

ONELIFE CAPITAL ADVISORS LIMITED

CIN: L74140MH2007PLC173660

Regd. Off: Plot No. A 356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (W) - 400604 Thane 400604

Tel no.: 022-25833206; Email id: cs@onelifecapital.in; Web: www.onelifecapital.in

18th October, 2021

BSE Limited

Department of Corporate Services

Phiroze Jeejeebhoy Tower,

Dalal Street, Mumbai- 400 001

Scrip Code: 533632

National Stock Exchange of India Ltd

Exchange Plaza

Bandra- Kurla Complex

Bandra, Mumbai- 400 051

NSE Symbol: ONELIFECAP

Dear Sir / Madam

Sub.: Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015:

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the revised 14th Annual Report of the Company.

Kindly acknowledge the receipt of the same.

Thanking you.

Yours faithfully,

For Onelife Capital Advisors Limited

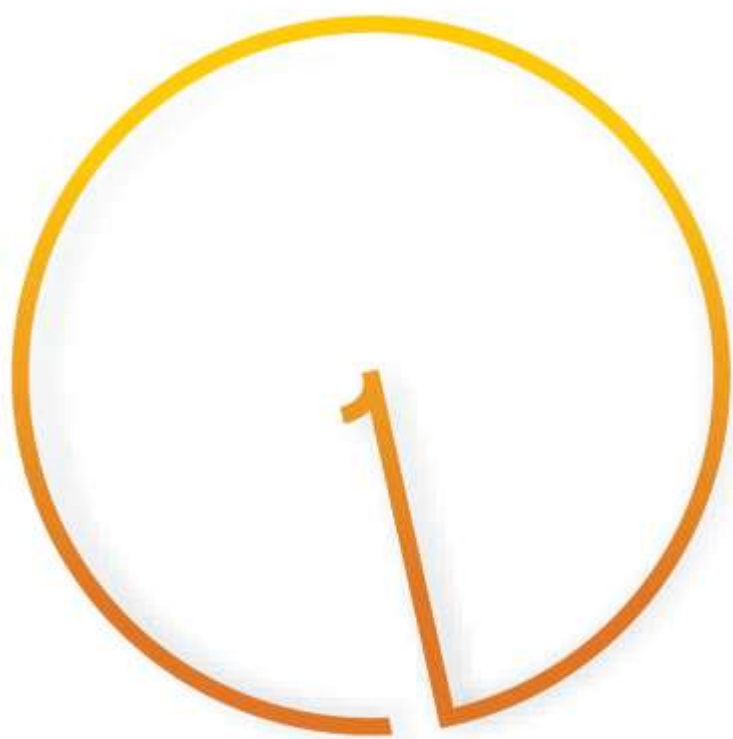
Sd/-

Aditi Mahamunkar

Company Secretary & Compliance Officer

14th Annual Report 2020-21

ONELIFE CAPITAL ADVISORS LIMITED



onelife
one solution

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

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COMPANY'S INFORMATION
BOARD OF DIRECTORS:

Mr. Prabhakara Naig	Chairman and Whole-time Director
Mr. Pandoo Naig	Managing Director and CFO
Mr. Gurunath Mudlapur	Director (Non – Executive Non- Independent Director)
Mr. Dhananjay Parikh	Director (Non – Executive Independent Director)
Mr. Amol Shivaji Autade	Director (Non – Executive Independent Director)
Mrs. Sonam Satish Kumar Jain	Director (Non – Executive Independent Director)

BOARD COMMITTEES:
AUDIT COMMITTEE

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

STAKEHOLDER RELATIONS COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

Mr. Amol Shivaji Autade	Chairman
Mr. Prabhakara Naig	Member
Mrs. Sonam Satish Kumar Jain	Member

RISK MANAGEMENT COMMITTEE

Mr. Pandoo Naig	Chairman
Mrs. 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 – 500032.

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 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON WEDNESDAY, 10TH NOVEMBER, 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIOVISUAL MEANS (“OAVM”) 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, 2021 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, 2021 and the Report of the Auditors thereon.

2. APPOINTMENT OF A DIRECTOR:

To appoint a Director in place of Mr. Pandoo Naig (DIN: 00158221), who retires by rotation and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF AUDITORS:

To appoint Auditor and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No. 113447W/W-100019), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 14th Annual General Meeting held in the year 2021 till the conclusion of the 19th Annual General Meeting to be held in the year 2026, in place of M/s. Khandelwal Jain

& Co. (Firm Registration Number 105049W) whose tenure expires at the 14th Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

SPECIAL BUSINESSES:

4. RE-APPOINTMENT OF MR. PANDOO NAIG (DIN: 00158221) AS MANAGING DIRECTOR OF THE COMPANY

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

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and Articles of Association of the Company, and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for appointment of Mr. Pandoo Naig (DIN: 00158221) as Managing Director (‘MD’) of the Company for the further period of 5 years w.e.f. 2nd December, 2021 till 1st December, 2026 designated as Executive Director and CFO upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are

inadequate, the Company may pay to the MD the decided remuneration as the minimum remuneration as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits as specified hereinabove subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

5. RE-APPOINTMENT OF MR. PRABHAKARA NAIG (DIN: 00716975) AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and Articles of Association of the Company, and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for appointment of Mr. Prabhakara Naig (DIN: 00716975) as Whole-time Director (‘WTD’) of the Company designated as Executive Director and Chairman of the Company, who has attained the age of 70 years, for the further period of 5 years w.e.f. 2nd December, 2021 till 1st December, 2026 upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and WTD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of WTD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and WTD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the WTD, the Company has no profits or its profits are inadequate, the Company may pay to the WTD, the decided remuneration as the minimum remuneration as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances and benefits as specified hereinabove subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

6. ISSUE OF WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd., on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”), the provisions of the Foreign Exchange Management Act, 1999, (the “FEMA”) as amended from time to time and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by SEBI, RBI, Stock Exchanges or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or

accepted by the Board of Directors of the Company (hereinafter referred to as “Board”) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 2,00,00,000 (Two Crore Only) convertible warrants (“Warrants”) at a price of Rs. 17.31/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“Equity Shares”) at a premium of Rs. 7.31 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / specified persons (“proposed allottees”) of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of the investors	Category	Number of Warrants	Value of warrants (in Rs.)
1.	Mr. Prabhakara Naig	Promoter Group	1,00,00,000	17,31,00,000
2.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,19,30,000
3.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,19,30,000
4.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,73,10,000
5.	Global Focus Fund	Non-Promoter Group	15,00,000	2,59,65,000
6.	Aspire Emerging Fund	Non-Promoter Group	15,00,000	2,59,65,000
	Total		2,00,00,000	34,62,00,000

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 11th October, 2021 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in 3 years for Promoter Group and 1 year for non-promoter group, as prescribed under the SEBI ICDR Regulations from time to time.

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 or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements,

memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL), Stock Exchanges and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

**Sd/-
Prabhakara 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: 13th October, 2021

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, General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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. Institutional/Corporate Shareholders are required to send a scanned copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at siroyam@gmail.com and to CDSL by email at helpdesk.evoting@cdslindia.com with a copy marked to cs@onelifecapital.in.
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent on cs@onelifecapital.in.
8. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same would be dispatched. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.onelifecapital.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
9. 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 INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday, 7th November, 2021 (09.00 A.M. IST) and ends on Tuesday, 9th November, 2021 (05.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 3rd November, 2021 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 relevant Onelife Capital Advisors Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their

name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@onelifecapital.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 4:

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Pandoo Naig as the Managing Director of the Company to manage the day to day affairs of the Company. Mr. Pandoo Naig is a co-founder of our Company and has more than a decade of experience in capital markets. He has been associated with our Company since its inception and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.

The Shareholders at its Annual General Meeting held on 30th September, 2016 had appointed Mr. Pandoo Naig as a Managing Director of the Company for a period of 5 (five) years. His term of office as Managing Director expires on 1st December, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th August, 2021, subject to necessary approval of shareholders, has approved appointment of Mr. Pandoo Naig as Managing Director for a further period of 5 years with effect from 2nd December, 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The terms and conditions for such re-appointment is given as follows:

1. Mr. Pandoo Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. Pandoo Naig as Managing Director of the Company for a period of 5 years with effect from December 2, 2021 till December 1, 2026 on the following terms and conditions:
 - Salary, Allowances & perquisites: Not exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.
4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

The proposed resolution is required to be passed as an Ordinary Resolution as required under the Companies Act, 2013 and as such, the Directors recommend your approval.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting.

