0.02
	31/03/2015			-15766	-0.12

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	31/03/2015			25576	0.19
16	SUNFLOWER BROKING PRIVATE LIMITED	6826	0.05		
	04/04/2014			33000	0.25
	11/04/2014			-39824	-0.30
	18/04/2014			9951	0.07
	25/04/2014			4693	0.04
	02/05/2014			3227	0.02
	09/05/2014			10097	0.08
	16/05/2014			55516	0.42
	23/05/2014			-61725	-0.46
	30/05/2014			29781	0.22
	06/06/2014			-10119	-0.08
	13/06/2014			-40658	-0.30
	20/06/2014			27731	0.21
	30/06/2014			-28496	-0.21
	18/07/2014			22113	0.17
	25/07/2014			-22113	-0.17
	05/09/2014			15	0.00
	12/09/2014			-15	0.00
	30/09/2014			100	0.00
	31/10/2014			733	0.01
	07/11/2014			-833	-0.01
	31/12/2014			9000	0.07
	02/01/2015			53120	0.40
	09/01/2015			880	0.01
	16/01/2015			-59066	-0.44
	23/01/2015			2500	0.02
	13/02/2015			-596	0.00
	27/02/2015			-5838	-0.04
	13/03/2015			1000	0.01
	20/03/2015			-1000	-0.01
	31/03/2015			0	0.00
17	SHRIRAM INSIGHT SHARE BROKERS LTD	0	0.00		
	06/06/2014			99	0.00
	13/06/2014			-99	0.00
	11/07/2014			54804	0.41
	18/07/2014			-54804	-0.41
	15/08/2014			57436	0.43
	22/08/2014			-57436	-0.43
	29/08/2014			60570	0.45
	05/09/2014			-60570	-0.45
	12/09/2014			67851	0.51
	19/09/2014			-20488	-0.15
	30/09/2014			-26863	-0.20

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	03/10/2014			-14733	-0.11
	10/10/2014			-5767	-0.04
	17/10/2014			61000	0.46
	24/10/2014			-61000	-0.46
	07/11/2014			4983	0.04
	14/11/2014			-4983	-0.04
	28/11/2014			50	0.00
	05/12/2014			100	0.00
	12/12/2014			50	0.00
	19/12/2014			-165	0.00
	31/12/2014			-35	0.00
	06/03/2015			85830	0.64
	13/03/2015			-78071	-0.58
	20/03/2015			-7759	-0.06
	31/03/2015			5101	0.04
	31/03/2015			5101	0.04
18	SHRIRAM INSIGHT SHARE BROKERS LTD	0	0.00		
	18/07/2014			23953	0.18
	25/07/2014			-23953	-0.18
	12/09/2014			16000	0.12
	19/09/2014			-16000	-0.12
	03/10/2014			4206	0.03
	10/10/2014			13635	0.10
	17/10/2014			-17841	-0.13
	24/10/2014			22215	0.17
	31/10/2014			-22215	-0.17
	07/11/2014			8112	0.06
	14/11/2014			-8112	-0.06
	21/11/2014			4745	0.04
	28/11/2014			6185	0.05
	05/12/2014			45315	0.34
	12/12/2014			-56245	-0.42
	31/12/2014			12453	0.09
	02/01/2015			-10500	-0.08
	16/01/2015			12555	0.09
	23/01/2015			5309	0.04
	06/03/2015			-16073	-0.12
	13/03/2015			-3744	-0.03
	20/03/2015			6176	0.05
	27/03/2015			7500	0.06
	31/03/2015			3000	0.02
	31/03/2015			16676	0.12
19	SHRIRAM INSIGHT SHARE BROKERS LTD.	0	0.00		
	06/06/2014			300	0.00

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	13/06/2014			-300	0.00
	18/07/2014			54769	0.41
	25/07/2014			-54769	-0.41
	08/08/2014			10	0.00
	15/08/2014			-10	0.00
	29/08/2014			90	0.00
	05/09/2014			-90	0.00
	03/10/2014			11	0.00
	10/10/2014			26098	0.20
	17/10/2014			-26109	-0.20
	24/10/2014			61000	0.46
	31/10/2014			-30985	-0.23
	07/11/2014			-30015	-0.22
	21/11/2014			11493	0.09
	28/11/2014			26500	0.20
	05/12/2014			-7302	-0.05
	12/12/2014			-30691	-0.23
	19/12/2014			51020	0.38
	31/12/2014			30500	0.23
	02/01/2015			-9500	-0.07
	16/01/2015			78371	0.59
	23/01/2015			-20528	-0.15
	30/01/2015			-4000	-0.03
	06/02/2015			-20000	-0.15
	13/02/2015			-25000	-0.19
	20/02/2015			500	0.00
	27/02/2015			-10000	-0.07
	06/03/2015			-5902	-0.04
	13/03/2015			-64961	-0.49
	27/03/2015			17000	0.13
	31/03/2015			17500	0.13
20	SHRIRAM CREDIT COMPANY LIMITED	0	0.00		
	27/03/2015			54000	0.40
	31/03/2015			41800	0.31
	31/03/2015			95800	0.72
21	SHRIRAM CREDIT COMPANY LIMITED	0	0.00		
	11/07/2014			37952	0.28
	31/03/2015			37952	0.28
22	TOWER OVERSEAS LIMITED	0	0.00		
	11/07/2014			33501	0.25
	31/03/2015			33501	0.25
23	SPARROW ASIA DIVERSIFIED OPPORTUNITIES FUND	0	0.00		
	25/07/2014			16000	0.12
	01/08/2014			18000	0.13

Sr. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2014		Cumulative Sharehold- ing during the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	08/08/2014			67200	0.50
	22/08/2014			21700	0.16
	13/03/2015			-122900	-0.92
	31/03/2015			0	0.00
24	LTS INVESTMENT FUND LTD	0	0.00		
	30/09/2014			69000	0.52
	28/11/2014			-69000	-0.52
	31/03/2015			0	0.00
25	ASE CAPITAL MARKETS LIMITED	0	0.00		
	11/04/2014			6000	0.04
	18/04/2014			-6000	-0.04
	25/04/2014			350	0.00
	02/05/2014			-350	0.00
	09/05/2014			634	0.00
	16/05/2014			-634	0.00
	30/06/2014			1439	0.01
	04/07/2014			-1439	-0.01
	08/08/2014			895	0.01
	15/08/2014			1105	0.01
	22/08/2014			-2000	-0.01
	29/08/2014			100	0.00
	05/09/2014			200	0.00
	12/09/2014			-300	0.00
	19/09/2014			3200	0.02
	30/09/2014			-3200	-0.02
	31/10/2014			50	0.00
	07/11/2014			-50	0.00
	19/12/2014			62000	0.46
	31/12/2014			-62000	-0.46
	27/02/2015			2885	0.02
	06/03/2015			-2885	-0.02
	13/03/2015			5751	0.04
	20/03/2015			-5751	-0.04
	31/03/2015			0	0.00
26	Jignesh Hiralal Shah	0	0.00		
	27/03/2015			161468	1.21
	31/03/2015			660	0.00
	31/03/2015			162128	1.21
27	GIRABEN ATULBHAI SHAH	0	0.00		
	27/03/2015			89000	0.67
	31/03/2015			25000	0.19
	31/03/2015			114000	0.85

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	*For Each of the Directors and KMP				
2	At the beginning of the year 1. T.K.P Naig 2. Pandoo P Naig	6905000 3055000	51.68 22.87	6905000 3055000	51.68 22.87
3	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
4	At the End of the year 1. T.K.P Naig 2. Pandoo P Naig	6905000 3055000	51.68 22.87	6905000 3055000	51.68 22.87

***Note:- Except for Mr. T.K.P Naig, Whole Time Director and Mr. Pandoo Naig, Managing Director of the Company (Who are also the promoters of the Company) none of the remaining Director or KMP holds shares of the Company.**

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. **Rs. In Lakhs**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
· Addition	362.21	Nil	Nil	362.21
· Reduction	Nil	Nil	Nil	Nil
Net Change	362.21	Nil	Nil	362.21
Indebtedness at the end of the financial year				
i) Principal Amount	362.21	Nil	Nil	362.21
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	362.21	Nil	Nil	362.21

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Mr. Pandoo Naig (Managing Director)	Mr. T.K.P Naig (Whole Time Director)
1	Gross salary (a)Salary as per provisions contained- insection17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income- tax Act, 1961 (c)Profits in lieu of salary undersec- tion17(3)Income- taxAct,1961	9,00,000 NIL NIL	9,00,000 NIL NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL NIL	NIL
5	Others, please specify	NIL	NIL
6	Total(A)	9,00,000	9,00,000
7	Ceiling as per the Act	The total managerial remuneration payable in respect of financial year 2014-2015 shall not exceed eleven per cent of the net profit of the Company for financial year 2014-2015 or if the same exceeds, it shall be within the limits of Schedule V Part II of Companies Act, 2013. The remuneration paid to Mr. Pandoo Naig is within the statutory limit as specified above.	The total managerial remuneration payable in respect of financial year 2014-2015 shall not exceed eleven per cent of the net profit of the Company for financial year 2014-2015 or if the same exceeds, it shall be within the limits of Schedule V Part II of Companies Act, 2013. The remuneration paid to Mr. T.K.P Naig is within the statutory limit as specified above.

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Independent Directors/ Non-Executive Directors				
		Mr. Ram Narayan Gupta	Mr. Amol Shivaji Autade	Mr. Mahendra Salunke	*Ms. Sonam Satish Kumar Jain	Mr. Dhananjay Parikh
1	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	80,000 Nil Nil	80,000 Nil Nil	Nil Nil Nil	N/A N/A N/A	N/A N/A N/A
2	Total (1)	80,000	80,000	Nil	N/A	N/A
3	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	40,000 N/A N/A
4	Total(2)	N/A	N/A	Nil	N/A	40,000
5	Total (B)=(1+2)	80,000	80,000	Nil	N/A	40,000
6	Total Managerial Remuneration	18,00,000				
7	Overall Ceiling as per the Act	Sitting fee payable to the Director for attending the meeting of the Board or Committee shall not exceed one lakh rupees per meeting of the Board or Committee				

* Ms. Sonam Satish Kumar Jain was appointed w.e.f 31.03.2015.

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		*CFO (Mr. Mulraj Shah)	*Company Secretary (Ms. Cynthia Pacheco)	Total
1	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961	4,24,000 Nil Nil	2,45,000 Nil Nil	6,69,000 Nil Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as% of profit -others, specify.	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
6	Total	4,24,000	2,45,000	6,69,000

* Mr. Mulraj Shah was appointed w.e.f 13.08.2014.

* Ms. Cynthia Pacheco resigned w.e.f 31.10.2014.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the compa-nies Act	Brief de-scription	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made If any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers In Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

Place: Mumbai.
Date: 14.08.2015

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

Annexure [E] to Board's Report

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis. – **Not Applicable**

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	-
2	Nature of contracts/arrangements/transaction	-
3	Duration of the contracts/arrangements/transaction	-
4	Salient terms of the contracts or arrangements or transaction including the value, if any	-
5	Justification for entering into such contracts or arrangements or transactions'	-
6	Date of approval by the Board	-
7	Amount paid as advances, if any	-
8	Date on which the special resolution was passed in General meeting by way of Postal Ballot as required under first proviso to section 188	-

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

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	M/s. Eyelid Infrastructure Private Limited. Mr. Pandoo Naig, Managing Director of Company is also Director and Shareholder in M/s. Eyelid Infrastructure Private Limited
2	Nature of contracts/arrangements/transaction	To take premises on leave and license agreement and any renewal thereof by the Company for its Registered office or any other purpose.
3	Duration of the contracts/arrangements/transaction	Upto 31 st March, 2018
4	Salient terms of the contracts or arrangements or transaction including the value, if any	To take premises on leave and license agreement and any renewal thereof by the Company for its Registered office or any other purpose as the Company may think fit in its absolute discretion at Refundable Security Deposit paid – Rs. 4 Crore and at a Initial Monthly Rent of Rs. 9,500/-
5	Date of approval by the Board	15.01.2015
6	Amount paid as advances, if any	Rs. 4 Crore

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

Place: Mumbai.
Date: 14.08.2015

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and developments

The Central Statistics Office (CSO) has recently undertaken a revision in National Accounts aggregates by shifting to the new base of 2011-12 from the earlier base of 2004-05. As per the new (2011-12) series, the growth rate of gross domestic product (GDP) at (2011- 12) market prices is estimated at 7.4 percent in 2014-15 (Advance Estimates). The growth of gross value added (GVA) at (2011-12) basic prices for agriculture and allied sectors, industrial sector and services sector has been estimated at 1.1 per cent, 5.9 per cent and 10.6 per cent respectively in 2014-15, as compared to 3.7 per cent, 4.5 per cent and 9.1 per cent respectively in 2013-14. The growth of GVA at (2011-12) basic prices for the first, second and third quarters of 2014-15 is estimated at 7.0 per cent, 7.8 per cent and 7.5 per cent respectively, compared to 7.2 per cent, 7.5 per cent and 6.6 per cent respectively during the corresponding quarters of the previous year.

Indian markets have performed excellent amongst the major World indices. In 2014-15 the Indian Securities markets with benchmark indices BSE Sensex and Nifty recorded a growth of over 29% (Sensex up by 29.9 per cent and Nifty up by 31.4 per cent) till 31st December, 2014. (as compared to levels on December 31, 2013). Indian markets reached historic high levels on 28th November 2014 when Sensex closed at 28,693.99 while Nifty closed at 8,588.25.

Onelife Capital Advisors Limited offers fees based Financial Planning services to various clients that enable to priorities financial needs, goals and aspirations to achieve the same. This is part of conscious strategy to provide value added services to wider set of clients including the mass affluent.

Among the selective world indices, Shanghai Composite Index registered highest percentage change of 52.9 percent during the calendar year 2014. Sensex and Nifty meanwhile, observed a percentage change of 29.9 and 31.4 percent respectively. The total net FII flows during 2014-15 stood at US \$ 42.7 billion. FPIs net investment in the Indian markets has been to the tune of US\$ 42.7 billion in the calendar year 2014 (January, 2014- December 31, 2014) as compared to the US\$ 12.13 billion in the entire year of 2013. On the global front, the qualitative and quantitative easing of Japan had a positive impact on Indian markets in anticipation of surge in liquidity. Furthermore, OECD has revealed that India's economy will accelerate in 2015/16. OECD has raised India's growth outlook to 6.6% in 2015/16, up from its last forecast of 5.7% growth in May also had an positive interpretation among investors.

Opportunities and Threats

Due to recession all over the world, the Indian economy, though not affected substantially, has suffered and the opportunities have become limited in all sphere of business. The capital/financial market has suffered a lot. This did not discourage the Board of Directors of your Company who are constantly looking for an opportunity to expand the business of the Company.

Your Company being in financial services sector is facing a very stiff competition from its competitors. However, the Company is trying its level best to achieve the same level of competence to meet the challenges thrown in this sector.

Segment-wise or product-wise performance

The Company is primarily into Advisory Services. Accordingly, the Company is a single business segment company.

