

ONELIFE CAPITAL ADVISORS LIMITED



onelife
one solution

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

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LETTER FROM CHAIRMAN'S DESK



Dear Shareholders,

It gives me great pleasure to welcome you all to the 9th Annual General Meeting of Onelife Capital Advisors Limited. The notice related to this Annual General Meeting, Director's Report, Audited Annual Accounts for the FY 2015-16, Consolidated Annual Audited Accounts and Cash Flow Statement are already with you. With your kind permission, I shall take it as read.

FY2015-16 has been a significant year for your company. It is the fiscal when your company has ventured to provide a business identity and growth option which may yield positive gains in the years to come.

India- Economic Performance FY2015-16:

Indian economy (GDP) grew at 7.6% for FY16, which is one of the highest growth rates amongst G-20 nations. It is important to note that despite global growth challenges from developed economies like USA, Europe and China, the Indian economy has been able to sustain high growth rates and is now benefiting from a strong currency with low crude and commodity prices. We feel there is now a mood of optimism emerging in the Indian economy. For Q4 FY2015-16, Indian economy grew at 7.9% to become one of the fastest growing economy in the world. Exports growth has been an area of concern with Y-O-Y negative growth rates, but the trade balance has been partially alleviated by the reduced trade deficit and current account deficits.

Services sector contributes almost 53% of the Indian GDP grew at a robust 10.2% during FY2016. Macroeconomic reforms expected in the tax regime like GST, coupled with the new policy and investment initiatives of the present government should augur a positive growth environment for the nation. Hence, we as management of this company firmly believe that India is perfectly augured to benefit from both global and local opportunities.

India- Economic Outlook for FY2016-17

India's consumption will continue to grow in FY2017. Good monsoons should help ease the inflationary pressures in the economy. India will continue to benefit from low crude prices and stable interest rates. Resolution of Non-Performing Assets in the banking system should further add growth momentum to the Indian economy. Despite global challenges expected due to Brexit, negative interest rates in Japan and USA indicating of a potential rise in interest rates FY2016-17. This highlights the tremendous confidence of the global economy on India's expected performance.

Indian economy which is estimated at US\$2 trillion today is expected to grow to US\$20 trillion in next 20 years, making India one of the largest and best performing economies in the world. Average age of the Indian population is at 35 years, indicating its tremendous income generating potential and the ability to provide a positive growth momentum to the global economies.

Company Developments 2015-16:

Your company has positioned itself to benefit from all the above opportunities by building a strategic business and investment portfolio that can help reflect and profit from these developments. Your company has further focused to provide a platform for generating value added business by focusing on investments and opportunities which are investment accretive. Execution and management are the two key elements on which your company wishes to reach this strategic goal.

In FY2015-16, your company, through M/s Purple India Holding Limited, a 100% subsidiary of Onelife Capital Advisors Limited, has entered into a shareholding agreement, subject to all regulatory approvals, to acquire Destimoney group of companies. Destimoney is amongst India's leading full service equity brokerage and third party financial services company, with its own NBFC. Your company has ventured to acquire and thereafter to build upon the existing business networks, infrastructure and clientele of Destimoney. This acquisition should help your company to catapult itself to become amongst one of the India's leading financial services business. Your company expects this acquisition should offer the ability to use its management strengths effectively to generate positive value to shareholders. This venture should be a good strategic fit to your company business.

Your company also acquired 100% shareholding in Eyelid Infrastructure Private Limited, with the intention to develop and use the underlying assets in the company for business purposes.

During FY2015-16, your company revenue was Rs. 209.50 lakh, with a net profit of Rs 0.38 lakh. The income was primarily by earned interest on the fixed deposits of the company.

Considering that your company is in an investment mode, the management has decided not to declare any dividend for the year.

Company Outlook for FY2016-17

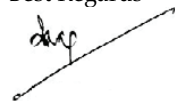
Your company is working to secure the necessary regulatory permissions, by addressing the ground challenges and possibilities. Your company is also looking at parallel business opportunities to rebuild on the business options as they may arise. Your company expects to conclude on this transaction by end of FY2017 and has built on future plans to integrate and manage this new business. We are looking forward to make a quick turnaround and growth for this new venture once all initial approvals and hurdles are cleared.

Our Sincere Appreciation and Acknowledgements

Your Directors, and I the Chairman, would like to take this opportunity, to put across our personal gratitude for the support demonstrated by our shareholders for the company initiatives conducted by us. We will remain committed to try and build a formidable business for the shareholders. The board will continue to provide the role of the mentor for this company and help it navigate in these interesting times.

I would again like to thank our shareholders, Banks, Employees, and other stakeholders of our business, whose support and guidance has enabled our enterprise reach these business targets and have been an inspiration to us.