Mr. Pandoo Naig being the proposed appointee and Mr. Prabhakara Naig being his Father are interested or concerned; no other Directors are concerned or interested in this resolution.

Item 5:

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Prabhakara Naig as an Whole Time Director designated as an Executive Chairman of the Company to overall supervise the affairs of the Company.

The Shareholders at its Annual General Meeting held on 30th September, 2016 has appointed Mr. Prabhakara Naig as a Whole Time Director designated as an Executive Chairman of the Company for a period of 5 (five) years. His term of office expires on December 1, 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th August, 2021, subject to necessary approval of shareholders, has approved the re-appointment Mr. Prabhakara Naig as a Whole Time Director designated as an Executive Chairman of the Company for a further period of 5 years with effect from 2nd December, 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

The Re-appointment is subject to approval of the Shareholders at Annual General Meeting of the Company. The terms and conditions for such re-appointment is given as follows:

1. Mr. Prabhakara Naig shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. Remuneration: The remuneration payable to Mr. Prabhakara Naig as a Executive Chairman and Whole Time Director of the Company for a period of 5 years with effect from 2nd December, 2021 till 1st December, 2026 on the following terms and conditions:
 - Salary, Allowances & perquisites: Not exceeding Rs. 15,00,000/- per annum.
3. Apart from the above, he shall be entitled to reimbursement of out of pocket expenses including travelling expenses incurred by him for the business of the Company. The Director will also be entitled to expenses incurred for meeting business expenditure on behalf of the Company.

4. In the event of loss or inadequacy of profits, he shall be paid a minimum remuneration not exceeding an amount, which the Company is entitled to pay in terms of Schedule V and provisions of the Companies Act, 2013.

Pursuant to the Section 196 of the Companies Act, 2013 and rule made thereunder read with the Schedule V of the Act, the appointment of a person who has attained the age of seventy years may be made by passing a Special Resolution with the justification for appointing such person is given in the explanatory statement; Hence for appointing Mr. Prabhakara Naig aged 72 years for the further period of five years as Whole Time Director designated as Executive Chairman, Special Resolution required to be taken.

Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has over 32 of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, 15 Onelife Capital Advisors Limited 9th Annual Report 2015-16 Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.

Copy of the terms and conditions governing the re-appointment is available for inspection by members during business hours on any working day before the date of the Annual General Meeting. After considering the rich and extensive experience in management of the overall affairs of corporate bodies, the Directors recommend your approval for the appointment of the Mr. Prabhakara Naig as Whole Time Director designated as an Executive Chairman of the Company.

Mr. Prabhakara Naig being the proposed appointee and Mr. Pandoo Naig being his Son are interested or concerned, no other Directors are concerned or interested in this resolution.

Item 6:

To augment the funding requirements of the Company for working and capital expenditure requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on 13th October, 2021 accorded its approval for raising funds through issuance of up to 2,00,00,000 (Two Crore) Convertible Warrants (“Warrants”) to the proposed allottees as set out below, being promoters of the Company / specified persons (“proposed allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Wednesday, 13th October, 2021 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate and upto 2,00,00,000 (Two Crore) Convertible Warrants (“Warrants”) each convertible into or exchangeable for One (1) Equity Share of face value of Rs. 10/- each (“the Equity Shares”) at a price (including the warrant subscription price and the warrant exercise price) of Rs. 17.31 /- each (face value of Rs. 10/- and premium of Rs. 7.31/- each) for each Warrant aggregating to Rs. 34,08,00,000/- (Rupees Thirty Four Crore Eight lakhs only) to the following allottees forming part of the Company's promoters / specified persons:

Sr. No.	Name of the investors	Category	Number of Warrants	Value of warrants (in Rs.)
1.	Mr. Prabhakara Naig	Promoter Group	1,00,00,000	17,31,00,000
2.	Shree Balajee Enterprises	Non-Promoter Group	30,00,000	5,19,30,000
3.	Sareen Enterprises	Non-Promoter Group	30,00,000	5,19,30,000
4.	Atherstone Capital Markets Limited	Non-Promoter Group	10,00,000	1,73,10,000
5.	Global Focus Fund	Non-Promoter Group	15,00,000	2,59,65,000
6.	Aspire Emerging Fund	Non-Promoter Group	15,00,000	2,59,65,000
	Total		2,00,00,000	34,62,00,000

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank Pari-passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are as follows:

Sr. No.	Particulars	Disclosures
1.	Objects of the Issue:	The funds so infused shall be utilized towards working capital purposes, capital expenditure/ business expansion for existing projects and infusing funds in the Subsidiary Companies and general corporate purposes. Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to strategic vision to expand its existing activities more vigorously and increase its competitiveness in the market and to augment funds for the purpose of working capital requirements and for general corporate purpose. In view of the same, it is proposed to raise funds by way of issuing Convertible Warrants of the company under preferential allotment route and such other purpose as the Board may decide.
2.	Type and number of securities to be issued	Total number of Convertible Warrants to be issued - Upto 2,00,00,000 (Two Crores)

3.	The price or price band at/within which the allotment is proposed	In accordance with Part IV – Regulation 165 of SEBI (ICDR) Regulations, 2018 • Total 2,00,00,000 convertible warrants are issued • On conversion of warrants to Equity shares, the issue price shall be at Rs. 17.31/- (Face value – Rs.10/- and Premium at Rs. 7.31/-) • Warrants shall be exercised within a period of 18 (eighteen) months from the date of allotment, in one or more tranches. • The proposed issue of Equity shares upon exercise of warrants would be within the limits of the existing authorised capital of the Company.
4.	Basis on which the price has been arrived at	The price has been calculated in accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018. Regulation 165 — (Pricing of Equity shares — infrequently traded shares) of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 • The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). • the equity shares listed on the NSE are infrequently traded The minimum price per convertible warrant has been computed as Rs. 17.31 /- • It is proposed to issue Warrants which are convertible into equivalent number of equity shares of 10/- each (face value) and at an issue price of Rs.17.31/- each.
5.	Relevant Date	The “Relevant Date” in accordance with SEBI ICDR Regulations would be 11th October, 2021 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.
6.	The class or classes of persons to whom the allotment is proposed to be made	Promoter Group and Non- Promoter Group

7.	Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer	Following proposed allottees being members of the Promoter and Promoter Group are intending to subscribe to the offer as stated below – <table><tr><th>Sr. No.</th><th>Name of the Proposed allottees</th><th>Category</th><th>Designation</th><th>Number of Warrants</th></tr><tr><td>1.</td><td>Prabhakara Naig</td><td>Promoter Group</td><td>Whole-time Director</td><td>1,00,00,000</td></tr></table> Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.	Sr. No.	Name of the Proposed allottees	Category	Designation	Number of Warrants	1.	Prabhakara Naig	Promoter Group	Whole-time Director	1,00,00,000
Sr. No.	Name of the Proposed allottees	Category	Designation	Number of Warrants								
1.	Prabhakara Naig	Promoter Group	Whole-time Director	1,00,00,000								
8.	Proposed time limit within which the allotment shall be complete:	As required under the SEBI ICDR Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.										