Outlook, Risks and Concerns

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

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- The economic environment, pricing pressures could negatively impact our revenues and operating results.
- Our increasing work with government agencies may expose us to additional risks.
- Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.
- We may be subject to litigations which if adversely determined could harm our business and operating results.
- In the event that the Government of India changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability.
- Terrorist attacks or a war could adversely affect the Indian economy, results of operations and financial condition.
- Changes in the policies of government of India or political instability could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally which could impact our business and prospects.

Internal Control Systems and Adequacy

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

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

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

Financial Performance with respect to operational performance of the Company

During the financial year 2014-15 our company's profit after tax was Rs 10.38 Lakhs as compared to Rs 0.49 Lakhs in corresponding period of last year.

Material Developments in Human Resources/ Industrial relations front, including number of people employed.

Onelife firmly believes that growth of core and fringe stakeholders' will foster its growth opportunities. Onelife aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for Onelife's successful growth. We believe that our human capital is our greatest strength and is the driver of growth, efficiency and productivity. Constant efforts are made to create a working environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of employees. The Company's performance on the Industrial Relations front continues to be quite satisfactory. 11 number of people were employed during the year under review.

Subsidiaries**Onelife Gas Energy & Infrastructure Limited**

The main object of the Company is procurement, purchase, exploration, storage, suppliers, distributors, sellers and dealers in natural gas and its derivatives including LPG, CNG, PROPANE and any conventional and non- conventional type of energy.

Goodyield Farming Limited & Good Yield Fertilisers and Pesticides Private Limited

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

CORPORATE GOVERNANCE REPORT

1. Our Corporate Governance Philosophy

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

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

2. BOARD OF DIRECTORS

The Board of Directors meets atleast once a quarter to review quarterly results and other items on the agenda as well as on the occasion of Annual General Meeting of shareholders of the Company. Additional Board meetings are convened as and when necessary.

a. Composition and Category of the Board of Directors:

As on March 31, 2015, Onelife's Board consists of 6 members. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Executive Directors	Mr. T.K.P Naig- Chairman & Whole Time Director Mr. Pandoo Naig- Managing Director
Non-Executive Non- Independent Director	Mr. Dhananjay Parikh
Non Executive Independent Directors	Mr. Ram Narayan Gupta Mr. Amol Shivaji Autade ¹ Mr. Mahendra Salunke ² Ms. Sonam Satish kumar Jain

¹Appointed w.e.f. October 20, 2014

²Appointed w.e.f. March 31, 2015

Note: In compliance to the Listing Agreement where the Chairman is an Executive Director, atleast half of the Board should comprise of Independent Director. Mr. Mahendra Salunke and Ms. Sonam Satish kumar Jain was appointed as Additional Director (Independent) during the year under review.

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

The composition of the Board is in accordance with the requirements of the Corporate Governance code of Listing Agreement with the stock exchanges. The Board is headed by the Executive Chairman. None of the Non-Executive Directors is responsible for day-to-day affairs of the Company.

b. Selection of Independent Directors

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

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

c. Role of the Independent Directors:

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

d. Information Supplied to the Board

The Board has complete access to any information's within the Company and to any of our employees. Regular updates provided to the Board are:

1. Quarterly results for the company and its operating divisions or business segments.
2. Minutes of meetings of audit committee, nomination and remuneration committee and stakeholders relation Committee.
3. Board minutes of subsidiary companies.
4. General notice of interest received from Directors.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices, which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of material nature, of investments, assets, which is not in normal course of business.
14. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

e. Materially significant related party transactions:

There are materially significant related party transactions, monetary transactions or relationships between the Company and Directors, the Management, subsidiaries or relatives disclosed in the financial statements for the year ended March 31, 2015.

f. Meetings of the Board:

Most Board meetings are held at our Registered Office at Mumbai, dates of which are informed in advance. The Board meets atleast once in a quarter to review the quarterly results and other items of the agenda and also on the occasion of the Annual General Meeting of the shareholders. Additional meetings are held when necessary. Independent Directors are expected to attend four Board meetings in a year. However it may not be possible for each one of them to be physically present at all the meetings. Hence we use video conferencing facilities to enable their participation. The members of the Boards have access to all information and records of the Company. In case of any exigency/ emergency, resolutions are passed by circulation. The Board met 10 times during the year. These were held on May 06, 2014, May 30, 2014, June 30, 2014, July 17, 2014, August 13, 2014, October 20, 2014, November 14, 2014, January 15, 2015, January 29, 2015 and March 31, 2015.

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

S r. No.	Name of the Directors	Attendance at meetings during 2014-15			No. of other Directorship (excluding directorship in Private Companies)	Number of committee positions held in other public companies*	
		Board Meetings		Last AGM		Chairman	Member
		Meetings held	Attended				
1	Mr. T.K.P Naig	10	9	Yes	3	None	2
2	Mr. Pandoo Naig	10	10	Yes	4	None	2
3	Mr. Dhananjay Parikh	10	10	No	None	None	None
4	Mr. Ram Narayan Gupta ¹	9	7	Yes	None	None	None
5	Mr. Amol Shivaji Autade ²	9	9	Yes	2	2	2
6	Mr. Mahendra Salunke ³	4	Nil	NA	None	None	None
7	Ms. Sonam Satish Kumar Jain ⁴	NA	NA	NA	None	None	None

¹Appointed w.e.f 30th May, 2014.

²Appointed w.e.f 30th May, 2014.

³Appointed w.e.f 20th October, 2014.

⁴Appointed w.e.f 31st March, 2015.

*Considered Membership and Chairmanship of Audit Committee, Stakeholders Relation Committee and Nomination And Remuneration Committee of Public Limited Companies only (excluding Onelife Capital Advisors Limited). The status is as on March 31, 2015.

The Directors furnish Notice of Disclosure of Interest as specified in Section 184 of the Company Act 2013.

h. **Board material distributed in advance**

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

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

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

j. **Brief Profile of Director(s)**

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

k. **Code of Conduct**

Pursuant to Clause 49 of the Listing Agreement, the Board of Directors has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year 2014-15.

A declaration to this effect signed by the Executive Director is given in this report. The aforesaid code has also been posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

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

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

m. Code of Conduct for Independent Directors

The Code of Conduct for Independent Directors ('Code') has been adopted by the Company to comply with the Section 149, read with Schedule IV under the Companies Act, 2013 ('Act') and such other rules and regulations as applicable. The Code is a guide to professional conduct for Independent Directors. It is believed that adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators in the institution of independent directors. Further pursuant to the provisions of Act and the Listing Agreement, Independent Directors of the Company hold at-least one meeting in a financial year without attendance of Non-Independent Directors and the members of the Management. The said meeting was held on March 31, 2015.

Company had also issued a formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms and condition of appointment and code for Independent Directors is available on the website of the Company and can be accessed through the following link:
<http://www.onelifecapital.in/investorrelations.html>

n. Familiarisation Programme

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

The familiarization programme for Independent Directors in terms of provisions of Clause 49 of the Listing Agreement is uploaded on the website of the Company and can be accessed through the following link:
<http://www.onelifecapital.in/investorrelations.html>

o. Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution. Policy for evaluation of performance of board of

Directors of the company is uploaded on the website of the Company and can be accessed through the following link:
<http://www.onelifecapital.in/investorrelations.html>

3. COMMITTEES OF THE BOARD

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

A) Audit Committee:

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

Five Audit Committee meetings were held during the Financial Year i.e May 30, 2014, August 13, 2014, November 14, 2014, January 29, 2015 and March 31, 2015.

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

The Composition of the Audit Committee and the details of meetings attended by the members of the Audit Committee are given below:-

Name	Designation	Status	No. of Meetings during the year 2014-15	
			Held	Attended
Mr. Ram Narayan Gupta	Chairman	Independent Director	5	5
Mr. Amol Shivaji Autade	Member	Independent Director	5	5
Mr. Pandoo Naig	Member	Managing Director	5	5

Scope and terms of reference is as under:-

Powers of the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The functions of the Audit Committee include the following:

- (a) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- (d) Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by the Management.
 - (iv) Significant adjustments made in the financial statements arising out of audit findings.
 - (v) Compliance with listing and other legal requirements relating to financial statements.
 - (vi) Disclosure of any related party transactions.
 - (vii) Qualifications in the draft audit report.
- (e) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
- (f) Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of the proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- (g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (h) Approval or any subsequent modification of transactions of the company with related parties;
 - (i) Scrutiny of inter-corporate loans and investments;
 - (j) Valuation of undertakings or assets of the company, wherever it is necessary;
 - (k) Evaluation of internal financial controls and risk management systems;
 - (l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- (m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (n) Discussion with internal auditors of any significant findings and follow up there on;
- (o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (r) To review the functioning of the Whistle Blower mechanism;
- (s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (t) Monitoring the end use of funds raised through public offer and related matters;
- (u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee:

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B) NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors has constituted the Nomination and Remuneration Committee pursuant to inter-alia, Section 178 of the Companies Act, 2013.

Terms of reference:

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

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
2. To carry out evaluation of every Director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To devise a policy on Board diversity;
6. To review the overall compensation policy for Non- Executive Directors and Independent Directors and make appropriate recommendations to the Board of Directors;
7. To make recommendations to the Board of Directors on the increments in the remuneration of the Directors;
8. To assist the Board in developing and evaluating potential candidates for Senior Executive positions and to oversee the development of executive succession plans;
9. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
10. To formulate the Employee Stock Option Scheme (ESOS), decide the terms and conditions, make appropriate recommendations to the Board of Directors and administer and superintend ESOS;

11. To maintain regular contact with the leadership of the Company, including interaction with the Company's human resources department, review of data from the employee survey and regular review of the results of the annual leadership evaluation process; and
12. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

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

Name	Designation	Status	No. of Meetings during the year 2014-15	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent Director	5	5
Mr. Ram Narayan Gupta	Member	Independent Director	5	5
Mr. Dhananjay Parikh	Member	Non – Executive Director	5	5
Ms. Sonam Satish Kumar Jain ¹	Member	Independent Director	NA	NA

¹ Ms. Sonam Satish Kumar Jain was appointed w.e.f March 31, 2015.

Five meetings were held during the Financial Year i.e. on May 30, 2014, August 13, 2014, October 20, 2014, November 14, 2014 and March 31, 2015.

Nomination & Remuneration Policy

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company had been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. The policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The aforesaid Policy has also been posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

Board Membership Criteria:

The Board of Directors is collectively responsible for selection of a member of the Board. The Nomination & Remuneration Committee of the Company follows a defined criteria for identification, screening, recruiting and recommending candidates for election as a Director on the Board. While screening, selecting and recommending to the Board new members, the Committee ensures that the Board is objective in its selection, there is absence of conflict of interest and the Board composition ensures availability of diverse perspectives, business experience, legal, financial & other expertise, integrity, managerial qualities, practical wisdom, ability to read and understand financial statements, commitment to ethical standards and values of the Company and ensure healthy debates and sound decision.

The Independent Directors comply with the criteria as given under Clause 49 of the Equity Listing Agreement. While appointing/ re-appointing any Non-Executive Directors on the Board, the Committee considers the criteria as laid down in the Equity Listing Agreement.

Executive Directors Remuneration:

The Company pays remuneration to Executive Directors by way of salary, perquisites, and allowances based on the recommendations of the Nomination & Remuneration Committee, approval of the Board and the shareholders.

The aggregate value of salary paid for the year ended 31st March, 2015 to the Managing Director and Whole Time Director is as follows:

Sr. No	Name of the Director	Designation	Salary & Perquisites (in Rs)
1	Mr. Pandoo Naig	Managing Director	9,00,000/-
2	Mr. T.K.P Naig	Whole Time Director Designated as Executive Chairman	9,00,000/-

The tenure of office of the Managing Director and Whole Time Directors is for three years from their respective dates of appointment.

Non- Executive Directors Remuneration:

Non- Executive Directors of the Company are entitled only to sitting fees for the meeting of the Board of Directors and/or Committee meetings attended by them. No other payment is being made to them. The Company pays sitting fees of Rs 10,000/- per Board meeting and Rs 10,000 for per Committee meetings for meetings attended per quarter provided that sitting fees does not exceed the sum of Rs.1,00,000 per meeting.

Details of sitting fees paid to the Non-Executive Directors for the year ended 31st March, 2015:

Sr. No	Name of the Director	Sitting Fees (in Rs)
1	Mr. Dhananjay Parikh	40000/-
2	Mr. Ram Narayan Gupta	80000/-
3	Mr. Amol Shivaji Autade	80000/-
4	Mr. Mahendra Salunke	Nil
5*	Ms. Sonam Satish Kumar Jain	Nil

Details of fixed component and performance linked incentives, along with the performance Criteria:- Not Applicable

Service contracts, notice period, severance fees:- Not Applicable

Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable:- Not Applicable

C) Stakeholders Relationship Committee:

On May 30, 2014 the name of the Shareholders & Investors Grievance Committee was changed to Stakeholders Relationship Committee. The Composition of the Stakeholders Relationship Committee and details of Meetings attended by the Directors are given below: Four meetings were held during the Financial Year 2014-15 i.e on May 30, 2014, August 13, 2014, November 14, 2014 and January 29, 2015.

Name	Designation	Status	No. of Meetings during the year 2014-15	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent	4	4
Mr. Ram Narayan Gupta	Member	Independent	4	4
Mr. Dhananjay Parikh	Member	Non-Executive	4	4

Details of Shareholders' Requests/Complaints:

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

Particulars	Opening Balance	Received	Resolved	Pending
Complaints :	1	1	2	0

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers/ transmissions, issue of share certificates, non-receipt of annual reports, and other allied complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

As on March 31, 2015, no complaint was outstanding.

Name, Designation and Address of Compliance Officer:-

Mr. Padnoo Naig

Managing Director

307, Raut Lane, Opp. ISKCON,

Vile Parle (w) Mumbai -400049

Tel no.: 022-26210036; Fax: 022-26210037

Email id: cs@onelifecapital.in

The constitution, duties and responsibilities of the Stakeholders' Relationship Committee are in line with Clause 49 of the Listing Agreement with the stock exchanges, and other applicable provisions.

D) Risk Management Committee:

The Board of Directors has constituted Risk Management Committee in order to identify and mitigate risk. The Composition of the Risk Management Committee are given below:

Name	Designation	Status
Mr. Dhananjay Parikh	Chairman	Non-Executive
Mr. Ram Narayan Gupta	Member	Independent
Mr. Pandoo Prabhakar Naig	Member	Managing Director

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

Subsidiary Companies' Monitoring Framework

The Company monitors performance of subsidiary companies, inter alia, by the following means:

Atleast One independent director of the Company is a Director on the Board of each Material Subsidiary of the Company. Financial statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee. Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly. A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board. The Company has adopted a Policy for Determining Material Subsidiaries which is posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

4. GENERAL BODY MEETINGS

i. General Meeting:

a. ANNUAL GENERAL MEETING (AGMs):

The particulars of annual general meeting held during the last three years are as follows:

Year	Date	Time	Venue
2013-2014	29 th September, 2014	10.00 a.m	DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai – 400001.
2012-2013	25 th September, 2013	10.30 a.m	2 nd Floor, Appejay Business Centre, Appejay House, 3 Dinshaw Vachha Road, Churchgate, Mumbai- 400 020
2011-2012	24 th September, 2012	9.30 a.m	Kilachand Conference Room, 2 nd Floor, Indian Merchant Chambers, IMC Bldg, IMC Marg, Churchgate, Mumbai- 400 020

b. Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during the year 2014-15.