Best Regards



Yours sincerely
TKP Naig

COMPANY'S INFORMATION

BOARD OF DIRECTORS:

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

BOARD COMMITTEES:**AUDIT COMMITTEE**

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

STAKEHOLDER RELATIONS COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Ms. Sonam Satish Kumar Jain	Member
Mr. Mahendra Salunke	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Ram Narayan Gupta	Member
Ms. Sonam Satish Kumar Jain	Member

RISK MANAGEMENT COMMITTEE

Mr. Pandoo Naig	Chairman
Mr. Ram Narayan Gupta	Member
Mr. Mahendra Salunke	Member

COMPANY SECRETARY:

Ms. Priyanka Rawat

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:

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

BANKERS:

Indian Bank
Axis Bank
Kotak Mahindra Bank

REGISTRAR & SHARE TRANSFER AGENT:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad,
Telangana – 500 032
Contact Details: +91 40 6716 2222
Fax number: +91 40 2342 0814
E-mail: onelifecapital.ris@karvy.com
Website: www.karvycomputershare.com

SHARES LISTED AT:

BSE Limited
National Stock Exchange of India Limited

DEPOSITORIES:

National Securities Depository Limited
Central Depository Services (India) Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016 AT 10.30 A.M. AT IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**1 – Adoption of Financial Statements:****To receive, consider and adopt:**

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon; and
- ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.

2 – Appointment of a Director:

To appoint a Director in place of Mr. T.K.P. Naig (DIN: 00716975), who retires by rotation and being eligible, offers himself for re-appointment.

3 – Ratification of appointment of Auditors:

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

“RESOLVED THAT pursuant to the Section 139 and other applicable provisions if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time 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 M/s. Khandelwal Jain & Co., Chartered Accountants (Registration Number 105049W with ICAI) as Auditor of the Company to hold office until the conclusion of Annual General Meeting to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company and out of pocket expenses as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:**4 – Approval for Re-appointment of Mr. Pandoo Naig (DIN 00158221), as a Managing Director of the Company:**

To Consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED pursuant to the provisions of sections 196,197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force), pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Mr. Pandoo Naig as the

Managing Director of the Company for the further period of 5 years w.e.f. 2nd December, 2016 till 1st December, 2021, on the terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Pandoo Naig.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment."

5 - Approval for Re-appointment of Mr. T.K.P. Naig (DIN: 00716975), as a Whole Time Director designated as a Chairman of the Company.

Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and (including any amendment or statutory modification thereto for the time being in force) and pursuant to Article of Association of the Company and the recommendation of the Nomination and remuneration Committee and subject to such sanctions as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Mr. T.K.P. Naig as a Whole Time Director designated as an Executive Chairman of the Company for the further period of 5 years w.e.f. 2nd December, 2016 till 1st December, 2021, on such terms and conditions, including remuneration and minimum remuneration in the event of absence or inadequacy of profits, as set out in the explanatory statement relating to this resolution, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. T.K.P. Naig.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company, be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment."

6- Approval of Related Party Transaction:

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under and in terms of Regulation 23 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between the Company and related parties for acquiring share in the subsidiaries

and step down subsidiaries as follows:

1. To acquire/purchase 3838057 Equity shares of Rs.10/- each fully paid up in M/s. Onelife Gas Energy & Infrastructure Limited, ("Subsidiary Company") at a rate of Rs. 5 per shares amounting to Rs. 19,190,285/-;
2. To acquire/purchase 188400 Equity shares of Rs.10/- each fully paid up in M/s. Goodyield Farming Limited, ("Step Down Subsidiary Companies") at a rate of Rs. 10 per shares amounting to Rs. 18,84,000/-;
3. To acquire/purchase 10000 Equity shares of Rs.10/- each fully paid up in M/s. Good Yield Fertilizers and Pesticides Private Limited ("Step Down Subsidiary Companies"), at a rate of Rs. 10 per shares amounting to Rs. 1,00,000/-

in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

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

Registered Office:

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

Place: Mumbai

Date: 13th August, 2016

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
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. A Proxy form for the Annual General Meeting is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. **Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Shares Transfer Books of the Company will be closed from, Saturday 24th September, 2016 to Friday, 30th September, 2016 (both the days inclusive).**
5. The members are requested to:

Intimate to the Company's Registrars and Share Transfer Agents, Karvy Computer Share Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032, India (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
6. Pursuant to section 72 of the Companies Act, 2013, members holding Shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
7. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
8. To quote their full name as per Company's record, Folio No./DP Id and Client Id as the case may be in all correspondence;
9. To note that no gift or gift coupons will be distributed at the meeting.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agents of the Company.
11. 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.
12. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading benefits is permitted only in dematerialized form, electronic transfer, prevention of forgery, etc.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday), between 11:00 am to 2:00 p.m. up to the date of the meeting.
14. There is no unclaimed or unpaid dividend lying with the Company, which requires an effect of transferring the same to the Investor and Education Protection Fund (IEPF) of the Central Government.