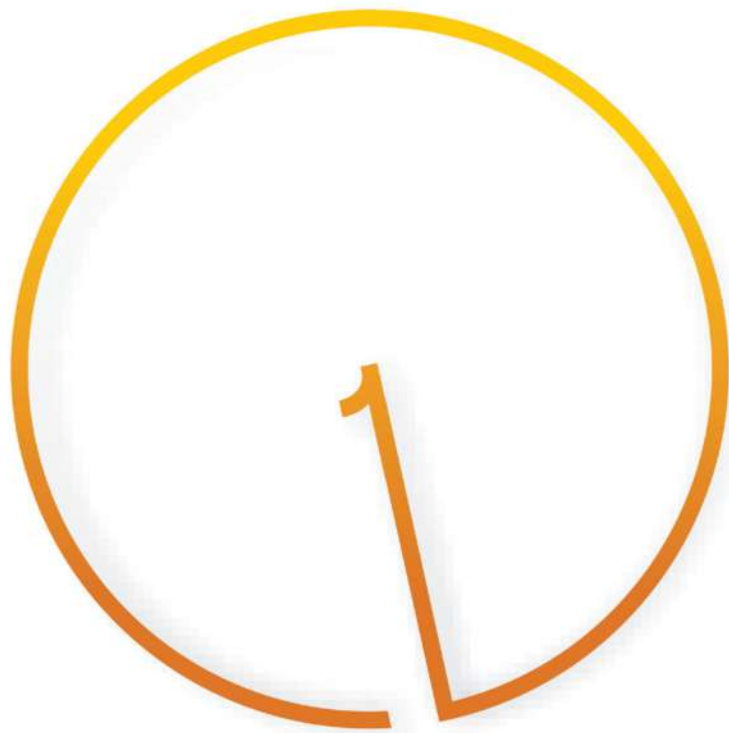


13th Annual Report 2019-2020

ONELIFE CAPITAL ADVISORS LIMITED



onelife
one solution

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

INDEX

Sr. No.	Contents	Page Nos.
1.	Company's Information	1
2.	Notice of the Annual General Meeting	3
3.	Board's Report	18
4.	Management Discussion And Analysis Report	49
5.	Corporate Governance Report	53
6.	Declaration by Chief Financial Officer	79
7.	Certificate of Corporate Governance	80
8.	Certificate of Non-Disqualification of Directors	81
9.	Certification by the Chief Financial Officer of the Company	82
10.	Independent Auditors Report	83
11.	Balance Sheet	97
12.	Statement of Profit & Loss (including other Comprehensive income)	98
13.	Cash Flow Statement	99
14.	Statement of changes in equity	100
15.	Notes Forming Part of Financial Statement	101
16.	Independent Auditors Report on Consolidated Financial Statement	143
17.	Consolidated Balance Sheet	155
18.	Consolidated Statement of Profit & Loss (including other Comprehensive income)	156
19.	Consolidated Cash Flow Statement	157
20.	Statement of changes in equity	158
21.	Notes forming part of Consolidated Financial Statement	159
22.	Financial Information on Subsidiary Companies	227

COMPANY'S INFORMATION

BOARD OF DIRECTORS:

Mr. Prabhakara Naig	Executive Chairman & Whole-time Director
Mr. Pandoo Naig	Managing Director & CFO
Mr. Gurunath Mudlapur (appointed w.e.f 15 th September, 2020)	Director (Non – Executive Non- Independent Director)
Mr. Dhananjay Parikh (appointed w.e.f 15 th September, 2020)	Director (Non – Executive Independent Director)
Mr. Amol Shivaji Autade	Director (Non – Executive Independent Director)
Ms. Sonam Satish Kumar Jain	Director (Non – Executive Independent Director)
Mr. Ram Narayan Gupta (upto 1 st January, 2020)	Director (Non – Executive Independent Director)

BOARD COMMITTEES:

AUDIT COMMITTEE

Ms. Sonam Satish Kumar Jain	Chairperson
Mr. Pandoo Naig	Member
Mr. Amol Shivaji Autade	Member

STAKEHOLDER RELATIONS COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Ms. Sonam Satish Kumar Jain	Member
Mr. Pandoo Naig	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. TKP Naig	Member
Ms. Sonam Satish Kumar Jain	Member

RISK MANAGEMENT COMMITTEE

Mr. Pandoo Naig	Chairman
Mr. Sonam Satish Kumar Jain	Member

COMPANY SECRETARY:

Ms. Aditi Mahamunkar

STATUTORY AUDITORS:

M/s. Khandelwal Jain & Co.
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Ajay Kumar & Co.
Practicing Company Secretaries

INTERNAL AUDITORS:

G.S. Toshniwal & Associates
Chartered Accountants

REGISTERED OFFICE:

Onelife Capital Advisors Limited

CIN No: L74140MH2007PLC173660

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

Tel no.: 022-25833206

Email Id: cs@onelifecapital.in

Website: www.onelifecapital.in

BANKERS:

Indian Bank
Axis Bank
HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENT:

KFin Technologies Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad,
Telangana – 500 032

Contact Details: +91 40 67161631

E-mail: dalvianil.shantaram@karvy.com

Website: www.karvycomputershare.com

SHARES LISTED AT:

BSE Limited (Scrip code: 533632)

National Stock Exchange of India Limited (Symbol: ONELIFECAP)

DEPOSITORIES:

National Securities Depository Limited
Central Depository Services (India) Limited

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 13th ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON TUESDAY, 29TH DECEMBER, 2020 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIOVISUAL MEANS (“OAVM”) ON ACCOUNT OF OUTBREAK OF COVID – 19 PANDEMIC AND IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

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, 2020 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, 2020 and the Report of the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

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

SPECIAL BUSINESSES:

3. RE-APPOINTMENT OF MRS. SONAM SATISH KUMAR JAIN (DIN: 06848245) AS AN INDEPENDENT DIRECTOR 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mrs. Sonam Satish Kumar Jain (DIN: 06848245), who was appointed as an Independent Director at the Eighth Annual General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years effective from this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. APPOINTMENT OF MR. GURUNATH MUDLAPUR (DIN: 00009485) AS A 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 pursuant provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Gurunath Mudlapur (DIN: 00009485), in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose his candidature for the office of Director, be and is hereby appointed as a Non-executive, Non Independent Director, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. APPOINTMENT OF MR. DHANANJAY PARIKH (DIN: 02934120) AS A 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 pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations) as amended from time to time and pursuant to the Articles of Association of the Company, consent of the Members be and is hereby accorded to appoint Mr. Dhananjay Parikh (DIN: 02934120), who was appointed as an a Non-Executive Independent Director of the Company by the Board of Directors with effect from September 15, 2020, pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, who holds office up to the date of this Annual General Meeting as an Independent Director of the Company for a period of five years effective from December this Annual General Meeting not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Sd/-

T.K.P Naig

Executive Chairman

DIN: 00716975

Registered Office:

Regd. Off: Plot No. A356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (West) - 400604, Maharashtra
CIN: L74140MH2007PLC173660

E-mail: cs@onelifecapital.in

Website: www.onelifecapital.in

Tel no.: 022-25833206

Place: Thane

Date: 12th November, 2020

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members

such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.onelifecapital.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 26th December, 2020 at 9.00 a.m. and ends on 28th December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the ONELIFE CAPITAL ADVISORS LIMITED on which you choose to vote.