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

At the Annual General Meeting held on September 29th, 2014, No resolution was passed by way of special resolution

At the Annual General Meeting held on September 25th, 2013 the following special resolutions were passed.

- Re-appointment of Mr. T.K.P Naig, as Executive Chairman of the Company
- Re-appointment of Mr Pandoo Naig, as Managing Director of the Company

At the Annual General Meeting held on September 24th, 2012 the following special resolutions were passed.

- Keeping the Registers and Index of Members and copies of Annual Returns together with copies of Certificates and documents required to be annexed thereto at the office premises of the Company's Registrar & Share Transfer Agents i.e. Sharepro Services (India) Private Limited

- Alteration of Articles of Association (AOA) of the Company w.r.t participation of Board in Committee and Board meetings via video conferencing and provisions thereto.
- Ratification and approval of the shareholders to all acts, deeds and things done by the Company in entering into and giving effect to the terms of the below mentioned contracts/agreement/memorandum of understanding, and all payments received by the Company and all payments made by the Company pursuant thereto, whether made from the IPO proceeds or otherwise, whether the same be mentioned in the DRHP/RHP/Prospectus or not and whether the same varies with the disclosures given in the DRHP/RHP/Prospectus or not as the same are in the best interest of the Company and its stakeholders.

iii Special Resolution passed through Postal Ballot along with the details of voting pattern

Following Special Resolution was passed through Postal Ballot in the Financial Year 2014-2015:

- Approval of Related Party Transaction between the Company and M/s. Eyelid Infrastructure Private Limited(a related party) for taking premises on leave and license basis.

25 postal ballot forms were received and 5 members casted their votes on the e-voting platform as per details given below.

Particulars	Number			Number of Votes contained			Percentage
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Received	25	5	30	2160	529	2689	100%
Assent	24	4	28	2145	104	2249	83.64%
Dissent	1	1	2	15	425	440	16.36%
Abstained	-	-	-	-	-	-	-
Total	25	5	30	2160	529	2689	100%

The Company had appointed Mr. Mukesh Siroya, M/s. M Siroya and Company, Practicing Company, as the Scrutinizer for conducting the Postal Ballot process to ensure carrying out the Postal Ballot process in a fair and transparent manner. The results of Postal Ballot was declared on 5th March, 2015 at the registered office address of the Company.

Clause 49 of the Listing Agreement ('the Clause') mandates us to obtain a certificate from either the auditors or practicing Company Secretaries regarding the compliance to conditions of corporate governance as stipulated in the Clause, and annex the certificate with the Directors Report, which is sent annually to all our shareholders. We have obtained a certificate to this effect, which is provided as an Annexure to the Directors Report.

iv. Whether any special resolution is proposed to be conducted through Postal Ballot:- No

v. Procedure for Postal Ballot:

For conducting a Postal Ballot, notice specifying the resolutions proposed to be passed through Postal Ballot as also the relevant explanatory statement & the postal ballot forms are dispatched to all the shareholders alongwith self addressed postage prepaid envelope. The Shareholders are requested to send back the postal ballot forms duly filled up & signed in the postage prepaid envelopes provided to them by the Company, so as to reach the Scrutinizer (in whose name the envelopes are made) on or before the 30th day from the date of issue of notice by the Company. The Scrutinizer compiles the Postal Ballot Result out of the postal ballot forms found valid and hands over the results to the Chairman. The Chairman thereupon declares Result of the Postal Ballot and the same are also displayed on a notice at the Registered Office of the Company.

5. DISCLOSURES

Disclosures on materially significant related party transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company. The disclosure of transactions with the related parties set out in Note No. 26 of the Standalone Financial Statements, forming part of the Annual Report.

All related party transactions are negotiated on arms length basis and are intended to further the interests of the Company. Company has adopted a Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions

which is posted on the Company's website on <http://www.onelifecapital.in/investorrelations.html>

Disclosure of accounting treatment in preparation of financial statements

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

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

The Company received final order from SEBI dated 30th August, 2013 whereby the following directions have been given:

- (a) Onelife Capital Advisors Ltd (PAN No. AAACO9540L) and its Managing Director Mr. Pandoo P. Naig (PAN No. ACNPN2800J) shall, jointly and severally, bring Rs 35.25 crores i.e. the diverted IPO proceeds into the company from Fincare, Precise and KPT within six months from the date of the said order;
- (b) The Board of Directors of OCAL shall ensure compliance of above direction and submit a monthly progress report in the above regard to SEBI. Further the Board of Directors shall also furnish to SEBI a Compliance Report duly certified by a SEBI registered Merchant Banker within two weeks of compliance of the above direction;
- (c) Onelife Capital Advisors Ltd (PAN No. AAACO9540L) and its managing director Mr. Pandoo P. Naig (PAN No. ACNPN2800J) shall be remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner, for a period of 3 years from the date of the *interim order* i.e 28th December, 2011
- (d) Other non-executive/independent directors of OCAL namely Mr. T. K. P. Naig (PAN No. ABIPN2653D), Mr. D. C. Parikh (PAN No. ACTPP2402L), Mr. A. P. Shukla (PAN No. AECPS3296Q), Mr. T. S. Raghavan (PAN No. AAFPR1521A) and Mr. T. Shirdharani (PAN No. AAIPS0065M) shall not take up any assignments as directors in any company for a period of one year from the date of this order.

The Company has received full IPO proceeds of the amount Rs. 35.25 crores. Rs 7.70 crores from M/s KPT Infotech Private Limited paid towards Brand Building. Rs 12 crores from Precise Consulting & Engineering Private Limited paid towards Development of Portfolio Management Services and General Corporate Purpose and Rs 15.55 crores from Fincare Financial & Consultancy Services Private Limited paid towards Development of PMS Business and payment of finder fees and Purchase of Corporate Office.

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

Besides this on July 07, 2014 the Company has received a Notice under Regulation 25(1) of SEBI (Intermediaries) Regulations, 2008 whereby SEBI has alleged us in contravening the provisions of SEBI (Stock-Brokers and Sub-Brokers) Regulations, 1992 and SEBI (Merchant Bankers) Regulations, 1992 being not a 'fit and proper person' to act as stock-broker and a merchant banker. The Company has filed its reply.

During the year Company was asked to pay service tax of Rs. 86.25 Lacs pending the issue of show cause notice by the Department. The same has been paid under protest and accounted as advance Service Tax.

Vigil Mechanism and Whistle Blower Policy:

- Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with Clause 49 of the Listing Agreement, your Company has adopted a Whistle

Blower Policy with an objective to provide its employees and a mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

- No personnel was denied access to the Audit Committee of the Company.

The Company has adopted Whistle Blower Policy & Vigil Mechanism which is posted on the Company's website on: <http://www.onelifecapital.in/investorrelations.html>

6. Means of Communication

- Quarterly results are communicated through newspaper advertisements in prominent national and regional dailies like Free Press Journal and Navshakti.
- The financial results are also displayed on the website of the Company i.e. www.onelifecapital.in.
- The Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto.
- SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redressal system i.e SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The company uploads the action taken on the complaint which can be viewed by the shareholder. The company and investor can seek and provide clarifications online to each other.

7. General Shareholders' Information:

Annual General Meeting	30 th September, 2015 at 10:30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020
Financial Year	April 1, 2014 to March 31, 2015.
Cut off date for remote e-voting	23 rd September, 2015.
Date of Book Closure	24 th September, 2015 to 30 th September, 2015 (both the days inclusive)
Dividend Payment Date	The Company does not recommend any dividend for the year 2014-15.
Listing on Stock Exchanges (Equity Shares)	1. BSE Limited 2. National Stock Exchange of India Limited The Company has paid the listing fees to the Stock Exchanges.
Stock Code (Equity)	BSE-533632 NSE -ONELIFECAP
CIN	L74140MH2007PLC173660

Financial Calendar for 2015-2016

Results for first Quarter (tentative)	1st fortnight of August 2015
Results for second Quarter (tentative)	1st fortnight of November 2015
Results for third Quarter (tentative)	1st fortnight of February 2016
Results for fourth Quarter (tentative) and Annual	May 2016
Annual general Meeting for the year ended 31 st March 2016	September, 2016

Market information:

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

BSE HIGH AND LOW PRICE AS ON APRIL'2014 -MARCH'2015					BSE SENSEX	
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW
APR'2014	153.9	169.9	137.1	138.45	22939.31	22197.51
MAY'2014	140.1	195	132.5	165.8	25375.63	22277.04
JUNE'2014	169	214	148.55	181.35	25725.12	24270.20
JULY'2014	183.8	185.4	151.6	159.35	26300.17	24892.00
AUG'2014	162	288	156.1	217.65	26674.38	25232.82
SEP'2014	219	380	210.3	214.25	27354.99	26220.49

OCT'2014	215.65	224.8	180.2	201.8	27894.32	25910.77
NOV'2014	202	217.7	158.05	162.45	28822.37	27739.56
DEC'2014	163.95	167	125.1	134.7	28809.64	26469.42
JAN'2015	136	147	127	130.25	29844.16	26776.12
FEB'2015	132.55	141	109.3	112.9	29560.32	28044.49
MAR'2015	113.9	160.1	87	124.1	30024.74	27248.45

NSE HIGH AND LOW PRICE AS ON APRIL'2014 MARCH'2015					S & P CNX Nifty	
MONTH	OPEN	HIGH	LOW	CLOSE	HIGH	LOW
APR'2014	152.75	169	123	139.05	6869.85	6650.40
MAY'2014	140.05	194	132	165.65	7563.50	6638.55
JUNE'2014	165.10	213.90	148.10	181.55	7700.05	7239.50
JULY'2014	181	185.50	152	158.80	7840.95	7422.15
AUG'2014	160	285.20	155.05	216.60	7968.25	7540.10
SEP'2014	220	359	203.30	214.90	8180.20	7841.80
OCT'2014	212.80	224.90	180	201.30	8330.75	7723.85
NOV'2014	202.10	217.50	156.35	163.10	8617.00	8290.25
DEC'2014	163.95	167	124.10	134.70	8626.95	7961.35
JAN'2015	134.20	146.80	127.80	129.25	8966.65	8065.45
FEB'2015	130.05	141.60	108	112.50	8941.10	8470.50
MAR'2015	114	159.95	86.25	124.20	9119.20	8269.15

Registrar and Share Transfer Agent	M/s. Sharepro Services (India) Private Ltd. Address: 13/A-B, Samitha Warehousing Complex, 02 nd Floor, Near Sakinaka Tel. Exchange, Sakinaka, Andheri (East), Mumbai-400072 Contact Person: Mr. Anil Shinde Contact Details: +91 22 6772 0300/400
Share Transfer System	Share transfers are processed and share certificates duly endorsed are returned within a period of seven days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Stakeholders Relationship Committee. The Company obtains from a Company Secretary in practice, half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Equity Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges

Distribution schedule of the Shareholding as on 31st March 2015:

DESCRIPTION	No. of shareholders	%	Number of shares	%
LESS THAN 500	2683	87.795	290737	2.176
500 - 1000	173	5.661	133315	0.998
1001 - 2000	99	3.240	142080	1.063
2001 - 3000	30	0.982	73384	0.549
3001 - 4000	19	0.622	64216	0.481
4001 - 5000	12	0.393	54207	0.406
5001 - 10000	15	0.491	121628	0.910
10001 AND ABOVE	25	0.818	12480433	93.416
TOTAL	3056	100.00	13360000	100.00

Shareholding Pattern as on 31st March 2015

Category	No. of shares	Shareholding %
(A) Shareholding of Promoter and Promoter Group		
(1) Indian Individuals/Hindu Undivided Family	9960000	74.55
Sub Total (A)	9960000	74.55
(B) Public Shareholding		
(1) Institutions		
Foreign Institutional Investors	1600675	11.98
Financial Institutions/Banks	16707	0.13
Sub-Total (B)(1)	1617382	12.11
(2) Public Shareholding (Non-Institutions)		
: Bodies Corporate	927309	6.94
: Individual shareholders holding nominal share capital up to Rs. 1 lakh	569602	4.26
: Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	276128	2.07
: Non- Resident Indians	9579	0.07
Sub-Total (B)(2)	1782618	13.34
Total B (B1+B2)	3400000	25.45
TOTAL (A+B)	13360000	100

Dematerialization of Shares:

The Equity Shares of the Company are to be traded compulsorily in Dematerialised form. About 99.99% of paid-up Equity Capital has been Dematerialised as on 31/03/2015 and the rest is in physical form.

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

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

Shares held in Demat and Physical mode as at March 31, 2015 are as follows:

Particulars	No. of Share	Percentage (%) of Total Shares
Physical Segment	2	0.00001
Demat Segment	13359998	99.99999
NSDL	12441203	93.12278
CDSL	918795	6.87721
Total	13360000	100.0000

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

8. MANAGEMENT DISCUSSION ANALYSIS REPORT

The Management Discussion Analysis report forms a part of the Annual Report.

9. APTION OF MANDATORY ANND NON MANDATORY REQUIREMNTS OF CLAUSE 49

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company has adopted non mandatory requirements of Clause 49 of Listing Agreement, the details of these compliance alongwith the non-mandatory requirements adopted by the Company have been given in the relevant sections of this report.

10. CODE OF CONDUCT

The Board members have confirmed compliance with code of conduct and ethics for the period ended March 31st, 2015 as provided under clause 49 of the listing agreement with the stock exchange. A copy of the Code has been put on the Company's website www.onelifecapital.in. A declaration signed by the Managing Director of the Company is given below:

DECLARATION

I, Mr. Pandoo Naig- Managing Director of Onelife Capital Advisors Limited hereby declare that all the members of the Board of Directors of the Company and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2015.

For Onelife Capital Advisors Limited

Date: 14/08/2015

Place: Mumbai

**Pandoo Naig
Managing Director
DIN No. 00158221**

Designated email address for investor service

In terms of Clause 47 (f) of the Listing Agreement, the designated email address for investor complaints is redressal@onelifecapital.in

By and on behalf of the Board

for ONELIFE CAPITAL ADVISORS LIMITED

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

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

Place: Mumbai

Date: 14.08.2015

CERTIFICATE OF COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members,

Onelife Capital Advisors Limited

We have examined the compliance of condition of Corporate Governance by **Onelife Capital Advisors Limited** ('the company') for the year ended on 31st March 2015, as stipulated in clause 49 of the Listing Agreements executed by the company with the BSE Limited and National Stock Exchange of India Ltd.

The compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

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

For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

FCS – 6180
CP No. – 11062

Place : Mumbai
Date : 14.08.2015

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER OF THE COMPANY**

To

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

We, Pandoo Naig, Managing Director and Mulraj Shah, Chief Financial Officer of Onelife Capital Advisors Limited, to the best of our knowledge and belief certify that:

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

Pandoo Naig

Mulraj Shah

Managing Director
DIN No. 00158221

Chief Financial Officer

Place: Mumbai
Date: 14.08.2015

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF,
ONELIFE CAPITAL ADVISORS LIMITED

1 Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2 Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3 Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.

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

4 Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

5 Emphasis of Matters

Attention is invited to the following: -

- a As mentioned in Note No. 20 to the standalone financial statements, as per the order of Securities Exchange Board of India (SEBI) dated 30th August, 2013, the Company was required to bring back Rs. 3,525 Lacs which were held to be diverted IPO proceeds. Further, the Company and its managing director Mr. Pandoo P. Naig were restrained and prohibited from accessing the securities market for a period of 3 years from the date of the interim order of SEBI i.e., from December 28, 2011.

As mentioned in Note No. 21 to the standalone financial statements, the Company have received back Rs. 3,525 Lacs from the different parties. The total amount of Rs. 3,525 Lacs has been kept in fixed deposits with Bank as on March 31, 2015.

- b As mentioned in Note No. 22 to the standalone financial statements, the Company has received Adjudication order dated November 28, 2014 imposing a penalty of Rs. 45 Lacs on the Company, Rs.155 Lacs on Managing Director Mr. Pandoo Naig and Rs.150 Lacs on Whole time Director Mr. T. K. P. Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 Lacs to SEBI and debited it as exceptional item in the statement of Profit and Loss.
- c As mentioned in Note No. 32(b) to the standalone financial statements, the Company has passed a special resolution through postal ballot conducted on January 23, 2014 and changed the objects of the IPO. The amount of Rs. 3,525 is lying in the bank as on March 31, 2015 pending the utilisation.

Our opinion is not qualified in respect of these matters.

6 Report on Other Legal and Regulatory Requirements

- (A) As required by the Companies (Auditors Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
- (B) As required by Section 143 (3) of the Act, we report that:
 - a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e The matter described under the "Emphasis of Matters" paragraph above, in our opinion, may have an adverse impact on the functioning of the Company.
 - f On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i The Company has disclosed the litigations taken place during the year. As at March 31, 2015 that there were no litigations and proceedings pending as referred to Note No. 35 of the standalone financial statements;
 - ii As at March 31, 2015, the Company did not have any outstanding long term contracts including derivative contracts as referred to Note No. 35 of the standalone financial statements; and
 - iii There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year.

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

S. S. SHAH
Partner
Membership No.: - 033632

Place: Mumbai
Date : August 14, 2015

Annexure to Independent Auditors' Report
(Referred to in paragraph 6A under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i In respect of fixed assets:

- a The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets.
- b As per the information and explanations given to us, there is a phased programme of physical verification of fixed assets adopted by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the Company and nature of its assets.

ii In respect of Inventories:

The Company's nature of operations does not require it to hold inventories. Accordingly, clauses (ii)(a) to (ii)(c) of paragraph 3 of the Companies (Auditors Report) Order, 2015 ("the Order") are not applicable to the Company.

iii According to information and explanations given to us, the Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013. In respect of such loan:

- a The repayment terms are not stipulated as the loan is repayable on demand and are regular in payment of interest.
- b There were no overdue amount of principal and interest.

iv In our opinion and according to information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in such internal control system.

v In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year from the public. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.

vii In respect of statutory dues:

- a According to the information and explanations given to us and records examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, wherever applicable to it, with the appropriate authorities, *though there have been a slight delay in few cases*. According to information and explanations given to us no undisputed arrears of statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
- b According to the records of the Company and the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess, which have not been deposited as on March 31, 2015 on account of any dispute.
- c During the year ended March 31, 2015, the Company was not required to transfer any amount to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Accordingly, paragraph 3(vii)(c) of the Order is not applicable.

viii There are no accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

-
- ix In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to bank. There are no dues to any financial institution and the Company has not issued any debentures.
- x Based on our examination of the records and information and explanations given to us, the company has not given any guarantee for loans taken by others, from bank or financial institutions.
- xi According to the information and explanations given to us, as also on the basis of books and records examined by us, there were no term loans raised and availed during the year.
- xii During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by management.

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

S. S. SHAH
Partner
Membership No.: 033632

Place: Mumbai
Date : August 14, 2015

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note	Rs. in Lacs	
		As at March 31, 2015	As at March 31, 2014
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,336.00	1,336.00
Reserves & Surplus	3	3,466.91	3,456.89
Non-Current Liabilities			
Long Term Provisions	4	2.38	0.81
Current Liabilities			
Short Term Borrowings	5	362.21	-
Trade Payables	6	-	845.13
Other Current Liabilities	7	13.37	4.66
Short Term Provisions	8	3.54	1.24
Total		5,184.41	5,644.73
ASSETS			
Non-Current Assets			
Fixed Assets	9		
Tangible Assets		1.50	3.59
Intangible Assets		-	0.03
Capital Work in Progress		38.83	-
Non-Current Investments	10	301.68	301.68
Long Term Loans and Advances	11	622.21	1,407.24
Current Assets			
Trade Receivables	12	-	199.34
Cash and Bank Balances	13	3,594.72	1,777.13
Short Term Loans and Advances	14	167.11	1,955.72
Other Current Assets	15	458.36	-
Total		5,184.41	5,644.73
Significant accounting policies	1		
Notes forming part of financial statements	2 to 37		

As per our report of even date

For Khandelwal Jain & Co**Chartered Accountants****Firm Registration No: - 105049W****For and on behalf of Board of Directors of Onelife Capital Advisors Limited**

Executive Chairman

Managing Director

[S. S. Shah]**Partner****Membership No: - 033632**

Chief Financial Officer

Place: Mumbai**Date : 14th August, 2015****Place: Mumbai****Date : 14th August, 2015**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note	Rs. in Lacs	
		For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from Operations	16	4.50	-
Other Income	17	362.74	96.05
Total Revenue		367.24	96.05
EXPENSES			
Employee benefits expenses	18	42.54	31.15
Finance costs		10.16	-
Depreciation and amortization expense	9	2.83	1.31
Other Expenses	19	252.98	63.04
Total Expenses		308.51	95.50
Profit before exceptional and extraordinary items and tax		58.73	0.55
Exceptional items		45.00	-
Profit before tax		13.73	0.55
Tax expense			
(1) Current Year tax		3.35	-
(2) Short provision for tax of earlier years		-	0.06
		3.35	0.06
Profit for the year		10.38	0.49
Basic and Diluted Earnings Per Equity Share (Rs.)	28	0.08	0.004
Significant accounting policies	1		
Notes forming part of financial statements	2 to 37		

As per our report of even date

For Khandelwal Jain & Co

Chartered Accountants

Firm Registration No: - 105049W

[S. S. Shah]

Partner

Membership No: - 033632

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

Executive Chairman

Managing Director

Chief Financial Officer

Place: Mumbai

Date : 14th August, 2015

Place: Mumbai

Date : 14th August, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Rs. in Lacs	
	For the year ended March 31, 2015	For the year ended March 31, 2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional and extraordinary items and tax	58.73	0.55
Adjustments for:		
Depreciation	2.83	1.31
Interest Paid	10.16	-
Interest income	(361.84)	(96.05)
Operating Profit before working capital changes	(290.12)	(94.19)
Adjustments for:		
(Increase) / Decrease in Trade Receivable and Other Assets	1,573.50	1,773.12
Increase / (Decrease) in Trade Payables and Other Liabilities	(832.54)	(3.05)
Cash generated from operations	450.84	1,675.88
Direct Taxes paid (net of refunds received)	(21.80)	24.80
Cash flow before exceptional and extraordinary items	429.04	1,700.68
Penalty	(45.00)	-
Net Cash Flow from Operating Activities -	[A] 384.04	1,700.68
B CASH FLOW FROM INVESTING ACTIVITIES		
*Purchase of Fixed Assets	(1.08)	-
(Increase) / Decrease in Other Bank Balances	(3,525.00)	-
Loans (given) / repaid (net) - Subsidiaries	759.57	(94.63)
Interest Received	361.84	96.05
Net Cash Flow from investing activities -	[B] (2,404.67)	1.42
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings	362.21	-
Interest Paid	(10.16)	-
Net Cash Flow from Financing activities -	[C] 352.05	-
Net Increase in Cash and Cash Equivalents -	[A+B+C] (1,668.58)	1,702.10
Cash and Cash Equivalents at the beginning of the year	1,777.13	75.03
Cash and Cash Equivalents at the end of the year	108.55	1,777.13
Other Bank Balances	3,525.00	-
Cash and Bank Balances at the end of the year (Refer Note No. 13)	3,633.55	1,777.13

Note:

*Purchase of fixed assets includes movement of capital work-in-progress during the year.

Significant accounting policies

1

Notes forming part of financial statements

2 to 37

As per our report of even date

For Khandelwal Jain & Co**For and on behalf of Board of Directors of Onelife Capital Advisors Limited****Chartered Accountants****Firm Registration No: - 105049W**

Executive Chairman

Managing Director

[S. S. Shah]**Partner****Membership No: - 033632**

Chief Financial Officer

Place: Mumbai**Place: Mumbai****Date : 14th August, 2015****Date : 14th August, 2015**

1 Significant Accounting Policies:**1.1 Basis of preparation of financial statements:**

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

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

1.2 Use of estimates:

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

1.3 Revenue recognition:

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

1.4 Fixed assets:

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

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

1.5 Depreciation:

- a Depreciation is provided on "Written Value Method" basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.
- b Computer Software is amortized using the written down value method @ 40% per annum.
- c Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

1.6 Investments:

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

1.7 Employee Benefits:**a Short term employee benefits**

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

b Defined contribution plans:

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

c Defined benefit plans:

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

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

1.8 Operating Leases:

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

1.9 Taxation:

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

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

1.10 Earnings Per Share:

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

1.11 Impairment:

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

1.12 Provisions, Contingent Liabilities and Contingent Assets:

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

1.13 Cash Flow Statement:

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

- a transactions of a non-cash nature;
- b any deferrals or accruals of past or future operating cash receipts or payments; and
- c items of income or expense associated with investing or financing cash flows.

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

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note	Particulars	Rs. in Lacs	
		As at March 31, 2015	As at March 31, 2014
2	SHARE CAPITAL		
	Authorised Capital		
	15,010,000 (Previous Year 15,010,000) Equity Shares of Rs. 10 each	<u>1,501.00</u>	<u>1,501.00</u>
	Issued, Subscribed & Paid-up Capital		
	13,360,000 (Previous Year 13,360,000) Equity Shares of Rs. 10 each fully paid-up	1,336.00	1,336.00
	Total	<u>1,336.00</u>	<u>1,336.00</u>
a	Reconciliation of Number of Equity Shares		
	Balance at the beginning of the year	13,360,000	13,360,000
	Add: Issued during the year	-	-
	Balance at the end of the year	<u>13,360,000</u>	<u>13,360,000</u>
b	Rights, Preferences and Restrictions attaching to each class of shares		
	Equity Shares having a face value of Rs. 10		
	As to Dividend: -		
	The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.		
	As to Repayment of capital: -		
	In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.		
	As to Voting: -		
	The Company has only one class of shares referred to as equity shares having a face value of Rs. 10. Each holder of the equity share is entitled to one vote per share.		
c	Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company		
	Mr. Prabhakar Naig		
	- No. of shares held	6,905,000	6,905,000
	- % of Holding	51.68%	51.68%
	Mr. Pandoo Naig		
	- No. of shares held	3,055,000	3,055,000
	- % of Holding	22.87%	22.87%
	Leman Diversified Fund		
	- No. of shares held	803,443	803,443
	- % of Holding	6.01%	6.01%
	Cresta Fund Ltd.		
	- No. of shares held	797,232	797,232
	- % of Holding	5.97%	5.97%

NOTE	Particulars	Rs. in Lacs	
		As at March 31, 2015	As at March 31, 2014
3	Reserves and Surplus		
	Securities Premium		
	Balance at the beginning of the year	3,624.35	3,624.35
	Additions during the year	-	-
		3,624.35	3,624.35
	Less: Expenditure on Issue of Shares	-	-
	Balance at the end of the year	(a) 3,624.35	3,624.35
	Deficit in Statement of Profit & Loss		
	Balance at the beginning of the year	(167.46)	(167.95)
	Less:- Carrying amount of the asset where the remaining useful life is NIL as per schedule II of Companies Act, 2013.	0.37	-
	Add:- Profit for the year as per statement of Profit and Loss	10.38	0.49
	Balance at the end of the year	(b) (157.44)	(167.46)
	Total (a) + (b)	3,466.91	3,456.89
4	Long Term Provisions		
	Provision for Gratuity	2.38	0.81
	Total	2.38	0.81
5	Short Term Borrowings		
	Secured		
	Loans repayable on demand		
	Cash Credit - From ING Vysya bank Limited (Now merged with Kotak Mahindra Bank Limited)	362.21	-
	Term: 1 year and Rate of Interest: 11.25% p.a.		
	Security		
	The Cash Credit facility is secured against fixed deposits of Rs. 570 Lacs; and Demand Promissory Note of Rs. 500 Lacs with interest @ 11.25% p.a.		
	Total	362.21	-
6	Trade Payable		
	Micro, Small and Medium Enterprises (Refer Note No. 30)	-	-
	Others	-	845.13
	Total	-	845.13
7	Other Current Liabilities		
	Statutory Dues	1.47	0.66
	Creditors for Expenses	11.89	3.99
	Others	-	0.01
	Total	13.37	4.66
8	Short Term Provisions		
	Provision for Gratuity	3.54	1.24
	Total	3.54	1.24

Note 9: - Fixed Assets					Rs. in Lacs					
Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK		
	As at April 1, 2014	Additions	Deductions	As at March 31, 2015	Upto April 1, 2014	For the year	Adjustments for the year	Upto March 31, 2015	As at March 31, 2015	As at March 31, 2014
Tangible Assets										
Computers & Printers #	6.13	0.26	-	6.39	4.73	0.82	0.37	5.92	0.48	1.40
Air Conditioner	1.47	-	-	1.47	0.42	0.68	-	1.10	0.37	1.05
Office Equipments	1.99	0.81	-	2.80	0.85	1.30	-	2.15	0.65	1.14
Sub-total	9.59	1.08	-	10.67	6.00	2.80	0.37	9.17	1.50	3.59
Intangible Assets										
Computer Software	1.12	-	-	1.12	1.09	0.03	-	1.12	-	0.03
Sub-total	1.12	-	-	1.12	1.09	0.03	-	1.12	-	0.03
Capital Work in Process	-	-	-	-	-	-	-	-	38.83	-
Total	10.71	1.08	-	11.79	7.09	2.83	0.37	10.29	40.33	3.62
Previous Year	10.84	-	-	10.84	5.91	1.31	-	7.22	3.62	4.93

As per the New Companies Act, 2013, where remaining useful life of assets as at 1st April, 2014 is Nil, remaining WDV of assets is recognized in the opening retained earnings.