9.	The Shareholding Pattern of the issuer before and after the preferential issue:	Name of the investors	Pre-preferential allotment		Issue of warrants	Post- preferential allotment*	
			No.	%		No.	%
		Mr. Prabhakara Naig	69,05,000	51.68	1,00,00,000	1,69,05,000	50.67
		Shree Balajee Enterprises	NIL	NIL	30,00,000	30,00,000	8.99
		Sareen Enterprises	NIL	NIL	30,00,000	30,00,000	8.99
		Atherstone Capital Markets Limited	NIL	NIL	10,00,000	10,00,000	3.00
		Global Focus Fund	NIL	NIL	15,00,000	15,00,000	4.50
		Aspire Emerging Fund	NIL	NIL	15,00,000	15,00,000	4.50
		<i>*Assuming post issuance of equity shares upon conversion of all the warrants into equity shares.</i> Notes: • Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st March, 2021. • Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.					
10.	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in the Board of Directors and no change in the control over the Company consequent to the issue of Securities as aforesaid					

11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	There was no Preferential Issue made during the year
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
13.	Principal terms of assets charged as securities	Not applicable
14.	Lock in	- The Equity Shares/Warrants to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations. - The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.
15.	Undertakings	- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable. - The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations. - No member of the promoter group of the Company have

		sold or transferred any Equity Shares during the six months preceding the Relevant Date. - The Company has not made any preferential issue of Securities during the current financial year. - None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
16.	Valuation Certificate	The Valuation certificate from FCA Payal Gada, Registered Valuer/Chartered Accountant certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Corporate office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up-to the date of Annual General Meeting and shall also be available during the Annual General Meeting. The members desirous to inspect the auditor certificate may send an email at redressal@onelifecapital.in for inspection of said certificate electronically during the AGM, at-least 5 days before the date of AGM, in advance.
17.	Other disclosures	No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
18.	Details of the Directors, Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution:	Except for Mr. Pandoo Naig, Mr. Prabhakara Naig and Mr. Gurunath Mudlapur, None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

19. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them

Sr. No	Name & Category of proposed allottee	Identity of Ultimate Beneficial Owners	No. & % of equity shares held prior to the preferential allotment		No. of warrants to be issued and allotted	No. & % of equity share post issue (After exercise of Warrants)#	
			No. of shares	%	No. of warrants	No. of shares	%

	Promoter						
1.	Prabhakara Naig	N.A.	6905000	51.68	1,00,00,000	1,69,05,000	50.67
	Non-Promoter						
2.	Shree Balajee Enterprises	i) Mrs. Nanda Bangar ii) Mr. Dilip Mundada	Nil	Nil	30,00,000	30,00,000	8.99
3.	Sareen Enterprises	Mrs. Pushpa Singh	Nil	Nil	30,00,000	30,00,000	8.99
4.	Atherstone Capital Markets Limited	i) Mr. Gurunath Mudlapur ii) Mrs. Naval Sharma	Nil	Nil	10,00,000	10,00,000	3.00
5.	Global Focus Fund	*Mr. Vijay Goel	Nil	Nil	15,00,000	15,00,000	4.50
6.	Aspire Emerging Fund	**Mr. Anant Sharma	Nil	Nil	15,00,000	15,00,000	4.50

assuming full conversion of the warrants

* Global Focus Fund is an investment fund is considered as a Foreign Portfolio Investor (FPI). Global Focus Fund is managed by a Mauritius based CIS Manager, “Global Focus Investment Manager” who is the 100% holder of Global Focus Fund and “Global Focus Investment Manager” is managed by “Global Capital Advisors Limited”, a Company registered In London. Mr. Vijay Goel holds the entire shareholding of “Global Capital Advisors Limited” and hence he shall be termed as the Ultimate Beneficial Owner of the proposed issue of share warrants.

** Name of Senior managing Official (since Allottee is a FPI – Category 2 registered with SEBI, with no single natural person’s stake being more than the threshold limit)

The Board of Directors recommends the resolution as set out in item no. 6 of this notice for the issue of Warrants on a preferential basis, to the person belongs to the Promoter Group and Non-Promoter Category by way of ‘Special Resolution.

The aforesaid Preferential Issue is within the Authorised Share Capital limit of the Company.

The Board of Directors believes that the proposed Preferential Issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.6 of the accompanying Notice for approval by the Members of the Company.

Except for Mr. Pandoo Naig, Mr. Prabhakara Naig and Mr. Gurunath Mudlapur, None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED
Sd/-
Prabhakara Naig
Chairman and Whole-time Director
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: 13th October, 2021

ANNEXURE A:

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 10th November, 2021 Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Directors	Mr. Pandoo Naig	Mr. Prabhakara Naig
Date of Birth	15/04/1981	20/01/1949
Date of Appointment	02 nd December, 2010	02 nd December, 2010
Brief Resume	Mr. Pandoo Naig has over 17 years experience in Capital Market and Investment Banking. He has been associated with many Companies and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.	Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 32 years of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy

		Country Head and later Country Head and Vice President of Union Bank of California, N.A.
Relationship with the Directors and Key Managerial Personnel	Son of Mr. Prabhakara Naig	Father of Mr. Pandoo Naig
Expertise in specific Functional Area	Capital Market	Capital Market and Investment Banking
Qualification	H.S.C. in Science from Shri. Shivaji Preparatory Military School, Pune	B. Com from Madras University
Board Membership of other Listed Companies as on 31 st March, 2021	1	Nil
Chairman /Member of the Committee of the Board of Directors as on 31 st March, 2021	Nil	Nil
a) Audit Committee	1	Nil
b) Nomination And Remuneration Committee	Nil	1
c) Stakeholder's Relationship Committee	1	Nil
d) Other Committee	1	Nil
Number of shares held in Company as on 31 st March, 2021	3055000	6905000

Note:

- The Directorship, Committee membership and Chairmanship do not include positions in Foreign Companies, Unlisted Companies and Private Companies, as an advisory Board Member and position in Companies under Section 8 of the Companies Act, 2013. The information pertaining to remuneration paid to the Directors who are being appointed /re-appointed and number of Board Meeting attended during the year 2020-21 are provided in the Corporate Governance Report.
- The proposal of appointment /re-appointment has been approved by the Board and recommended by the Nomination and Remuneration Committee considering their skills, experience and knowledge.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present 14th Annual Report together with the Audited Financial Statements of your Company for the year ended 31st March, 2021.

1. Financial Performance:

The Financial performance of the Company for the year ended 31st March, 2021 is summarized below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Current Year 2020-21	Previous year 2019-20	Current Year 2020-21	Previous year 2019-20
Revenue from Operations	267.00	345.00	453.97	697.51
Other Income	255.32	296.43	202.25	267.85
Total	522.32	641.43	656.22	965.36
Expenditure				
Purchase of stock in trade		-		-
Employee Benefit Expenses	138.23	150.93	176.30	283.38
Depreciation & Amortization expenses	76.75	80.38	77.26	88.79
Finance costs		0.07	1.37	2.73
Other Expenses	306.31	404.07	394.91	745.30
Total	521.29	635.45	649.84	1,120.20
Profit / (Loss) from ordinary activities before exceptional items	1.03	5.98	6.38	(154.85)
Exceptional items	-	-	0.32	-
Profit / (Loss) from ordinary activities before tax	1.03	5.98	6.06	(154.85)
Tax Expense				
Current Year Tax	-	-	11.51	5.06
Deferred Tax Credit	-	-	-	0.04
Earlier year	-	2.56	-	3.08
Profit after Tax	1.03	3.42	(5.45)	(163.03)
Other Comprehensive income for the year	2.72	(0.33)	2.72	(0.95)
Total Comprehensive income for the year	3.75	3.09	(2.73)	(163.98)
Reserves excluding revaluation reserve	9562.93	9559.18	7153.03	7,155.72
Basic and Diluted Earnings per equity share (Rs.)	0.01	0.03	(0.04)	(1.22)

Company's Performance:

During the financial year 2020-21, with the most volatile stock market scenario, your Company has earned the profit before tax on standalone basis of Rs. 1.03 Lakhs as compared to the profits made in the previous year of Rs. 5.98 Lakhs. When the economy was rising from the fall of pandemic, second wave hit in and marked the fall of economy once again. The revenue has decreased during the year as compared to last year's revenue due to the ongoing pandemic. The Company is gradually consolidating its business and is trying to explore new areas of expansion.

On the contrary, the consolidated profit before tax comes to Rs. 6.06 Lakhs as compared to the loss of Rs. 154.85 Lakhs in the previous year. The subsidiary companies tried to cut down the expenses as much as possible and survived the situation quite impressively. A detailed note on the Company's operational and financial performance is given in Management Discussion and Analysis (MDA) Report which is annexed to the Director's Report. The MDA report has been prepared in compliance with the terms of Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Financial Statements:

This Statement of Standalone and Consolidated Financial Results have been prepared in accordance with Indian Accounting standards (Ind AS) prescribed under Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting standards) (Amendment) Rules, 2016 and other accounting principles generally accepted in India.

