

8<sup>th</sup> Annual Report 2014-2015

# 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 8<sup>th</sup> 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 pass over.

Best Regards

Your sincerely

A handwritten signature in black ink, appearing to read 'TKP Naig'.

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 20<sup>th</sup> 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 20<sup>th</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> 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 24<sup>th</sup> September, 2015 to 30<sup>th</sup> 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 21<sup>st</sup> 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](http://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](mailto: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](http://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](http://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*	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> <li>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.</li> </ul>
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](mailto: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](mailto: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.