NOTE	Particular	Rs. in Lacs	
		As at March 31, 2015	As at March 31, 2014
10 Non- Current Investments (At Cost)			
Trade Investments Un-quoted			
Investments in Equity Instruments			
In Subsidiaries			
63,52,500 (Previous Year 63,52,500) Equity Shares of Onelife Gas Energy and Infrastructure Ltd. of Rs. 10 each fully paid-up		300.25	300.26
Others			
7,143 (Previous Year 7,143) Equity Shares of Onelife Ecopower and Engg. Ltd. of Rs. 10 each fully paid-up		0.71	0.71
7,143 (Previous Year 7,143) Equity Shares of Onelife Agrifoods Ltd. of Rs. 10 each fully paid-up		0.71	0.71
Total		301.68	301.68
Aggregate amount of unquoted investments		301.68	301.68
11 Long Term Loans and Advances			
Unsecured, considered good			
Deposits		437.95	401.00
Advance Service Tax		86.25	-
Advance Income tax (net of provision)		98.01	79.56
Loan and Advances to related parties			
Subsidiary Companies - Loans given to Onelife Gas and Energy Infrastructure Limited - Maximum amount outstanding during the year Rs. 942.18 lacs (Previous Year Rs. 926.68 lacs). The same is interest bearing.		-	926.68
Total		622.21	1,407.24
Deposits includes dues from Private Companies in which directors are directors / members			
Mint Street Estates Pvt. Ltd. (Maximum amount outstanding during the year Rs. 400 lacs (Previous Year Rs. 400 lacs)).		-	400.00
Eyelid Infrastructure Private Limited (Maximum amount outstanding during the year Rs. 400 lacs (Previous Year Rs. NIL)).		400.00	-
All the above deposits have been given for business purposes.		400.00	400.00
12 Trade Receivables (Unsecured, Considered Good)			
Outstanding for more than six months from due date		-	199.34
Others		-	-
Total		-	199.34

NOTE	Particular	Rs. in Lacs	
		As at March 31, 2015	As at March 31, 2014
13	Cash and Bank Balances		
	Cash and Cash Equivalents		
	Cash on hand	51.26	1.33
	Balances with Banks in Current Accounts	18.47	5.80
	Balances with Banks in Fixed Deposit (Maturity of less than 3 months)	-	1,770.00
	Sub - Total	69.72	1,777.13
	Other Bank Balances		
	Fixed Deposits (Maturity of less than 12 months)	3,525.00	-
	(A lien is marked on Fixed Deposits amounting to Rs. 570 Lacs towards credit facility availed from a bank)		
	Sub - Total	3,525.00	-
	Total	3,594.72	1,777.13
14	Short Term Loans and Advances		
	Unsecured, Considered good		
	Loan and Advances to related parties		
	Subsidiary Companies - Loans given to Onelife Gas and Energy Infrastructure Limited - Maximum amount outstanding during the year Rs. 942.18 lacs (Previous Year Rs. 926.68 lacs). The same is interest bearing.	167.11	-
	Balances with Excise authorities	-	80.90
	Prepaid expenses	-	873.98
	Deposits	-	36.85
	Advance recoverable for office	-	700.13
	Advance recoverable for PMS	-	250.08
	Others	-	13.78
	Total	167.11	1,955.72
15	Other Current Assets		
	Interest Receivable	107.79	-
	Receivable against cancelled contract	350.00	-
	Others Assets	0.57	-
	Total	458.36	-

Note	Particulars	Rs. in Lacs	
		For the Year ended March 31, 2015	For the Year ended March 31, 2014
16 Revenue			
	Revenue from operations		
	Professional Fees	4.50	-
		4.50	-
17 Other Income			
	Interest	361.84	96.05
	Excess Provision Written Back	0.90	-
		362.74	96.05
18 Employee benefits expense			
	Salaries and Wages	36.89	29.59
	Gratuity	3.85	-
	Staff Welfare	1.80	1.56
		42.54	31.15
19 Other expenses			
	Rent	0.81	1.14
	Repairs to Building	0.04	0.50
	Repairs to Others	0.51	2.44
	Rates and Taxes	0.24	0.22
	Advertisement	1.04	1.24
	Business Development Expenses	8.82	5.69
	Professional Fees	17.32	26.14
	Bad Debts Written Off	199.34	14.71
	Office Expenses	1.22	1.07
	Remuneration to Auditors	3.25	3.00
	Printing & Stationery	1.24	1.45
	Travelling	4.05	2.40
	Directors Sitting Fees	2.00	1.50
	Membership and Subscription	-	0.45
	Miscellaneous Expenses	13.10	1.09
		252.98	63.04

- 20** The Company had come out with a public issue of its equity shares of Rs. 10 each at a premium of Rs. 100 each in September-October 2011. The equity shares of the company are listed on the BSE and NSE.

The Securities Exchange Board of India (SEBI) had carried out investigation in the issue process of the Company and the utilization of the issue proceeds. The SEBI had passed an Ex-Parte Ad Interim order dated 28th December, 2011 against the Company. The Company has thereafter, received final order from SEBI dated 30th August, 2013 whereby the following directions have been given: -

- a Onelife Capital Advisors Ltd. (OCAL) and its Managing Director Mr. Pandoo P. Naig shall, jointly and severally, bring Rs. 3,525 lacs i.e., the diverted IPO proceeds into the Company from Fincare Financial and Consultancy Services Pvt. Ltd. (Fincare), Precise Consulting and Engineering Pvt. Ltd. (Precise) and KPT Infotech Pvt. Ltd. (KPT) within six months from the date of the said order.
- b The Board of Directors of OCAL shall ensure compliance of above direction and submit a monthly progress report in above regard to SEBI. Further the Board of Directors shall also furnish to SEBI a Compliance Report duly certified by a SEBI registered Merchant Banker within two weeks of compliance of the above direction.
- c Onelife Capital Advisors Ltd and its managing director Mr. Pandoo P. Naig shall remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner, for a period of 3 years from the date of the interim order i.e., from 28th December, 2011.
- 21 The Company had received back Rs. 770 Lacs from KPT paid towards Brand Building, Rs. 1,200 Lacs from Precise paid towards Development of Portfolio Management Services and General Corporate Purpose upto June 2014. The Company had also received back Rs. 1,555 Lacs upto July 2014 from Fincare paid towards Development of Portfolio Management Services, Purchase of Corporate Office and General Corporate Purpose. The total amount aggregating to Rs. 3,525 Lacs has been kept in fixed deposits with Bank.
- 22 The Company had received show cause notice dated 25th October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. The Company has received Adjudication order dated 28th November, 2014 imposing a penalty of Rs. 45 Lacs on the Company, Rs.155 Lacs on Managing Director Mr. Pandoo Naig and Rs.150 Lacs on Whole time Director Mr. T. K. P. Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 Lacs to SEBI as per the direction and debited the penalty of Rs. 45 Lacs as expenses which has been disclosed under the head "Exceptional Items" in the Statement of Profit and Loss.
- 23 Consequent to the applicability of the Companies Act, 2013 with effect from 1st April, 2014 depreciation has been calculated based on the useful life of the assets as specified under Schedule II of the Act. On account of the above, the depreciation for the year ended 31st March, 2015 debited to the Statement of Profit and Loss is higher by Rs. 142,293.
- Further, in terms of schedule II to the Companies Act, 2013 an amount of Rs 36,629 towards the carrying value of the assets where the remaining useful life of asset is NIL has been debited to the opening retained earnings as on 1st April, 2014.
- 24 **Disclosure pursuant to Accounting Standard (AS) 15 (Revised) "Employee Benefits"**
- The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31st March, 2015.
- Defined benefit plans – As per Actuarial valuation as on 31st March, 2015.

Particulars	As at March 31, 2015 (in Rs.)	As at March 31, 2014 (in Rs.)
Change in present value of obligations		
Obligations at beginning of the year	205,120	206,284
Interest cost	19,138	17,018
Service cost	20,448	79,927
Transitional liability incurred	NIL	NIL
Past Service Cost (Non – Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (gain)/loss	346,492	(98,109)
Obligations at the end of the year	591,198	205,120

Particulars	As at March 31, 2015 (in Rs.)	As at March 31, 2014 (in Rs.)
Expenses recognized in the statement of P&L A/c.		
Current Service cost	19,138	79,927
Interest cost	20,448	17,018
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
Transitional liability recognized	NIL	NIL
Net Actuarial (Gain) / Loss recognized for the period	346,492	(98,109)
Net gratuity cost	386,078	(1,164)
Amount to be recognized in the Balance Sheet		
Present Value Obligation at end of period	(205,120)	(205,120)
Fair Value of Plan Assets at end of period	NIL	NIL
Funded Status - Unfunded	(205,120)	(205,120)
Unrecognized transitional liability	NIL	NIL
Unrecognized past Service Cost	NIL	NIL
Net Assets/(Liability) recognized in the Balance Sheet	(205,120)	(205,120)
Assumptions		
Mortality Table	LIC (2006 – 08) Ult.	LIC (2006 – 08) Ult.
Discount rate	7.92%	9.33%
Rate of escalation in salary	5%	6%
Attrition rate	2%	2%

25 Disclosures pursuant to Accounting Standard 17 “Segment Reporting”

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

26 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18 “Related Party Disclosures”

I List of Related Parties

List of Related Parties where control exists - Shareholders in the Company	Mr. Pandoo Naig, Mr. T. P. K. Naig and their relatives together hold 74.55 % share capital of the Company
Subsidiaries	Onelife Gas Energy & Infrastructure Limited
	Goodyield Farming Limited
	Goodyield Fertilizers and Pesticides Private Limited
Key Management Personnel	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
Companies in which Key Management Personnel exercise significant influence	Mint Street Estates Pvt. Ltd.
	Eyelid Infrastructure Private Limited

II Related Party Transactions

(Rs. In lacs)

Sr. No.	Particulars	Subsidiaries	Key Management Personnel	Companies / Firms in which Key Management Personnel / Relative Exercise Significant Influence
I	Interest Income from Onelife Gas Energy & Infrastructure Limited	77.70 (76.11)	NIL (NIL)	NIL (NIL)
II	Loans given			
	Onelife Gas Energy & Infrastructure Limited	46.00 (54.50)	NIL (NIL)	NIL (NIL)
III	Loans Received Back			
	Onelife Gas Energy & Infrastructure Limited	875.50 (25.80)	NIL (NIL)	NIL (NIL)
IV	Rent Paid to Mint Street Estates Pvt. Ltd.	NIL (NIL)	NIL (NIL)	0.57 (1.14)
	Rent Paid to Eyelid Infrastructure Private Limited	NIL (NIL)	NIL (NIL)	0.24 (NIL)
V	Remuneration to Key Management Personnel			
	T. K. P. Naig	NIL (NIL)	9.00 (4.00)	NIL (NIL)
	Pandoo Naig	NIL (NIL)	9.00 (4.00)	NIL (NIL)
VI	Reimbursement of Expenses			
	T. K. P. Naig	NIL (NIL)	NIL (2.61)	NIL (NIL)
	Pandoo Naig	NIL (NIL)	NIL (4.10)	NIL (NIL)
VIII	Office Deposits			
	Mint Street Estates Pvt. Ltd. (Received Back)	NIL (NIL)	NIL (NIL)	400 (NIL)
	Eyelid Infrastructure Private Limited (Given)	NIL (NIL)	NIL (NIL)	400 (NIL)
	Outstanding as at 31st March, 2015			
I	Security Deposits Given	NIL (NIL)	NIL (NIL)	400 (400)
II	Loans Given	97.18 (860.75)	NIL (NIL)	NIL (NIL)
III	Interest Receivable	69.93 (65.93)	NIL (NIL)	NIL (NIL)

Figures in the bracket indicate previous year's figures.

27 Disclosures pursuant to Accounting Standard (AS) 19 “Leases”**a Operating Lease (Expenditure)**

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

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Lease rentals debited to Statement of Profit and Loss	0.81	1.14

b the total of future minimum lease payments under non-cancellable operating leases for each of the following periods

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Not later than one year	1.14	1.14
Later than one year and not later than five years	2.28	Nil
Later than five years	Nil	Nil

The operating lease arrangements are in relation to office premises. The Company has not entered into any finance lease arrangements.

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

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Net Profit after tax as per Profit & Loss Account	10.38	0.49
Number of Equity Shares outstanding	133.60	133.60
Weighted Average Number of Equity Shares	133.60	133.60
Nominal value of equity shares Rs.	10	10
Basic and Diluted Earnings per share Rs.	0.08	0.004

29 In view of losses and unabsorbed depreciation, considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of accounts.**30 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act)**

There are no Micro, Small and Medium Enterprise to whom the Company owes dues which were outstanding as the balance sheet date. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of the information available with the Company. This has been relied upon by the Auditors.

31 Other expenses include payment to auditor as follows:

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Statutory Audit	3.00	3.00
Tax Audit	0.25	NIL
Total	3.25	3.00

32 Details of utilization of IPO proceeds:**a** The proposed utilisation of funds raised from Initial Public Offer (IPO) including share premium as per the prospectus were as under:

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

The Company had given advances to the Fincare, Precise and KPT for Sr. No. 1 to 4 of the aforesaid objects. However, SEBI, vide order dated 30th August, 2013, has held that the Company has diverted the IPO proceeds aggregating to Rs. 3,525 lacs for purposes other than the aforesaid objects of the IPO and has directed the Company and the Managing Director to bring back the advances paid to the said parties within six months.

The Company has received back the said amount of Rs. 3,525 lacs (Previous Year Rs. 1,770) which has been kept in fixed deposits with banks as mentioned in Note No. 19 above.

b As per special resolution passed by the Company on 23rd January 2014, the IPO object of the issue has been changed to the following:

i Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide provided however that from out of the un utilized IPO proceeds, a sum not exceeding Rs. 2,627.80 lacs shall be utilized for these purposes and

ii General Corporate purposes of Rs. 897.60 lacs.

The proposed utilization of funds raised from IPO including share premium as per the special resolution for altering the objects is as under:

Sr. No.	Particulars	Proposed Utilization (Rs. in Lacs)	Actual Utilization (Rs. in Lacs)
1	Purchase of Corporate Office	2627.80	-
2	General Corporate Purposes	897.60	-
3	Issue Expenses	159.60	160.00
4	Balance lying in Bank	-	3525.00
	Total	3685.00	3685.00

33 During the year Company was asked to pay service tax of Rs. 86.25 Lacs pending the issue of show cause notice by the Department for alleged wrong availment of Cenvat Credit. The same has been paid under protest and is disclosed as advance Service Tax under the head "Long Term Loans and Advances".

34 In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

35 a The Company has disclosed the litigations taken place during the year. There were no litigations and proceedings pending as at 31st March, 2015.

b The Company did not have any outstanding long term contracts including derivative contracts as at 31st March, 2015.

36 **Details of Loans given covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 32 of the Listing Agreement**

Loans given are given under the respective heads.

37 Previous year figures have been reclassified and regrouped and recasted to conform to the current year's classification.