2. Share Capital

The paid up equity share capital as on 31st March, 2021 was Rs. 1336 Lakhs. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

3. Acquisitions and Investments:**Acquisitions:**

There were no acquisitions during the year 2020-21.

Merger:

During the year under review, the Petition for the Scheme of Amalgamation of Dealmoney Securities Private Limited ('DSPL') with Dealmoney Commodities Private Limited (DCPL) which was filed on 20th November 2019 with National Company Law Tribunal, Mumbai Bench (NCLT) was approved by the NCLT in its hearing dated 19th July, 2021.

Accordingly, post filing of the order with the Registrar of Companies, the scheme shall become effective and pursuant to that, DSPL will merge into DCPL and DSPL shall be dissolved without winding up pursuant to the provisions of Section 232 of the Act. Thereafter, the name of "Dealmoney Commodities Private" Limited shall be changed to "Dealmoney Securities Private Limited" and thus, Dealmoney Securities Private Limited shall become the direct subsidiary of Onelife Capital Advisors Limited.

The certified true copy of order is still awaited and hence the scheme is not effective yet.

4. Dividend:

Your Directors do not recommend any dividend for the year 2020-21.

5. Transfer to Reserves:

Your Company does not propose to transfer any amount to the General Reserve.

6. Public Deposits:

During the financial year 2020-21, 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.

7. Management Discussion and Analysis Report:

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

8. Corporate Governance Report:

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the Management Discussion and Analysis, Report on Corporate Governance and a Certificate by the Managing Director & Chief Financial Officer (CFO) confirming compliance by all the Board Members and Senior Management Personnel with Company’s Code of Conduct are made a part of the Annual Report

9. Board of Directors and Key Managerial Personnel:**Board’s Composition and Independence**

As on date, the Board comprised of Two Executive Directors and Four Non-Executive Independent Directors.

Declaration of Independence

The Company has received necessary declarations from the Independent Directors stating that they meet the prescribed criteria for independence.

Number of Meetings of the Board

There were four (4) meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

Retirement by Rotation

Mr. Pandoo Naig, Managing Director, retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

Appointment & Resignation

During the period under review, Mrs. Sonam Satish Kumar Jain being eligible was re-appointed for the second term of five years from the conclusion of the 13th Annual General Meeting held in the year 2020 till the conclusion of the Annual General Meeting to be held in the year 2025 after receiving the approval of the Members by way of special resolution..

Further, Mr. Gurunath Mudlapur and Mr. Dhananjay Parikh who were appointed on the board of the Company as Additional Non- Executive Non-Independent Director and Additional Non-Executive Independent Director respectively in the meeting of the Board held on 15th September, 2020 were regularized in the 13th Annual General Meeting held in the year 2020 after receiving the approval of the Members by way of special resolution.

Except this, there were no changes in the composition of the Board of Directors during the year.

Committees of the Board

The Company's Board has the following committees

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

Details of Committee membership, terms of reference of the Committees and attendance at meetings of the Committees are provided in the Corporate Governance report.

10. Annual evaluation of the performance of Board, its Committees and Directors:

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

11. Directors' Responsibility Statement:

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

- a) that the applicable accounting standards have been followed in the preparation of the annual accounts and that there are no material departures;
- b) that such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2021 and of the profit of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d) that the directors had prepared the annual accounts on a going concern basis; and
- e) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

12. Secretarial Standards

The Company complies with all applicable secretarial standards

13. Subsidiaries:

As on 31st March, 2021, the Company had six Subsidiaries namely:

1. Eyelid Infrastructure Private Limited (wholly owned subsidiary)
2. Dealmoney Insurance Broking Private Limited (wholly owned subsidiary)
3. Sarsan Securities Private Limited (wholly owned subsidiary)
4. Dealmoney Distribution And Advisory Services Private Limited (wholly owned subsidiary)
5. Dealmoney Commodities Private Limited (wholly owned subsidiary)
6. Dealmoney Financial Services Private Limited (Subsidiary)

Name of the Companies which have become / ceased to be Subsidiaries / Associates or Joint Ventures during the year

None of the Companies became/ ceased to be Subsidiaries / Associates or Joint Ventures during the year.

The summary of the key financials of the Company's subsidiaries in **Form AOC-1** is included in this Annual Report as **Annexure- [1]** to the board's report. 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.

Any member desirous of obtaining a soft copy of the aforesaid financial statements may write to the Company Secretary at cs@onelifecapital.in. The financial statements including the Consolidated Financial Statements, financial statements of each Subsidiary have been uploaded on the website of your Company i.e. www.onelifecapital.in.

14. Statutory Disclosures:

The financial statements of each subsidiary companies is kept for inspection by any member of the Company at its Registered Office during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013 but due to the current pandemic situation, the mode of preference would be E-mail. You may write to the Company Secretary on cs@onelifecapital.in and also the same are placed on the Company's website www.onelifecapital.in.

15. Material changes and commitments, if any, affecting the financial position of the company which has 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 other 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 this report.

16. Disclosure relating to remuneration of Directors, Key Managerial Personnel and particulars of employees:

The information required under Section 197 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 [2]” to this Report and is available on the website of your Company i.e. www.onelifecapital.in. A physical copy of the same will be made available to any shareholder on request.

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.

17. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the year under review, the Petition for the Scheme of Amalgamation of Dealmoney Securities Private Limited ('DSPL') with Dealmoney Commodities Private Limited (DCPL) (Wholly Owned Subsidiary) which was filed on 20th November 2019 with National Company Law Tribunal, Mumbai Bench was approved by the NCLT in its hearing dated 19th July, 2021. Accordingly, post filing of the order with the Registrar of Companies, the scheme shall become effective and pursuant to that, DSPL will merge into DCPL and DSPL shall be dissolved without winding up pursuant to the provisions of Section 232 of the Act. Thereafter, the name of "Dealmoney Commodities Private" Limited shall be changed to "Dealmoney Securities Private Limited" and thus, Dealmoney Securities Private Limited shall become the direct subsidiary of Onelife Capital Advisors Limited.

The certified true copy of order is still awaited and hence the scheme is not effective yet.

Apart from the above, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

18. Auditors and Auditors' Report:

- **Statutory Auditors**

M/s. Khandelwal Jain & Co. (Firm Registration Number 105049W), was appointed as Statutory Auditors of your Company at the Annual General Meeting ("AGM") held on 27th September, 2017 for a term of four consecutive years until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2020-21 and hence the term of M/s. Khandelwal Jain & Co. expires this AGM. Statutory Auditors of the Company has completed ten years as Statutory Auditors of your Company.

M/s. Khandelwal Jain & Co. has completed two terms as Statutory Auditors of your Company. Considering the requirements of Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, they shall cease to hold office from the conclusion of ensuing Annual General Meeting.

The Board places on record its sincere appreciation for the services rendered by M/s. Khandelwal Jain & Co. during their tenure as Statutory Auditors of the Company. The Board of Directors of the Company at their meeting held on 30th June, 2021, based on the recommendation of the Audit Committee, recommended appointment of M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration No. 113447W/W-100019) as the Statutory Auditors of the Company to hold office from

the conclusion of this 14th Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company, subject to compliance of the various provisions of Companies Act, 2013.

M/s. Bagaria & Co. LLP, has expressed their willingness to be appointed as the Statutory Auditors of the Company and also confirmed its eligibility in compliance with the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013.

- **Cost Auditors**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable to the Company for the FY 2020-21.

There were no qualifications, reservations, adverse remarks or disclaimers in the report of statutory auditors of the Company.

- **Secretarial Audit:**

The listed entity and its unlisted material subsidiaries shall provide Secretarial Audit Report in Form No. MR-3 as required under Companies Act, 2013 and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, 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 M/s. Ajay Kumar & Co., Practicing Company Secretary (Membership No. 3399 & Certificate of Practice No. 2944) to conduct the Secretarial Audits of your Company. The Secretarial Audit Report of the Company is annexed herewith as “**Annexure - [3]**” to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

As per the requirements of the Listing Regulations, Practicing Company Secretaries of the respective material subsidiaries of the Company have undertaken secretarial audits of these subsidiaries for the financial year 2020-21, The Audit Report confirms that the material subsidiaries have complied with the provisions of the Act, Rules, Regulations and Guidelines and that there were no deviations or non-compliances.

