

ONELIFE CAPITAL ADVISORS LIMITED



"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 7th Annual General Meeting of 'Onelife Capital Advisors Limited'. The Notice related to this meeting, Directors' 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.

To start with, I am happy to state that as on date the Final order dated 30th August, 2013 of Hon'ble Whole Time Member of SEBI has been complied with by the Company. Moreover, our Company now will be able to clearly concentrate on business. The Company has already initiated steps to focus on high margin viz a viz less regulated, low regulatory risk and less compliance intensive advisory business and consequentially has not renewed its Merchant Banking, Broking and PMS licenses. The Company endeavors to leverage its Corporate relationships, relationship with HNI and Small Family Offices to advise strategies to achieve their business objective. The Companies experience of dealing with Small Medium Enterprises (SME's), its business challenges and its aspirations combined with the management bandwidth of the Board will surely be a valuable, profitable business proposition for both the Company and its clients.

I hope that these developments will augur well for a pick up with respect to the prospects for Company and its valued shareholders in due course.

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.

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 our shareholders, staff, and other stakeholders for their support and with a positive hope state that the future for us would be better after the present difficult times passover.

Best Regards
Yours sincerely

A handwritten signature in black ink, appearing to read 'T. K. P Naig', written over a horizontal line.

T. K. P Naig
Executive Chairman

Company Information

BOARD OF DIRECTORS

Mr. T.K.P Naig	Executive Chairman
Mr. Pandoo Naig	Managing Director
Mr. Dhananjay Parikh	Director (Non-Executive Director)
Mr. Ram Narayan Gupta	Director (Non Executive Independent Director)
Mr. Amol Shivaji Autade	Director (Non Executive Independent Director)

BOARD COMMITTEES

AUDIT COMMITTEE

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

STAKEHOLDER RELATIONS COMMITTEE

Mr. Amol Shivaji Autade	Chairman
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

COMPANY SECRETARY

Ms. Cynthia Pacheco

CHIEF FINANCIAL OFFICER

Mr. Mulraj Shah

STATUTORY AUDITORS

M/s. Khandelwal Jain & Co.
Chartered Accountants

INTERNAL AUDITORS

G.S Toshniwal & Associates.
Chartered Accountants

REGISTERED OFFICE

96-98 Mint Road,
Mumbai - 400 001.
Tel: +91 22 43333000
Fax: +91 22 43333011
Email Id: jb@onelifecapital.in
Website: www.onelifecapital.in

BANKERS

Indian Bank
Axis Bank

CIN No: L74140MH2007PLC173660

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: Mr. Subhash Dhingreja
Contact Details: +91 22 6772 0300
Email Id: onelife ipo@shareproservices.com
Website: www.shareproservices.com

SHARES LISTED AT

Bombay Stock Exchange Limited
National Stock Exchange of India Limited

DEPOSITORIES

National Securities Depository Limited
Central Depository Services (India) Limited

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of 'Onelife Capital Advisors Limited' will be held on September 29, 2014 at 10:00 a.m. at DBS Office Business Center, DBS Heritage House, Prescott Road, Opp. Cathedral Senior School, Fort, Mumbai- 400 001 to transact the following business: -

ORDINARY BUSINESS

- 1) (a) To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and the Statement of Profit & Loss for the year ended thereon together with the report of the Directors and the Auditor's Report thereon for the year ended on 31st March 2014.

(b) the audited consolidated financial statement of the Company for the financial year ended 31st March 2014.

- 2) Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, Khandelwal Jain & Co., (Registration Number 105049W with ICAI), the retiring auditors of the Company, be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

- 3) **To appoint Mr. Ram Narayan Gupta (DIN: 01130155) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ram Narayan

Gupta (DIN: 01130155), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 for a term up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, not liable to retire by rotation."

4) To appoint Mr. Amol Shivaji Autade (DIN: 06788961) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amol Shivaji Autade (DIN: 06788961), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, not liable to retire by rotation."

5) Revision in remuneration of Mr. T.K.P Naig, Executive Chairman of the Company

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

"RESOLVED THAT in partial modification of Resolution No. 5 passed at the Annual General Meeting held on 25th September, 2013 for reappointment and terms of remuneration of Mr. T.K.P Naig, Executive Chairman and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such other approvals/Consents/sanctions/permissions as may be necessary, the approval of the members be

and is hereby accorded for revision in remuneration of Mr. T.K.P Naig, Executive Chairman of the Company whereby he be paid monthly remuneration of ₹ 1,25,000/- only (Salary and perquisites) w.e.f 01st October, 2014 as per his respective terms of appointment as per the details given in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms and conditions of remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013"

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013"

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

6) Revision in remuneration of Mr. Pandoo Naig, Managing Director of the Company

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

"RESOLVED THAT in partial modification of Resolution No. 6 passed at the Annual General Meeting held on 25th September, 2013 for reappointment and terms of remuneration of Mr. Pandoo Naig , Managing director and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such other approvals/Consents/sanctions/permissions as may be necessary, the approval of the members be and is hereby accorded for revision in remuneration of Mr. Pandoo Naig, Managing Director whereby he be paid monthly remuneration of ₹ 1,25,000/- only (Salary and perquisites) w.e.f 01st October, 2014 as per his respective terms of appointment as per the details given in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms and conditions of remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

By and on behalf of the Board

for ONELIFE CAPITAL ADVISORS LIMITED

T.K.P Naig
Executive Chairman

Registered Office:

96-98 Mint Road,
Mumbai 400 001
CIN: L74140MH2007PLC173660
e-mail: lb@onelifecapital.in

Place : Mumbai

Date : August 13, 2014

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 THE 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.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company