As per our report of even date

For Khandelwal Jain & Co

Chartered Accountants

Firm Registration No: - 105049W

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

Executive Chairman

Managing Director

[S. S. Shah]

Partner

Membership No: - 033632

Chief Financial Officer

Place: Mumbai

Date : 14th August, 2015

Place: Mumbai

Date : 14th August, 2015

INDEPENDENT AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENT

TO THE MEMBERS OF,
ONELIFE CAPITAL ADVISORS LIMITED

1 Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ONELIFE CAPITAL ADVISORS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2 Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

3 Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (9) under the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

4 Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

5 Emphasis of Matters

Attention is invited to the following: -

- a As mentioned in Note No. 25 to the consolidated financial statements, as per the order of Securities Exchange Board of India (SEBI) dated 30th August, 2013, the Company was required to bring back Rs. 3,525 Lacs which were held to be diverted IPO proceeds. Further, the Company and its managing director Mr. Pandoo P. Naig were restrained and prohibited from accessing the securities market for a period of 3 years from the date of the interim order of SEBI i.e., from December 28, 2011.

As mentioned in Note No. 26 to the consolidated financial statements, the Company has received back Rs. 3,525 Lacs from the difference parties. The total amount of Rs. 3,525 Lacs has been kept in fixed deposits with Bank as on March 31, 2015.

- b As mentioned in Note No. 27 to the consolidated financial statements, the Company has received Adjudication order dated November 28, 2014 imposing a penalty of Rs. 45 Lacs on the Company, Rs.155 Lacs on Managing Director Mr. Pandoo Naig and Rs.150 Lacs on Whole time Director Mr. T. K. P. Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 Lacs to SEBI and debited it as exceptional item in the Statement of Profit and Loss.
- c As mentioned in Note No. 36(b), the Company has passed a special resolution through postal ballot conducted on January 23, 2014 and changed the object of the IPO and the amount of Rs. 3,525 is lying in the bank as on March 31, 2015 pending the utilisation.

Our opinion is not qualified in respect of these matters.

6 Other Matters

We did not audit the financial statements of three subsidiaries, whose financial statements reflect the total assets of Rs. 12,111.31 Lacs as at March 31, 2015, and the total revenues of Rs. 738.61 Lacs and net cash inflows amounting to Rs. 234.27 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

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

7 Report on Other Legal and Regulatory Requirements

(A) As required by the Companies (Auditors Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

(B) As required by Section 143 (3) of the Act, we report that:

- a We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

-
- d In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i The Group has disclosed the litigations taken place during the year. As at March 31, 2015 there were no pending litigations which would impact the consolidated financial position of the Group as referred to Note No. 39 of the consolidated financial statements;
 - ii As at March 31, 2015, the Group did not have any outstanding long term contracts including derivative contracts as referred to Note No. 39 of the consolidated financial statements;
 - iii There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and subsidiary companies incorporated in India.

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

S. S. SHAH
Partner
Membership No.: 033632

Place: Mumbai
Date : August 14, 2015

Annexure to Independent Auditors' Report

(Referred to in paragraph 7A under 'Report on Other Legal and
Requirements' section of our report of even date)

Our reporting on the Order includes three subsidiary companies, incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these companies is based solely on the reports of the other auditors, to the extent considered applicable for financial statements.

i In respect of the fixed assets:

- a In our opinion, and according to the information and explanations given to us, and based on the reports of the other auditors on the subsidiaries as furnished to us, the Holding Company and its subsidiaries (except one subsidiary which does not have any fixed assets) incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b In our opinion, and according to the information and explanations given to us, and based on the reports of the other auditors on the subsidiaries as furnished to us, the fixed assets are physically verified by the respective Managements of the Holding Company and its subsidiaries (except three subsidiaries) incorporated in India according to the phased programme of physical verification of fixed assets adopted by the respective Companies and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the respective Companies and nature of its assets.

ii In respect of Inventories:

- a Based on the reports of the other auditors, the inventory has been physically verified by the respective Managements of the subsidiaries. In our opinion and based on opinions of the other auditors, the frequency of verification is reasonable. According to the information and explanations given to us and based on the reports of the other auditor, the Holding Company and one of the subsidiary are in the business of rendering services, and consequently, does not hold any inventory and therefore, the provisions of Clause 3(ii) of the said Order are not applicable.
- b Based on the reports of the other auditors, the procedures of physical verification of inventory followed by the respective Managements of the subsidiaries incorporated in India are reasonable and adequate in relation to the size of the aforesaid subsidiaries and the nature of their respective businesses.
- c On the basis the reports of the other auditors the subsidiaries incorporated in India are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid subsidiaries as compared to the respective book records were not material.

iii In our opinion and based on the reports of the other auditors, the two subsidiaries incorporated in India have granted unsecured loans (to the extent included in the consolidated financial statements) to the companies covered in the register maintained under section 189 of the Companies Act, 2013. In respect of such laons and based on the reports of the other auditors:

- a The parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable.
- b In respect of the aforesaid loans, there no overdue amount of principal and interest.

iv In our opinion, and according to the information and explanations given to us, and based on the reports of the other auditors on the subsidiaries as furnished to us, there is an adequate internal control system commensurate with the size of the Holding Company and its subsidiaries incorporated in India and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of goods and services.

Further, on the basis of our examination of the books and records of the aforesaid Holding Company and the reports of the other auditors on the subsidiaries as furnished to us, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

- v In our opinion and according to the information and explanations given to us and based on the reports of the other auditors on the subsidiaries, the Holding Company and its subsidiaries incorporated in India have not accepted any deposits during the year from the public. Therefore, the provisions of the clause 3(v) of the Order are not applicable.
- vi According to the information and explanations given to us, based on the reports of the other auditors and information as certified by the Management, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act. Therefore, the provisions of clause 3(vi) of the Order are not applicable.

vii In respect of statutory dues:

- a In our opinion, and according to the information and explanations given to us and the records of the Holding Company examined by us and based on the reports of the other auditors on the subsidiaries incorporated in India, the aforesaid holding Company and the subsidiaries is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, wherever applicable to it, with the appropriate authorities, *though there have been a slight delay in few cases*. According to information and explanations given to us no undisputed arrears of statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
- b In our opinion, and according to the information and explanations given to us and the records of the Holding Company examined by us and based on the reports of the other auditors on the subsidiaries incorporated in India, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess, which have not been deposited as on March 31, 2015 on account of any dispute.
- c In our opinion, and according to the information and explanations given to us and based on the reports of the other auditors on the subsidiaries incorporated in India, there are no amounts required to be transferred to Investor the Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Accordingly, paragraph 3(vii)(c) of the Order is not applicable.

- viii Based on the reports of the other auditors, two of the subsidiaries incorporated in India have no accumulated losses as at the end of the financial year. In respect of holding company and based on the reports of the other auditors, the holding company and one of the subsidiary has accumulated losses at the end of the financial year which is less than the 50% of the net worth.

The holding company and two subsidiaries incorporated in India have not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.

- ix In our opinion and according to the information and explanations given to us, the Holding Company has not defaulted in the repayment of dues to bank. The holding company has not dues to the any financial institution and has not issued any debentures. Further, based on the reports of the three subsidiaries Companies, there are no dues to any financial institution or the bank and has not issued any debentures.
- x In our opinion, and according to the information and explanations given to us and based on the reports of the other auditors, the Group has not given any guarantee for loans taken by others, from bank or financial institutions. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the aforesaid Holding Company and the subsidiaries.
- xi In our opinion, and according to the information and explanations given to us and based on the reports of the other auditors, there were no term loans raised and availed during the year by the Group.

- xii During the course of our examination of the books and records of the Holding Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the reports of the other auditors, we and the other auditors have neither come across any instance of material fraud on or by the Holding Company and the subsidiaries incorporated in India noticed or reported during the year, nor have we and the other auditors been informed of any such case by the respective Managements of the aforesaid Holding Company and the subsidiaries.

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

(S. S. SHAH)
Partner
Membership No.: 033632

Place: Mumbai
Date : August 14, 2015

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,336.00	1,336.00
Reserves & Surplus	4	6,705.09	6,628.53
Minority Interest		4,283.77	4,149.89
Non-Current Liabilities			
Long Term Provisions	5	2.38	0.81
Other Long Term Liabilities	6	-	5,954.20
Current Liabilities			
Short Term Borrowings	7	513.66	-
Trade Payables	8	-	845.13
Other Current Liabilities	9	136.97	15.74
Short Term Provisions	10	3.54	1.24
Total		12,981.41	18,931.54
ASSETS			
Non-Current Assets			
Fixed Assets			
	11		
Tangible Assets		11.63	617.23
Intangible Assets		-	0.03
Capital Work in Progress		38.83	-
Non-Current Investments	12	2.86	2.86
Long Term Loans and Advances	13	7,338.33	10,237.03
Current Assets			
Inventories	14	-	-
Trade Receivables	15	2.21	201.56
Cash and Bank Balances	16	5,091.70	3,041.57
Short Term Loans and Advances	17	-	4,831.26
Other Current Assets	18	495.86	-
Total		12,981.41	18,931.54
Significant accounting policies	2		
Notes forming part of consolidated financial statements	3 to 41		

As per our report of even date

For Khandelwal Jain & Co**Chartered Accountants****Firm Registration No: - 105049W****For and on behalf of Board of Directors of Onelife Capital Advisors Limited**

Executive Chairman

Managing Director

[S. S. Shah]**Partner****Membership No: - 033632**

Chief Financial Officer

Place: Mumbai**Date : 14th August, 2015****Place: Mumbai****Date : 14th August, 2015**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note	₹ in Lacs	
		For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from Operations	19	579.56	554.87
Other Income	20	448.60	50.57
Total Revenue		1,028.16	605.44
EXPENSES			
Cost of Materials Consumed	21	288.36	226.07
Changes in Inventories of Finished Goods and Work in Progress	22	-	46.42
Employee benefits expenses	23	53.96	40.85
Finance costs		11.77	-
Depreciation and amortization expenses	11	77.91	76.02
Other Expenses	24	335.26	67.20
Total Expenses		767.27	456.56
Profit before exceptional and extraordinary items and tax		260.89	148.88
Exceptional items	27	45.00	-
Profit before tax		215.89	148.88
Tax expense			
(1) Current Year tax		5.08	-
(2) Short provision for tax of earlier years		-	0.06
		5.08	0.06
Profit for the year before Minority Interest		210.81	148.82
Minority Interest		(133.88)	(108.24)
Profit for the year		76.93	40.58
Basic and Diluted Earnings Per Share Rs.	33	0.58	0.30
Significant accounting policies	2		
Notes forming part of consolidated financial statements	3 to 41		

As per our report of even date

For Khandelwal Jain & Co**Chartered Accountants****Firm Registration No: - 105049W****[S. S. Shah]****Partner****Membership No: - 033632****For and on behalf of Board of Directors of Onelife Capital Advisors Limited**

Executive Chairman

Managing Director

Chief Financial Officer

Place: Mumbai**Date : 14th August, 2015****Place: Mumbai****Date : 14th August, 2015**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	For the year ended March 31, 2015	Rs. in Lacs For the year ended March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax and extraordinary items	260.89	148.88
Adjustments for:		
Depreciation and amortisation	77.91	76.02
Interest Paid	11.77	-
Interest Income	(447.70)	(50.57)
Operating Profit before working capital changes	(97.13)	174.33
Adjustments for:		
Increase / (Decrease) in Inventories	-	51.55
Increase / (Decrease) in Trade Payable and Other Liabilities	(6,674.24)	9,949.51
(Increase) / Decrease in Trade Receivable and Other Assets	4,411.57	1,501.56
Cash generated from operations	(2,359.80)	11,676.95
Direct Taxes paid (net of refunds received)	(28.14)	22.32
Cash flow before exceptional and extraordinary items	(2,387.94)	11,699.27
Penalty	(45.00)	-
Net Cash Flow from Operating Activities	[A] (2,432.94)	11,699.27
B. CASH FLOW FROM INVESTING ACTIVITIES:		
*Purchase of Fixed Assets	(39.91)	-
Proceeds from Leasehold Agricultural Land [Refer Note No. 31 (ii)(b)]	528.43	-
(Increase) / Decrease in Other Bank Balances	(3,525.00)	-
Loans to Others	3,044.96	(9,748.50)
Interest Income	447.70	50.57
Net cash from Investing activities	[B] 456.19	(9,697.93)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Short Term Borrowings	513.66	-
Interest Paid	(11.77)	-
Net cash from Financing activities	[C] 501.89	-
Net Increase in Cash and Cash Equivalents	[A+B+C] (1,474.87)	2,001.34
Cash and Cash Equivalents at the beginning of the year	3,041.57	1,040.23
Cash and Cash Equivalents at the end of the year	1,566.70	3,041.57
Other Bank Balances	3,525.00	-
Cash and Bank Balances at the end of the year (Refer Note No. 16)	5,091.70	3,041.57

Note:

*Purchase of fixed assets includes movement of Capital Work-In-Progress during the year.

As per our report of even date

For Khandelwal Jain & Co**Chartered Accountants****Firm Registration No: - 105049W****For and on behalf of Board of Directors of Onelife Capital Advisors Limited**

Executive Chairman

Managing Director

[S. S. Shah]**Partner****Membership No: - 033632**

Chief Financial Officer

Place: Mumbai**Date : 14th August, 2015****Place: Mumbai****Date : 14th August, 2015**

Principles of Consolidation and Significant Accounting Policies on Consolidated Accounts
1 Principles of Consolidation

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

- a The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- b The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- c Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.
- d Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
 - i The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - ii The minority share of movements in equity since the date the holding subsidiary relationship came into existence.
- e The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2015.
- f The financial statements of the holding company and its subsidiary have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Company's separate financial statements except in respect of depreciation, where it is not practicable to use uniform policies. However, the amount of impact of this difference is not material.
- g The list of subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Sr. No	Name of the Company	Status	Country of Incorporation	Date on which Relationship Came into Existence	Ownership in % either directly or through Subsidiaries * 2014-15	Ownership in % either directly or through Subsidiaries * 2013-14
1	Onelife Gas Energy & Infrastructure Limited	Subsidiary	India	01.11.2012	50.71	50.71
2	Goodyield Farming Limited	Subsidiary of Onelife Gas Energy & Infrastructure Limited w.e.f. 30.08.2012	India	01.11.2012	73.46	73.46
3	Goodyield Fertilizers & Pesticides Private Limited	Subsidiary of Goodyield Farming Limited w.e.f. 13.02.2012	India	01.11.2012	65.00	65.00

* Represents the holding percentage of the respective companies and does not indicate the effective percentage holding of the Group.

2 Significant Accounting Policies:**2.1 Basis of preparation of financial statements:**

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

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

2.2 Use of estimates:

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

2.3 Revenue recognition:

- i Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognized on accrual basis.
- ii Revenue is recognized on transfer of significant risk and reward in respect of ownership.
- iii Sales / turnover for the year includes sales value of goods and other recoveries such as insurance, transportation and packing charges but excludes sales tax, value added tax and recovery of finance and discounting charges.
- iv Insurance / duty drawback and other claims are accounted for as and when admitted by appropriate authorities.
- v Dividend on investments is recognized when the right to receive is established.