- **Auditors' Report**

Statutory Auditor's comments on your Company's accounts for year ended 31st March, 2021 are self-explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the

Companies Act, 2013. There were no qualifications, reservations, adverse remarks or disclaimers in the report of statutory auditors of the Company.

No frauds were reported by the auditors under Section 143 (12) of the Act.

19. Extract of Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website at http://www.onelifecapital.in/Annual_Return/Annual%20Return%202020-2021.pdf

20. Related Party Transactions:

All Related Party Transactions that were entered during the financial year were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2020-21 and hence does not form part of this report.

Further, details of related party transactions are presented in Note No. 36 of notes to consolidated financial statements of the Company.

21. Loans and Investments:

Information regarding loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are mentioned in detail in the Financial Statements.

22. Risk Management Policy:

Information on the development and implementation of a Risk Management Policy of the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company, is given in the Corporate Governance Report.

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.

23. Vigil Mechanism Policy:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy & Vigil Mechanism which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation, 2015. 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.

24. Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance for sexual harassment at the work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

Summary of sexual harassment issues raised attended and dispensed during financial year 2021:

- No. of complaints received: 0
- No. of complaints disposed off: 0
- No. of cases pending for more than 90 days: Nil

25. 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.

During the year under review, there are no foreign exchange earnings and outgo.

26. 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 and the same is subject to review periodically by the Board of Directors and M/s. G.S. Toshniwal & Associates, Chartered

accountants for its effectiveness. The control measures adopted by the company have been found to be effective and adequate to the Company's requirement.

27. Corporate Social Responsibility:

The provisions of Corporate Social Responsibility are not applicable to the Company.

28. 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.

29. COVID-19 Impact

As per the official data released by the ministry of statistics and program implementation, the Indian economy contracted by 7.3% in the April-June quarter of this fiscal year. This is the worst decline ever observed since the ministry had started compiling GDP stats quarterly in 1996. In 2020, an estimated 10 million migrant workers returned to their native places after the imposition of the lockdown. But what was surprising was the fact that neither the state government nor the central government had any data regarding the migrant workers who lost their jobs and their lives during the lockdown.

The government extended their help to migrant workers who returned to their native places during the second wave of the corona, apart from just setting up a digital-centralized database system. The second wave of Covid-19 has brutally exposed and worsened existing vulnerabilities in the Indian economy. India's \$2.9 trillion economy remains shuttered during the lockdown period, except for some essential services and activities. As shops, eateries, factories, transport services, business establishments were shuttered, the lockdown had a devastating impact on slowing down the economy. The informal sectors of the economy have been worst hit by the global epidemic. India's GDP contraction during April-June could well be above 8% if the informal sectors are considered. Private consumption and investments are the two biggest engines of India's economic growth. All the major sectors of the economy were badly hit except agriculture. The Indian economy was facing headwinds much before the arrival of the second wave. Coupled with the humanitarian crisis and silent treatment of the government, the covid-19 has exposed and worsened existing inequalities in the Indian economy. The contraction of the economy would continue in the next 4 quarters and a

recession is inevitable. Everyone agrees that the Indian economy is heading for its full-year contraction. The surveys conducted by the Centre For Monitoring Indian Economy shows a steep rise in unemployment rates, in the range of 7.9% to 12% during the April-June quarter of 2021. The economy is having a knock-on effect with MSMEs shutting their businesses. Millions of jobs have been lost permanently and have dampened consumption. The government should be ready to spend billions of dollars to fight the health crisis and fast-track the economic recovery from the covid-19 instigated recession. The most effective way out of this emergency is that the government should inject billions of dollars into the economy.

Accordingly, your Company continued its operations through minimal staff working at office premises and maximum employees working from home. This severely affected the business of the Company and operations were disrupted to a certain extent.

Some of the measures taken by the Company are as follows:

- Work from Home facility for employees was provided in advance before announcement of lockdown without compromising any commitments
- No entry in Offices/Branches for external visitors
- The Company has taken variety of safety steps, such as maintenance of social distancing, sanitizing the office space on regular basis, enforcing regular cleaning of hands and wearing of masks
- We have access to almost all information through our network connected with servers and there has been no hampering in accessing the database.
- The Company has complied with all the applicable legal requirements, wherever possible, during the lockdown period.

30. Cautionary Statement

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

31. 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.

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

**Sd/-
Prabhakara Naig
Chairman and Whole Time Director
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: 13th October, 2021

Annexure [1] to Board's Report

FORM AOC – 1

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

Financial Information on Subsidiary Companies for the year ended March 31, 2021

(Rs. In lakhs)

Particulars	Eyelid Infrastructure Private Limited	Dealmoney Insurance Broking Private Limited	Dealmoney Distribution and Advisory Services Private Limited	Dealmoney Commodities Private Limited	Dealmoney Financial Services Private Limited	Sarsan Securities Private Limited
Capital	10.00	100.00	240.00	110.00	10.00	136.34
Other Equity	(82.47)	(41.76)	(326.40)	28.04	(0.48)	444.51
Total Assets	241.87	58.44	1,228.55	379.48	9.72	584.43
Total Liabilities	314.34	0.20	1,314.95	241.44	0.20	3.58
Investments	210.31	-	632.00	-	-	-
Turnover/Total Income	2.80	0.03	59.30	125.17	-	65.60
Profit/(Loss) Before Taxation	(15.18)	(0.34)	(41.98)	16.45	(0.29)	47.70
Provision for Taxation	-	-	-	-	-	(11.51)
Profit/(Loss) After Taxation	(15.18)	(0.34)	(41.98)	16.45	(0.29)	36.19
Proposed Dividend	-	-	-	-	-	-

For and on behalf of the Board
ONELIFE CAPITAL ADVISORS LIMITED

Sd/-

Prabhakara Naig
Chairman and Whole Time Director
DIN: 00716975

Registered Office:

Regd. Off: Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) – 400604

CIN: L74140MH2007PLC173660

E-mail: cs@onelifecapital.in

Website: www.onelifecapital.in

Tel no.: 022-25833206

Place: Thane

Date: 13th October, 2021

Annexure [2] 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 2020-21, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2020-21:

Sr. No.	Name of Director/KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Mr. Prabhakara Naig	Chairman and Whole Time Director	17.18	Nil
2	Mr. Pandoo Naig	Managing Director & CFO	17.18	Nil
3	Ms. Aditi Mahamunkar	Company Secretary	Not Applicable	Nil

Notes:

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2020-2021
 2. Median remuneration of the Company for all its employees is Rs. 2,57,695/- for the financial year 2020-21.
 3. 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 160.30%.
- iii. The Company has 30 permanent Employees on the rolls of Company as on 31st March, 2021
- iv. There was no increase in the Average percentage made in the salaries of Employees and the managerial personnel in the financial year.
- v. The key parameters for any variable component of remuneration: Not applicable.

- vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
- vii. Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Nil

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

**Sd/-
Prabhakara Naig
Chairman and Whole Time Director
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: 13th October, 2021

Annexure [3] to Board's Report

Form No. MR- 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[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

Plot No. A 356, Road No. 26,
Wagle Industrial Estate, MIDC,
Thane (W) - 400604

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 (hereinafter called 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 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 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 maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (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 to the extent of their applicability to the Company;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;(Not applicable during the Audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the Audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the Audit period)
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY

No other law is specifically applicable to the Company. The Company has also confirmed the same.

(vii) OTHER LAWS APPLICABLE TO THE COMPANY

The adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environmental laws etc. to the extent of their applicability to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition

of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 of the directors at the meetings.
- iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the 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 during the audit period the company has:

- (i) Mr. Dhananjay Parikh was appointed as Additional Independent Director of the Company in the Board Meeting held on 15.09.2020 and such appointment was regularized by passing Special Resolution in the Annual General Meeting held on 29.12.2020.
- (ii) Mr. Gurunath Mudlapur was appointed as Additional Director of the Company in the Board Meeting held on 15.09.2020 and such appointment was regularized by passing Special Resolution in the Annual General Meeting held on 29.12.2020.
- (iii) Mrs. Sonam Satish Kumar Jain has been re-appointed as an Independent Director for the second term of five years by passing Special Resolution in Annual General Meeting held on 29.12.2020.

Signature: sd/-

(Ajay Kumar)

Ajay Kumar & Co.

FCS No. 3399

C.P. No. 2944

UDIN: F003399C000514635

Date: 25th June, 2021

Place: Mumbai

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

‘Annexure A’

To,
The Members
Onelife Capital Advisors Limited
Plot No. A 356, Road No. 26,
Wagle Industrial Estate,
MIDC,
Thane (W) - 400604

Our report of even date is to be 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 assurances 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 provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-

Signature:

(Ajay Kumar)

Ajay Kumar & Co.

FCS No. 3399

C.P. No. 2944

UDIN: F003399C000514635

Date: 25th June, 2021

Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Indian Economy Overview**

The Indian economy contracted by 8.0% in FY 2020-21 as against 4.0% growth recorded in FY 2019-20, marking a recession for the first time since 1980 as per the IMF World Economic Outlook in April 2021. Overall economic slowdown, led by the COVID-19 onset followed by stringent lockdowns severely impacted economic activity, bringing manufacturing and trading activities to a halt. Prolonged lockdown exacerbated existing vulnerabilities of the country including the weakened financial sector, private investments, and consumption demand.

The Government announced a special comprehensive package of Rupees 20 trillion, equivalent to 10% of India's GDP under the 'Self-Reliant India' movement to revive the country's economic activity. To promote greater participation by FPIs (Foreign Portfolio Investment), the Government proposes to increase the investment limit for FPI to 15% (currently 9%) of the outstanding stock of corporate bonds. The Government also offered certain specified categories of investment in Government securities to be fully opened for NR (Non-Resident) investors.

Key policy announcements of the Union Budget 2020-21 include:

- A new Debt-ETF (Exchange Traded Fund) consisting primarily of Government securities to be floated, given its recent experience of floating debt-based ETF.
- It proposed to exempt the stamp duty chargeable in respect of the instruments of transaction in stock exchanges and depositories established in any IFSC. This amendment is proposed to attract foreign investors to invest in Indian companies through IFSC and to provide an operational tool to the Central Government, including SEBI and RBI, for effective implementation. The amendment shall be effective from April 1, 2020.
- Liquidity measures to banking and financial institutions and micro, small, and medium enterprises (MSMEs) to boost credit growth.
- To improve overall transport infrastructure such as railways, inland waterways, roads, highways and airports and provide an impetus to connectivity while bridging the gap between remote and urban areas.
- Collateral-free loan for businesses. As per the FY 2020-21 Budget, fiscal deficit is expected to be 3.8% of GDP in FY 2019-20 and 3.5% in FY 2020-21. This is higher than the 3.3% and 3% envisaged for FY 2019-20 and FY 2020-21, respectively, in the FY 2020-21 Budget. The Reserve Bank of India (RBI) continued with the accommodative monetary stance by bringing the key repo

rate and reverse repo rate to 4% and 3.35% respectively to provide monetary stimulus and trigger economic growth back to the earlier trajectory.

The fiscal and monetary stimulus provided by the Government and RBI would assist greatly in the recovery of the economy from the challenges posed in early FY 2020- 21. The Government's thrust on reviving the manufacturing and infrastructure sector, and the country's increasing prominence in the global supply chain will augur well for the Company. Further, the roll-out of the vaccination drive has commenced in India. However, the second wave of COVID-19 in April 2021 is seen as posing risks to economic recovery, with Care Ratings revising its forecast for GDP growth to 10.2% in FY 2021-22 from an earlier projection of 10.7-10.9%

Financial Services Industry

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises:

1. Commercial banks
2. Insurance companies
3. Non-banking financial companies
4. Co-operatives, pension funds
5. Mutual funds and
6. Other smaller financial entities

The Government has initiated various policies and schemes that are favorable for the growth of the financial service sector. The Government and RBI combined have launched the Credit Guarantee Fund Scheme for MSMEs by issuing guideline to banks regarding collateral requirements. It also introduced measures for setting up a Micro Units Development and Refinance Agency (MUDRA).

The Government has also eased the Initial Public Offer (IPO) process to allow Qualified Foreign Investors (QFI) to access Indian Bond markets. The Government in the current budget increased FDI limit in insurance to 74% from 49%. The hike in the FDI limit in the insurance sector will boost insurers to raise additional funds and tide over the financial problems. The relaxation of foreign investment rules has witnessed a positive response from the insurance sector, with a large number of companies announcing plans to increase their stakes in joint ventures with Indian companies. Rising incomes are driving the demand for financial services across income brackets. This change will come from economic and government policies, from innovation, operational restructuring, technology and from continued growth of the shadow banking system. With a combined push by Government and private sector, India's future seems to be vibrant in capital markets. India is expected to be the fourth largest private wealth market globally by 2028. (Source: The Global

Wealth Migration Review 2019, published by Afrasia Bank and research organisation New World Wealth)

Non-Banking Financial Industry

Over the past few years, NBFCs have steadily gained prominence and visibility with NBFCs' credit as proportion of scheduled commercial banks' non-food credit rising sharply during 2014 to 2019. However, the challenging macroeconomic environment, weaker than expected demand, liquidity concerns, and lower investor confidence in the sector, led to a significant moderation in the financial performance in FY 2019-20. While there were green shoots of recovery in the second half of the year, the spread of COVID-19 at the beginning of FY 2020- 21, significantly altered the growth outlook. The whole country witnessed a lockdown at the beginning of the financial year which curtailed any hope for economic recovery post the lows of FY 2019-20. The financial services were severely hit during this time, as on one hand, the demand for credit plunged, and on the other hand, the quality of the book worsened.

The government and regulators rolled out multiple measures to support the sector, however, most of the players turned conservative limiting the growth and focused solely on collections and recovery. The impact on the vulnerable segments was disproportionately more, affecting their ability to generate cash flows and service their loans. The first half of FY 2020-21 saw the first wave of the pandemic peaking in the month of September and gradually lowering down by February. This period was accompanied by an upswing in the business as well as financial performance of the sector with most of the NBFCs reaching pre-COVID business volumes as well as collections in the fourth quarter of the year.

Information Technology Business

The pandemic has also changed the top three tech priorities for 2021. Though cloud and advanced analytics continue to be the focus, cyber security is the third most important area. Large digitisation deals, followed by growth in core markets especially Europe and Continental Europe will drive growth in 2021. The survey pointed out that digital transformation deals have seen a 30% jump since the pandemic.

The fast pace of technology change and the need for technology professionals who are highly skilled in both traditional and digital technology areas are driving businesses to rely on third parties to realize their business transformation. Several new technology solution and service providers have emerged over the years, offering different models for clients to consume their solution and service offerings, such as data analytics companies, software-as-a-service businesses, cloud platform providers, digital design boutiques, and specialty business process management firms.

While these developments present strong market opportunities for the IT industry, there is also an imperative need for IT services and solutions companies to transition from fast-commoditizing traditional service offerings, to attract and retain quality talent globally, to reimagine cost structures and leverage automation for increased productivity.

Risks:**Macro-economic risk**

Any slowdown in economic growth in India could cause the business of the Company to suffer. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers. RCL manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

Health Safety and Pandemic Risk

In addition to serious implications for people's health and the healthcare services, coronavirus (COVID-19) is having a significant impact on the world-wide economy including India in terms of business growth and business models. The disruption has pushed the Financial sector to adopt digital model for sustenance and growth. The company and its subsidiaries have been proactive enough to switch over to fully digital mode since the Covid-19 ensuring employees the best health safety measures and uninterrupted service to the stakeholders. However, the performance of the company and its subsidiaries may be impacted in future because of the lasting effect of this disruption on the economy

Opportunities and Threats**➤ Opportunities:**

- Low retail penetration of financial services / products in India
- Extensive distribution reach and strong brand recognition
- Opening of financial sector in India along with introduction of innovative products
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

➤ **Threats**

- Stress due to Covid -19 pandemic
- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital options.