2.4 Inventories:

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

2.5 Fixed assets:

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

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

2.6 Depreciation and amortization:

- a Depreciation is provided on "Written Value Method" basis at the rates specified in Schedule II to the Companies Act, 2013. Depreciation is charged on pro-rata basis for assets purchased/sold during the year.
- b Computer Software is amortized using the written down value method @ 40% per annum.
- c Leasehold Land is amortized over the period of primary lease.
- d Fixed assets costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

2.7 Foreign currency Transactions:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Foreign currency monetary assets and liabilities are translated at the year-end rate. The difference between the rate prevailing on the date of transaction and on the date of settlement and also on translation of monetary items at the year is recognized, as the case may be, as income/ expense for the year.

2.8 Investments:

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

2.9 Employee Benefits:**a Short term employee benefits:**

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

b Defined contribution plans:

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

c Defined benefit plans:

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

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

2.10 Borrowing Costs:

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

2.11 Operating Leases:

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

2.12 Taxation:

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

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

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

2.13 Cenvat / value Added Tax:

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

2.14 Earnings Per Share:

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

2.15 Impairment:

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

2.16 Provisions, Contingent Liabilities and Contingent Assets:

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

2.17 Cash Flow Statement:

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

- a transactions of a non-cash nature;
- b any deferrals or accruals of past or future operating cash receipts or payments; and
- c items of income or expense associated with investing or financing cash flows.

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

2.18 Segment Reporting:

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

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

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

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

2.19 Prior Period Items:

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

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Note	Particulars	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
3 Share Capital			
	Authorised Capital		
	15,010,000 (Previous Year 15,010,000) Equity Shares of Rs. 10 each	1,501.00	1,501.00
	Issued, Subscribed & Paid-up Capital		
	13,360,000 (Previous Year 13,360,000) Equity Shares of Rs. 10 each fully paid-up	1,336.00	1,336.00
	Total	1,336.00	1,336.00
a	Reconciliation of Number of Equity Shares		
	Balance at the beginning of the year	13,360,000	13,360,000
	Add: Issued during the year	-	-
	Balance at the end of the year	13,360,000	13,360,000
b	Rights, Preferences and Restrictions attaching to each class of shares		
	Equity Shares having a face value of Rs. 10		
	As to Dividend: -		
	The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year.		
	As to Repayment of capital: -		
	In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.		
	As to Voting: -		
	The Company has only one class of shares referred to as equity shares having a face value of Rs. 10. Each holder of the equity share is entitled to one vote per share.		
c	Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the company		
	Mr. Prabhakar Naig		
	- No. of shares held	6,905,000	6,905,000
	- % of Holding	51.68%	51.68%
	Mr. Pandoo Naig		
	- No. of shares held	3,055,000	3,055,000
	- % of Holding	22.87%	22.87%
	Afrasia Bank Limited a/c Leman Diversified Fund		
	- No. of shares held	803,443	803,443
	- % of Holding	6.01%	6.01%
	Cresta Fund Limited		
	- No. of shares held	797,232	797,232
	- % of Holding	5.97%	5.97%

Note	Particulars	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
4 Reserves and Surplus			
	Securities Premium		
	Balance at the beginning of the year	3,624.39	3,624.39
	Additions during the year	-	-
	Less: Expenditure on Issue of Shares	-	-
	Balance at the end of the year	(a) 3,624.39	3,624.39
	Capital Reserve		
	As per the last Balance Sheet	3,075.86	3,075.86
	Add: On consolidation of Subsidiary	-	-
	Balance at the end of the year	(b) 3,075.86	3,075.86
	Profit & Loss Account:		
	Balance at the beginning of the year	(71.71)	(112.29)
	Less:- Carrying amount of the asset where the remaining useful life is NIL as per schedule II of Companies Act, 2013.	0.37	-
	Add:- Profit for the year as per statement of Profit and Loss	76.93	40.58
	Balance at the end of the year	(c) 4.85	(71.71)
	Total (a) + (b) + (c)	6,705.09	6,628.53
5 Long Term Provisions			
	Provision for Gratuity	2.38	0.81
	Total	2.38	0.81
6 Other Long Term Liabilities			
	Others	-	5,954.20
	Total	-	5,954.20
7 Short Term Borrowings			
	Secured	-	-
	Loan repayable on demand		
	Cash Credit - From ING Vysya bank Limited (Now merged with Kotak Mahindra Bank Limited)	362.21	-
	Term: 1 year and Rate of Interest: 11.25% p.a.		
	Security		
	The Cash Credit facility is secured against fixed deposits of Rs. 570 Lacs; and Demand Promissory Note of Rs. 500 Lacs with interest @ 11.25% p.a.		
	Unsecured		
	Others	151.45	-
	Total	513.66	-
8 Trade Payables			
	Micro, Small and Medium Enterprise	-	-
	Others	-	845.13
	Total	-	845.13

Note	Particulars	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
9	Other Current Liabilities		
	Statutory Dues	1.47	10.84
	Creditors for Expenses	135.50	4.89
	Others	-	0.01
	Total	136.97	15.74
10	Short Term Provisions		
	Provision for Gratuity	3.54	1.24
	Total	3.54	1.24

Note No. 11: - Fixed Assets

₹ in Lacs

Particulars	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at April 1, 2014	Additions	Deductions	As at March 31, 2015	Upto April 1, 2014	For the year	Adjustments for the year	Upto March 31, 2015	As at March 31, 2015
Tangible Assets									
Lease Hold Agriculture Land	898.70	-	858.70	40.00	288.21	74.05	330.27	31.99	610.49
Computers & Printers #	9.74	0.26	-	10.00	8.13	0.86	0.35	9.34	1.61
Air Conditioner	1.47	-	-	1.47	0.42	0.68	-	1.10	0.37
Office Equipments	1.99	0.81	-	2.80	0.85	1.29	-	2.14	1.05
Furniture & Fixtures	4.37	-	-	4.37	1.43	0.98	-	2.41	1.14
									2.94
Sub-total	916.27	1.08	858.70	58.65	299.04	77.88	330.62	46.98	11.63
									617.23
Intangible Assets									
Computer Software	1.12	-	-	1.12	1.09	0.03	-	1.12	-
									0.03
Sub-total	1.12	-	-	1.12	1.09	0.03	-	1.12	0.03
Capital Work in Process	-	-	-	-	-	-	-	-	-
									38.83
Total	917.39	1.08	858.70	59.77	300.13	77.91	330.62	48.10	50.46
									617.26
Previous Year	917.39	-	-	917.39	224.11	76.02	-	300.13	617.26

As per the New Companies Act, 2013, where remaining useful life of assets as at 1st April, 2014 is Nil, remaining WDV of assets is recognized in the opening retained earnings.

Note	Particulars	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
12 Non- Current Investments (At Cost)			
	Trade Investments Un-quoted		
	Investments in Equity Instruments		
	14,286 (Previous Year 14,286) Equity Shares of Onelife Ecopower and Engineering Ltd. of Rs. 10 each fully paid-up	1.43	1.43
	14,286 (Previous Year 14,286) Equity Shares of Onelife Agrifoods Ltd. of Rs.10 each fully paid-up	1.43	1.43
	Total	2.86	2.86
	Aggregate amount of unquoted investments	<u>2.86</u>	<u>2.86</u>
13 Long Term Loans and Advances			
	Unsecured, Considered good		
	Deposits	438.45	401.50
	Advance Service Tax	86.25	-
	Advance Income tax (net of provision)	110.09	87.03
	Others	6,703.54	9,748.50
	Total	<u>7,338.33</u>	<u>10,237.03</u>
	Deposits includes dues from Private Companies in which directors are directors / members		
	Mint Street Estates Pvt. Ltd. (Maximum amount outstanding during the year Rs. 400 lacs (Previous Year Rs. 400 lacs)).	-	400.00
	Eyelid Infrastructure Private Limited (Maximum amount outstanding during the year Rs. 400 lacs (Previous Year Rs. NIL)).	400.00	-
	All the above deposits have been given for business purposes.		
	Others includes dues from Companies in which directors are directors / members		
	Onelife Ecopower and Engineering Ltd. (Maximum amount outstanding during the year Rs. 4,496.50 lacs (Previous Year Rs. 5,346.00 Lacs)).	2,722.25	5,277.00
	Leadline Software and Trading Pvt. Ltd.(Maximum amount outstanding during the year Rs. 1,980.53 Lacs (Previous Year Rs. 1,488.50 Lacs)).	1,980.53	-
	All the above loans and advances have been given for business purposes.		
		<u>5,102.78</u>	<u>5,677.00</u>

Note	Particulars	₹ in Lacs	
		As at March 31, 2015	As at March 31, 2014
14 Inventories			
	(As per inventory taken, valued and certified by the Management)		
	Stock in Trade	-	-
	Work In Progress	-	-
	Total	-	-
15 Trade Receivables (Unsecured, Considered Good)			
	Outstanding for more than six months from due date	2.21	201.56
	Total	2.21	201.56
16 Cash and Bank Balances			
	Cash and cash equivalents		
	Cash on hand	1,515.36	1,246.43
	Balances with Banks in Current Accounts	51.34	25.14
	Balances with Banks in Fixed Deposit (Maturity of less than 3 months)	-	1,770.00
	Sub - Total	1,566.70	3,041.57
	Other Bank Balances		
	Fixed Deposits (Maturity of less than 12 months)		
	(A lien is marked on Fixed Deposits amounting to Rs. 570 Lacs towards credit facility availed from a bank)	3,525.00	-
	Sub - Total	3,525.00	-
	Total	5,091.70	3,041.57
17 Short Term Loans and Advances			
	Unsecured, Considered good		
	Cenvat Credit Receivable	-	80.89
	Prepaid expenses	-	873.98
	Others	-	3,876.39
	Total	-	4,831.26
	Others includes dues from Private Companies in which directors are directors / members		
	Sowgau Estates Private Limited (Maximum amount outstanding during the year Rs. 382.04 Lacs (Previous Year Rs. 388.84 Lacs)).	-	263.04
	Leadline Software and Trading Pvt. Ltd. (Maximum amount outstanding during the year Rs. 1,980.53 Lacs (Previous Year Rs. 1,488.50 Lacs)).	-	997.50
	All the above loans and advances have been given for business purposes.	-	1,260.54
18 Other Current Assets			
	Interest Receivable	107.79	-
	Receivable against cancelled contract	350.00	-
	Others Assets	38.07	-
	Total	495.86	-

Note	Particulars	₹ in Lacs	
		For the Year ended March 31, 2015	For the Year ended March 31, 2014
19	Revenue from operations		
	Income from Services	7.50	-
	Agricultural Income	572.06	554.87
	Total	579.56	554.87
20	Other Income		
	Interest	447.70	50.57
	Excess Provison Written Back	0.90	-
	Total	448.60	50.57
21	Cost of Materials Consumed		
	Opening Stock of Raw Material	-	5.13
	Agricultural Expenses	288.36	220.94
		288.36	226.07
	Less: Closing Stock of Raw Material	-	-
	Total	288.36	226.07
22	Changes in Inventories of Finished Good and Work in Progress		
	Opening Stock of Work In Progress	-	46.42
	Closing Stock of Work In Progress	-	-
		-	46.42
23	Employee benefits expense		
	Salary, Bonus and Gratuity	51.58	38.68
	Staff Welfare Expenses	2.38	2.17
	Total	53.96	40.85
24	Other expenses		
	Office Rent	0.81	1.14
	Repairs to Building	0.04	0.50
	Repairs to Machinery	0.51	2.44
	Rates and Taxes	0.95	0.72
	Advertisement	1.04	1.24
	Business Development Expenses	8.82	5.69
	Professional Fees	17.61	26.66
	Bad Debts written off	199.34	14.71
	Remuneration to Auditors (Refer Note No. 35)	3.92	3.67
	Printing & Stationery	1.57	1.88
	Travelling and Conveyance	6.77	4.00
	Telephone	2.34	0.46
	Directors Sitting Fees	2.00	1.50
	Membership and Subscription	-	0.51
	Loss on Sale of Shares	77.50	-
	Miscellaneous Expenses	12.04	2.08
	Total	335.26	67.20

- 25 The Company had come out with a public issue of its equity shares of Rs. 10 each at a premium of Rs. 100 each in September-October 2011. The equity shares of the company are listed on the BSE and NSE.

The Securities Exchange Board of India (SEBI) had carried out investigation in the issue process of the Company and the utilization of the issue proceeds. The SEBI had passed an Ex-Parte Ad Interim order dated 28th December, 2011 against the Company. The Company has thereafter, received final order from SEBI dated 30th August, 2013 whereby the following directions have been given: -

- a Onelife Capital Advisors Ltd. (OCAL) and its Managing Director Mr. Pandoo P. Naig shall, jointly and severally, bring Rs. 3,525 lacs i.e., the diverted IPO proceeds into the Company from Fincare Financial and Consultancy Services Pvt. Ltd. (Fincare), Precise Consulting and Engineering Pvt. Ltd. (Precise) and KPT Infotech Pvt. Ltd. (KPT) within six months from the date of the said order.
 - b The Board of Directors of OCAL shall ensure compliance of above direction and submit a monthly progress report in above regard to SEBI. Further the Board of Directors shall also furnish to SEBI a Compliance Report duly certified by a SEBI registered Merchant Banker within two weeks of compliance of the above direction.
 - c Onelife Capital Advisors Ltd and its managing director Mr. Pandoo P. Naig shall remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner, for a period of 3 years from the date of the interim order i.e., from 28th December, 2011.
- 26 The Company had received back Rs. 770 Lacs from KPT paid towards Brand Building, Rs. 1,200 Lacs from Precise paid towards Development of Portfolio Management Services and General Corporate Purpose upto June 2014. The Company had also received back Rs. 1,555 Lacs upto July 2014 from Fincare paid towards Development of Portfolio Management Services, Purchase of Corporate Office and General Corporate Purpose. The total amount aggregating to Rs. 3,525 Lacs has been kept in fixed deposits with Bank.
- 27 The Company had received show cause notice dated 25th October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. The Company has received Adjudication order dated 28th November, 2014 imposing a penalty of Rs. 45 Lacs on the Company, Rs.155 Lacs on Managing Director Mr. Pandoo Naig and Rs.150 Lacs on Whole time Director Mr. T. K. P. Naig for violation u/s 15-I of SEBI Act, 1992 read with rules 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and u/s. 23-I of Securities Contract (Regulation) Act, 1956 read with rule 5 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005. The Company has paid the penalty amount of Rs. 45 Lacs to SEBI as per the direction and debited the penalty of Rs. 45 Lacs as expenses which has been disclosed under the head "Exceptional Items" in the Statement of Profit and Loss.
- 28 Consequent to the applicability of the Companies Act, 2013 with effect from 1st April, 2014 depreciation has been calculated based on the useful life of the assets as specified under Schedule II of the Act. On account of the above, the depreciation for the quarter and year ended 31st March, 2015 debited to the Statement of Profit & Loss is higher by Rs. 19,748 and Rs. 142,293 respectively.
- Further, in terms of schedule II to the Companies Act, 2013 an amount of Rs 36,629 towards the carrying value of the assets where the remaining useful life of asset is NIL has been debited to the opening retained earnings as on 1st April, 2014.
- As regards the Company's step down Subsidiaries (a) Goodyield Farming Limited and (b) Goodyield Fertilizers and Pesticides Private Limited the depreciation for the year ended 31st March, 2015 debited to the Statement of Profit and Loss is higher by Rs. 42,249 and Rs. 17,401 respectively.