Outlook for 2021-22: The path leads to a cautious year ahead:

Indian Economic Highlights:

The economy was gradually turning towards recovery early this year until the much more severe second COVID-19 wave hit India in April. The comforting news is that improving business sentiments, coupled with a strong recovery among industrial nations, propelled growth in the January–March quarter of FY2020–21. While substantial spending by the government provided the biggest boost to growth, private investments and goods exports—in segments such as engineering goods, chemical products, and pharmaceuticals—did remarkably well in the last quarter of the fiscal year.

What, however, emerged as a worrying trend (from the GDP numbers) is that traction in consumption spending seemed restrained, highlighting spending hesitancy due to health and financial anxieties. With more COVID-19 variants emerging across the world and certain mutations suggesting variants of concern, the ebb and flow of the pandemic is likely to continue.

2021-22 Structural Reform Priorities

- Competition and regulation: Reduce statutory barriers and red tape to increase business dynamism
- Labour market: Review stringent employment protection in the formal sector to accelerate jobs creation
- Healthcare: Increase public spending to improve health outcomes in an equitable way
- Environmental policy: Improve the state of the environment
- Financial system: Facilitate further resolution proceedings
-

INDUSTRY OVERVIEW- COMPANY PERFORMANCE

During the year, Onelife Capital Advisors Limited was in the process of developing and exploring the opportunities in the Broking services, E-commerce and Information technology (IT) Services. For blooming in the IT sector, the Company has increased the employees in the IT team and trying

to retain employees with maximum talent which will strive the company to grow in the IT sector. The Company is planning to diversify the business and increase the scope of growth of the Company as it has started growing in sector of Stock broking and Commodity Market after making the strategic investments in Dealmoney Group companies. The strategic objective is to build a sustainable organization that remains relevant to the agenda of the clients, while creating growth opportunities for the employees and generating profitable returns for the investors. Many of the businesses where we are operating and intend to operate are highly regulated. Hence, all our final management decision will be based on regulator and market growth considerations based on our business strengths.

Moreover, the Company's Subsidiary namely Dealmoney Commodities Private Limited has received approval for merging with Dealmoney Securities Private Limited from the National Company Law Tribunal. Hence, Dealmoney Securities Private Limited becomes the direct subsidiary Company of Onelife Capital Advisors Limited thus adding the richness of broking business and helping the Company to expand the boundaries into other market profiles.

During the FY your Company's standalone income stood at Rs. 522.32 Lakhs. The Company reported a Profit after Tax of Rs. 1.03 Lakhs. The consolidated income has decreased compared to last year from Rs. 965.36 lakhs to Rs. 656.22 Lakhs. The second wave of Covid-19 crashed the business and the company suffered heavy losses which changed the overall financial projections of the Company. With our ongoing strategy to keep growth as the key focus area in place to handle future business, we are hopeful that all our efforts will converge into real value creation for all our stakeholders in the coming times.

The Company has a subsidiary namely "Sarsan Securities Private Limited" which is a NBFC and the company is exploring and trying to expand new opportunities in the NBFC sectors.

The fast pace of technology change and the need for technology professionals who are highly skilled in both traditional and digital technology areas are driving businesses to rely on third parties to realize their business transformation. Several new technology solution and service providers have emerged over the years, offering different models for clients to consume their solution and service offerings, such as data analytics companies, software-as-a-service businesses, cloud platform providers, digital design boutiques, and specialty business process management firms.

The Company is expanding in the IT sector knowing the importance of technology in the current scenario. The Company is in the process of development and upgradation of applications/software and exploring new ideas in the software development sector. Fresh and young minds are hired for the Company into the IT department to explore innovative and unsullied developments.

Internal Control Systems and Their Adequacy:

The Company has an Internal Control System commensurate with its requirement and size of business to ensure that the assets and interest of the Company assets are safeguarded. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid down system and policies are comprehensively and frequently monitored by your Company's management at all the levels of the originations. The Company has established well defined policies and process across the originations covering all major activities including authority for approvals in all cases where monetary decisions are involved, various limits and authorities are in place.

The Audit Committee of the Board of Directors review the Existing audit procedures and internal systems of control on an ongoing basis keeping in mind the organization's requirements, growth prospects and ever evolving business environment.

They also review the internal audit findings and recommendations and ensure that corrective measures are implemented.

Risks and Concern:

Risk is an integral part of the business and we aim at delivering superior shareholder value by achieving an appropriate balance between risks and returns. Our senior management identifies and monitors the risks on an ongoing basis and evolves process/ systems to monitor and control the same to contain the risks to minimum levels. Ongoing monitoring by our officials help in identifying risks early. The financial service industry is subject industry is subject to continuously evolving legislative and regulatory environment due to increasing stringent regulatory framework.

Human Resources:

Onelife Capital Advisors Limited is part of dynamic and progressive group that actively fosters a challenging work environment and encourages Entrepreneurship. With trust being the critical part of our business belief, we lay a strong emphasis on integrity, teamwork. Our Professional staff with diverse backgrounds brings varied talent, knowledge and experience to the Group, helping our business to remain competitive, achieve greater success and newer milestone.

Investor Relations:

We consider investor relations to be an important aspect of our business as we believe in building transparent and open relationship with our stakeholders. As a listed Company, we are now laying even greater emphasis on our investor relations program to provide our investors, analysts and other stakeholders with a complete and accurate picture of the Company's past and current performance and the prospects and strategies for the future.

onelife

ONE SOLUTION

CORPORATE GOVERNANCE REPORT

This Report, states the compliance status as per requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”). Given below are the Company’s corporate governance policies and practices for 2020-21. Onelife Capital Advisors Limited has complied with the statutory and regulatory requirements stipulated in the applicable laws, including Listing Regulations, 2015.

OUR CORPORATE GOVERNANCE PHILOSOPHY

Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust to the working of our Company. Transparency and accountability are the two basic principle 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.

BOARD OF DIRECTORS

The Board 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. In keeping with the commitment of the Management to the principle of integrity and transparency in business operations for good corporate governance, the Company’s policy is to have an appropriate blend of executive and independent Directors to maintain the independence of the Board and to separate the Board functions of governance and management.

a. Composition and Category of the Board of Directors:

As on date, 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. Prabhakara Naig - Chairman and Whole Time Director Mr. Pandoo Naig- Managing Director and CFO
Non Executive Non Independent Director	Mr. Gurunath Mudlapur
Non Executive Independent Directors	Mr. Dhananjay Parikh Mr. Amol Shivaji Autade Mrs. Sonam Satish Kumar Jain

The Board has no institutional nominee director. The Company has an executive Chairman. According to regulation 17(1) (b) of the SEBI Listing Regulations, 2015, where the Chairman is executive or a promoter, at least one half of the Board of the Company should consist of Independent Directors.

The composition of the Board represents an optimal combination 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 Regulation, 2015 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. Information Supplied to the Board

The Board has complete access to any information's within the Company and to any of our employees. In terms of quality and importance, the information supplied by Management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations, 2015. As stated elsewhere, the independent directors of the Company at their meeting held on 30th March, 2021 expressed satisfaction on the quality, quantity and timeliness of flow of information between the

Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

c. Materially significant related party transactions:

The 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 31st March, 2021.

d. Orderly succession to Board and Senior Management:

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

e. Disclosure of relationships between directors inter-se:

The Board of Directors is not related inter-se except Mr. Pandoo Naig, Managing Director and CFO of the Company is a relative of Mr. Prabhakara Naig, Whole Time Director of the Company (Son and Father Relationship).

f. Confirmation on the independence of the Independent Directors

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations, 2015 and are Independent of the Management.

g. Skills/expertise/competence of the board of directors:

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board and Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a matrix chart setting out the core skills/expertise/competence of the Board is mentioned below:

Sr. No.	Skills/Expertise/Competence	Mr. Pandoo Naig	Mr. Prabhakara Naig	Mr. Dhananjay Parikh	Mr. Gurunath Mudlapur	Mrs. Sonam Jain	Mr. Amol Autade
1.	Business expertise	√	√	√	√	√	
2.	Strategy & Planning	√	√	√	√	√	√
3.	Leadership	√	√	√	√	√	√
4.	Governance, Risk and Compliance	√	√	√	√	√	√
5.	Accounts, Audit & Finance	√	√	√	√	√	
6.	Global Exposure	√	√	√	√		
7.	Stakeholder engagement	√	√			√	√
8.	Government/Regulatory	√	√	√	√	√	√

h. Numbers of Board Meetings:

Most Board meetings are held at our Registered Office, 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 as and when necessary. The members of the Boards have access to all information and records of the Company.