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

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at 31st March 2015.

Defined benefit plans – As per Actuarial valuation as on 31st March, 2015.

Particulars	As at March 31, 2015 (in Rs.)	As at March 31, 2014 (in Rs.)
Change in present value of obligations		
Obligations at beginning of the year	205,120	206,284
Interest cost	19,138	17,018
Service cost	20,448	79,927
Transitional liability incurred	NIL	NIL
Past Service Cost (Non – Vested benefits)	NIL	NIL
Past Service Cost (Vested benefits)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (gain)/loss	346,492	(98,109)
Obligations at the end of the year	591,198	205,120
Expenses recognized in the statement of Profit and Loss		
Current Service cost	19,138	79,927
Interest cost	20,448	17,018
Past service cost (non vested benefits)	NIL	NIL
Past service cost (vested benefits)	NIL	NIL
Transitional liability recognized	NIL	NIL
Net Actuarial (Gain) / Loss recognized for the period	346,492	(98,109)
Net gratuity cost	386,078	(1,164)
Amount to be recognized in the Balance Sheet		
Present Value Obligation at end of period	(205,120)	(205,120)
Fair Value of Plan Assets at end of period	NIL	NIL
Funded Status - Unfunded	(205,120)	(205,120)
Unrecognized transitional liability	NIL	NIL
Unrecognized past Service Cost	NIL	NIL
Net Assets/(Liability) recognized in the Balance Sheet	(205,120)	(205,120)
Assumptions		
Mortality Table	LIC (2006 – 08) Ult.	LIC (2006 – 08) Ult.
Discount rate	7.92%	9.33%
Rate of escalation in salary	5%	6%
Attrition rate	2%	2%

30 Disclosures pursuant to Accounting Standard 17 "Segment Reporting"

	Particulars	Advisory Services	Gas and Energy	Agriculture	Eliminations	Total
A	SEGMENT REVENUE					
	External Sales	4.50	3.00	572.06	-	579.56
		(-)	(-)	(554.87)	(-)	(554.87)
	Inter Segment Sales	-	-	-	-	-
		(-)	(-)	(-)	(-)	(-)
	Total Revenue	4.50	3.00	572.06	-	579.56
		(-)	(-)	(554.87)	(-)	(554.87)
B	RESULTS					
	Segment Results	-205.72	3.00	195.06	-	-7.66
		(95.50)	(0.48)	(194.29)	(-)	(98.31)
	Unallocated corporate expenses					-168.28
						(-)
	Operating Profit before interest and tax					-175.94
						(98.31)
	Interest expense					11.77
						(-)
	Interest income					448.60
						(50.57)
	Profit before tax (before exceptional and extraordinary items)					260.89
						(148.88)
	Exceptional items					45.00
						(-)
	Profit before tax (after exceptional and extraordinary items)					215.89
						(148.88)
	Current tax					5.08
						(-)
	Short provision for tax of earlier years					-
						(0.06)
	Profit after Tax					210.81
						(148.82)
	Minority Interest in income in subsidiaries					133.88
						(108.24)
	Net Profit after Minority Interest					76.93
						(40.58)
C	OTHER INFORMATION					
	Segment Assets					
	Segment Assets	4,715.62	-	3,605.80	-	8,321.42
		(4,416.37)	(-)	(3,097.19)	(-)	(7,513.55)
	Unallocated corporate assets					4,660.00
						(11,417.98)
	Total Assets					12,981.42
						(18,931.54)
	Segment Liabilities					
	Segment liabilities	381.49	-	0.45	-	381.94
		(851.84)	(-)	(0.68)	(-)	(852.52)
	Unallocated corporate liabilities					274.61
						(5,964.61)
	Total Liabilities					656.55
						(6,817.13)
	Depreciation	2.83	-	75.08	-	77.91
		(1.31)	(-)	(74.71)	(-)	(76.02)

Figures in the bracket indicate previous year's figures.

31 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) 18 "Related Party Disclosures"**I Names of the related parties with whom transactions were carried out during the year and description of relationship:**

Key Management Personnel	Mr. T. P. K. Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director
Companies in which Key Management Personnel exercise significant influence	Mint Street Estates Pvt. Ltd.
	Sowgau Estates Private Limited
	Leadline Software and Trading Pvt. Ltd.
	Onelife Ecopower and Engineering Ltd.
	Eyelid Infrastructure Private Limited
Relatives of Key Management Personnel	Sowmya Deshpande (Sister of Mr. Pandoo Naig)

II Related Party Transactions (₹ in Lacs)

Sr. No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel	Companies in which Key Management Personnel / Relative Exercise Significant Influence
I	Rent Paid to Mint Street Estates Pvt. Ltd.	NIL (NIL)	NIL (NIL)	0.57 (1.14)
	Rent Paid to Eyelid Infrastructure Private Limited	NIL (NIL)	NIL (NIL)	0.24 (NIL)
II	Reimbursement of expenses			
	T. K. P. Naig	NIL (2.61)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	NIL (4.10)	NIL (NIL)	NIL (NIL)
III	Loans Given			
	Leadline Software and Trading Pvt. Ltd.	NIL (NIL)	NIL (NIL)	1,968.48 (30.80)
VI	Loans Received Back			
	Leadline Software and Trading Pvt. Ltd.	NIL (NIL)	NIL (NIL)	779.50 (491.00)
	Onelife Ecopower and Engineering Ltd.	NIL (NIL)	NIL (NIL)	2,567.50 (302.00)
	Sowgau Estates Private Limited	NIL (NIL)	NIL (NIL)	263.04 (125.80)
V	Loans Taken			
	Leadline Software and Trading Pvt. Ltd.	NIL (NIL)	NIL (NIL)	220.45 (220.45)
VI	Loans Repaid			
	Leadline Software and Trading Pvt. Ltd.	NIL (NIL)	NIL (NIL)	23.50 (23.50)

VII	Remuneration to Key Management Personnel			
	T. K. P. Naig	9.00	NIL	NIL
		(4.00)	(NIL)	(NIL)
	Pandoo Naig	9.00	NIL	NIL
		(4.00)	(NIL)	(NIL)
VIII	Office Deposits			
	Mint Street Estates Pvt. Ltd. (Received Back)	NIL	NIL	400
		(NIL)	(NIL)	(NIL)
	Eyelid Infrastructure Private Limited (Given)	NIL	NIL	400
		(NIL)	(NIL)	(NIL)
IX	Proceeds from Leasehold Agricultural Land			
	(Refer Note b below)			
	T. K. P. Naig	118.77	NIL	NIL
		(NIL)	(NIL)	(NIL)
	Pandoo Naig	409.66	NIL	NIL
		(NIL)	(NIL)	(NIL)
	Outstanding as at 31st March, 2015			
I	Deposits Receivable	NIL	NIL	400.00
		(NIL)	(NIL)	(400.00)
II	Loans Receivable	NIL	NIL	4,702.78
		(NIL)	(NIL)	(6,537.54)
III	Loans Payable	NIL	NIL	NIL
		(NIL)	(NIL)	(205.95)

Note: -

- a The subsidiaries namely Goodyield Farming Limited and Goodyield Fertilizers and Pesticides Private Limited are carrying on agricultural activities by taking agricultural land for cultivation on lease mainly on year to year basis. The Companies has also taken agricultural land on lease from Mr. T. K. P. Naig and Mr. Pandoo Naig, both of whom are key management personnel, for the period of 13 years. The lease amount is amortized over the period of 13 years which amount to Rs. 66.05 lacs (Previous Year Rs. 66.05 lacs) per year.
- b The agreements entered into by Goodyield Farming Limited and Goodyield Fertilizers and Pesticides Private Limited with Pandoo Naig and T. K. P Naig, respectively, for Cultivation of their agricultural land have been terminated as on 31st March, 2015.

Figures in the bracket indicate previous year's figures.

32 Disclosures pursuant to Accounting Standard (AS) 19 "Leases"**a. Operating Lease (Expenditure)**

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

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Lease rentals debited to statement of profit and loss	0.81	1.14

- b. the total of future minimum lease payments under non-cancellable operating leases for each of the following periods

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Not later than one year	1.14	1.14
Later than one year and not later than five years	2.28	Nil
Later than five years	Nil	Nil

The operating lease arrangements are in relation to office premises. The Group has not entered into any finance lease arrangements.

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

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Net Profit after tax as per Statement of Profit and Loss	76.93	40.58
Number of Equity Shares outstanding (in lacs)	133.60	133.60
Weighted Average Number of Equity Shares (in lacs)	133.60	133.60
Nominal value of equity shares Rs.	10.00	10.00
Basic and Diluted Earnings per share Rs.	0.58	0.30

- 34 In view of losses and unabsorbed depreciation, considering the grounds of prudence, deferred tax assets is recognized to the extent of deferred tax liabilities and balance deferred tax assets have not been recognized in the books of accounts.

35 Remuneration to auditors:

Particulars	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Statutory Audit	3.45	3.45
Tax Audit	0.40	0.15
Service Tax	0.07	0.07
Total	3.92	3.67

36 Details of utilization of IPO proceeds:

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

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

The Company had given advances to the Fincare, Precise and KPT for Sr. No. 1 to 4 of the aforesaid objects. However, SEBI, vide order dated August 30, 2013, has held that the Company has diverted the IPO proceeds aggregating to Rs. 3,525 lacs for purposes other than the aforesaid objects of the IPO and has directed the Company and the Managing Director to bring back the advances paid to the said parties within six months.

The Company has received back the said amount of Rs. 3,525 lacs (Previous Year Rs. 1,770) which has been kept in fixed deposits with banks as mentioned in Note No. 19 above.

- b As per special resolution passed by the Company on 23rd January 2014, the IPO object of the issue has been changed to the following:
- Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide provided however that from out of the unutilized IPO proceeds, a sum not exceeding Rs. 2,627.80 lacs shall be utilized for these purposes and
 - General Corporate purposes of Rs. 897.60 lacs.

The proposed utilisation of funds raised from IPO including share premium as per the special resolution for altering the objects is as under:

Sr. No.	Particulars	Proposed Utilization (Rs. in Lacs)	Actual Utilization (Rs. in Lacs)
1	Purchase of Corporate Office	2627.80	-
2	General Corporate Purposes	897.60	-
3	Issue Expenses	159.60	160.00
4	Balance lying in Bank	-	3525.00
	Total	3685.00	3685.00

- 37 During the year Company was asked to pay service tax of Rs. 86.25 Lacs pending the issue of show cause notice by the Department for alleged wrong availment of Cenvat Credit. The same has been paid under protest and is disclosed as advance Service Tax under the head "Long Term Loans and Advances".
- 38 In the opinion of the Board, the value of realization of Current Assets, Loans and Advances in the ordinary course of the business would not be less than the amount at which they are stated in the Balance Sheet and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.
- 39 a The Group have disclosed the litigations taken place during the year. There were no pending litigations which would impact the consolidated financial position of the Group as at 31st March, 2015.
b The Group did not have any outstanding long term contracts including derivative contracts as at 31st March, 2015.
- 40 Details of Loans given covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 32 of the Listing Agreement
Loans given are given under the respective heads.
- 41 Previous year figures have also been reclassified and regrouped and recasted to conform to the current year's classification.

As per our report of even date

For Khandelwal Jain & Co.

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

Chartered Accountants

Firm Registration No.: - 105049W

(S. S. Shah)

Partner

Membership No.: - 033632

Executive Chairman

Managing Director

Chief Financial Officer

Place: Mumbai

Date : 14th August, 2015

Place: Mumbai

Date : 14th August, 2015

FIANANCIAL INFORMATION ON SUBSIDIARY COMPANIES FOR THE YEAR ENDED MARCH 31, 2015**Form AOC-I**

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(₹ In lacs)

Name of the Subsidiary	Onelife Gas Energy & Infrastructure Limited	Goodyield Farming Limited	Good Yield Fertilisers and Pesticides Private Limited
Sr. No.	1	2	3
Reporting period	31/03/2015	31/03/2015	31/03/2015
Share capital	1252.67	18.84	1.00
Reserves & surplus	4675.21	1534.43	519.71
Total assets	6369.60	3092.95	2648.76
Total Liabilities	441.71	1539.67	2128.05
Investments	-	-	1.43
Turnover	166.55	397.86	174.21
Profit / (loss) before taxation	9.09	123.20	69.87
Provision for taxation	1.73	-	-
Profit /(loss) after taxation	7.36	123.20	69.87
Proposed Dividend	-	-	-
% of shareholding	50.71	-	-

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: **Not Applicable**
- Names of subsidiaries which have been liquidated or sold during the year: **Not Applicable**

Part “B”: Associates and Joint Ventures – Not Applicable

[illegible]

[illegible]

[illegible]

ATTENDANCE SLIP

ONELIFE CAPITAL ADVISORS LIMITED

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

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name and Address of the member:

Registered Folio No.:

No. of Shares held:

Client ID No.:

DP ID No.:

(Please write your name in BLOCK Letters)

I/We hereby record my/our presence at the 8th ANNUAL GENERAL MEETING of the Company scheduled to be held at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Wednesday, 30th September, 2014 at 10.30 A.M.

Members/Proxy's Signature
(To be signed at the time of handing over this slip)

NOTES :

1. Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	#DEFAULT PAN
150903116		

Since, you have not registered/updated your PAN with the Company/Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

*Please use your actual PAN, if you have already registered/updated your PAN with the Company/Depository Participant. For detailed e-voting instructions, please refer Notice of the Annual General Meeting.

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ONELIFE CAPITAL ADVISORS LIMITED

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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L74140MH2007PLC173660

Name of the Company: ONELIFE CAPITAL ADVISORS LIMITED

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:.....or failing him

2. Name:

Address:

E-mail Id:

Signature:.....or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the company, to be held on Wednesday, 30th day of September, 2015 at 10.30 a.m. at IMC Building, IMC Marg, Churchgate, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the:

a) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon; and

b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Auditors thereon.

2. Re-appointment of Mr. Dhananjay Chandrakant Parikh (DIN: 02934120) as a Director of the Company.

3. Ratification of the appointment of M/s. Khandelwal Jain & Co, Statutory Auditors and to fix their remuneration.

4. Appointment of Mr. Mahendra Salunke (DIN 03425778) as an Independent Director of the Company.

5. Appointment of Ms. Sonam Satish Kumar Jain (DIN 06848245) as an Independent Women Director of the Company.

6. Approval of Related Party Transaction.

7. Approval of borrowing limits of the Company.

8. Approval for Creation of mortgage/charge on the assets of the Company.

Signed this..... day of..... 2015 _____

Signature of shareholder _____

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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