The Board met 4 times during the year viz 31st July, 2020, 15th September, 2020, 12th November, 2020 and 12th February, 2021.

i. 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:

Sr. No.	Name of the Directors	Attendance at meetings during 2020-21			No of Directorship in listed entities including this listed entity	No of post of Membership / Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity*	
		Board Meetings		Last AGM			
		Meetings held during the tenure	Attended during the tenure			Chairman	Member
1.	Mr. Prabhakara Naig	4	4	Yes	1	Nil	Nil
2.	Mr. Pandoo Naig	4	4	Yes	2	Nil	02
3.	Mr. Amol Shivaji Autade	4	4	Yes	1	01	02
4.	Mrs. Sonam Satish Kumar Jain	4	4	Yes	1	01	02
5.	Mr. Dhananjay Parikh*	2	2	Yes	2	Nil	Nil
6.	Mr. Gurunath Mudlapur**	2	2	Yes	1	Nil	Nil

*Appointed with effect from 15th September, 2020 as a Non-executive Independent Director

**Appointed with effect from 15th September, 2020 as a Non-executive Non- Independent Director

None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included.

As per declarations received, none of the directors serves as an independent director in more than seven listed companies. Further, the whole time directors in the Company do not serve as an independent director in more than three listed companies.

None of the directors was a member in more than ten committees or a Chairman in more than five committees across all companies, in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. The Directors furnish Notice of Disclosure of Interest as specified in Section 184 of the Companies Act, 2013.

j. Review of legal compliance reports:

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

k. 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.

l. 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.

m. Brief Profile of Director(s)

Mr. Prabhakara Naig - Whole Time Director and Chairman

Mr. TKP Naig is the Whole Time Director and Chairman of Onelife Capital Advisors Limited. Mr. Prabhakara Naig has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor's degree in Commerce from Madras University and has more than 32 years of rich experience in the field of Capital Market and Investment Banking activities. He previously held the position of President and Managing Director of Ind bank Merchant Banking Services Ltd. (A subsidiary of Indian Bank Ltd.) during the year 1997 to 1999. Prior to that from 1981 to 1988, he was the Chief Manager, Merchant Banking Division of Indian Bank. During his stint with Ind bank, he assisted companies like Indian Railway Finance Corporation, Punjab Alkalies and Chemical Ltd, Lakshmi Electrical and Control Systems Ltd

etc. in raising capital through Public Issues, Rights Issue and Private Placement of Equity. He also represented Ind bank on the Board of Offshore Funds set up by FIIs like Scrodders London, Invesco London and Martin Currie Edinburgh. In the year 2000, he became the Deputy Country Head and later Country Head and Vice President of Union Bank of California, N.A.

Mr. Pandoo Naig - Managing Director And Chief Financial Officer

Mr. Pandoo Naig is a Managing Director and Chief Financial Officer of Onelife Capital Advisors Limited. He has experience in Capital Market and Investment Banking. Mr. Pandoo Naig, aged 39 is the Managing Director of our Company. Mr. Naig is a co-founder of our Company and has more than 17 years of experience in capital markets. He has been associated with Onelife Capital Advisors Limited since its inception and has been handling the affairs of Investment Banking where his focus has been on fund raising for emerging companies, advisory and financial services.

Mr. Amol Shivaji Autade - Non-Executive Independent Director

Mr. Amol Shivaji Autade, aged 42 is the Independent Director of the Company. He has done his Diploma in Mechanical Engineering. A highly experienced professional with a successful career span of more than 15 years. He has worked in reputed organizations like Sanjivani S. S. K. Ltd. Kopergaon as an Asst Engineer, Sanjivani Milk & Milk Products Pvt. Ltd as Plant maintenance in charge and M. M. Milk Farm, Pohegaon as a CEO. He is a highly experienced professional with a successful career span of more than 13 years. Mr. Amol Shivaji Autade is a Non-Executive Independent director of the Company. He has been on the Board of Onelife Capital Advisors Limited since Seventh Annual General Meeting that was held in the year 2014

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Ms. Sonam Satish Kumar Jain -Non-Executive Independent Director

Ms. Sonam Satish Kumar Jain is young, energetic and dynamic Company Secretary. She is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a Bachelor of commerce having approximately 6 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, Partnership Firm.

Mr. Gurunath Mudlapur- Non-Executive Non Independent Director

Mr. Gurunath Mudlapur is a Bachelor in Production Engineering and a post graduate in management. Mr. Mudlapur has an extensive experience in the Indian capital markets and

excellent relationships with major players. Focused, passionate and dynamic, he is inspiring with his manner of energetic management, confidence and spirit over the years. He is highly skilled at incisive research and his knowledge of Indian industries is tremendous. He has in-depth knowledge in the areas of investment advisory, equity research and investment banking. He was previously associated with Khandwala Securities Ltd, one of the leading stock broking and investment banking firms in India, as head of strategy and research.

Mr. D.C. Parikh- - Non-Executive Independent Director

Mr. D.C. Parikh is the founder and Chairman of D. C. Parikh & Co., Chartered Accountants. He is a Fellow Member of the Institute of Chartered Accountants of India. He is in-charge of the Firm Audit & Project work division & has gained wide experience in the fields of Audit of large companies. He is in practice since 1985. He is widely traveled in India, and has also visited U.S.A., Italy for tax and finance work. He has to his credit very rich experience in the field of Audit & Taxation of Public Limited Companies, Stock Exchange, Internal Audit, Investigation Audit, Broker Audit and Bank Audit.

n. Code of Conduct

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required under regulation 17(5) of the SEBI Listing Regulations, 2015, the Board of Directors has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company and the same has been placed on Company's website on i.e. <http://www.onelifecapital.in/investorrelations.html>.

All Directors and Senior Management personnel have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director is given in this Annual Report.

o. Policy on Prohibition of Insider Trading

The Company had adopted a comprehensive Code of Conduct for prevention of insider trading for its Directors and designated persons. The Code lays down guidelines, through which it advises the designated persons or directors on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “the Regulations”) replaced the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 w.e.f. 15th May, 2015. The Regulations requires every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these Regulations.

In Compliance with the said requirements, the Company has introduced a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) (hereinafter referred to as the “Code”).

This Code was revised by the Board of Directors of the Company at its meeting held on 29th May, 2019 pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 and was effective w.e.f 1st April, 2019.

INDEPENDENT DIRECTORS’ MEETING

a) Maximum tenure of independent directors:

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, the Independent Directors held their separate meeting on 30th March, 2021 without the attendance of Non-Independent Directors and members of Management, inter alia, to discuss the following:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and

The independent directors present elected Mr. Amol Autade as Chairman for the meeting. All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

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) 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 30th March, 2021.

Company had also issued a formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and regulation 46(2) of SEBI Listing Regulations, 2015.

The terms and conditions 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>

e) Detailed reasons for the resignation of an independent director:

None of the independent director resigned during the year under review.

f) Familiarization Programme

Company has put in place a structured induction and familiarization 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.

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis. The details of such familiarization programmes are placed on the website of the company and link given below:

<http://www.onelifecapital.in/pdf/familiarisation-programme.pdf>

EVALUATION OF BOARD EFFECTIVENESS

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, during the year under review, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual Evaluation was made by the Board is given below:

1. Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting and the criteria are placed on the Company's website <http://onelifecapital.in>
2. Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
3. Consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
4. The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and the Board.
5. Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, the board decided to take decisions on the re-appointment of Independent Directors for the second term and the board decided on the same.

REMUNERATION OF DIRECTORS

a) Executive Directors and Non-executive Directors

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. 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.

Detailed information of remuneration paid/payable to Directors during 2020-21 is provided in the Annual Return (Weblink provided in point number 19 of the Board's report i.e., extract of the Annual Return).

b) Pecuniary transactions with non-executive directors

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

c) Criteria of making payments to Non-Executive Directors

Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website www.onelifecapital.in

SHAREHOLDING OF DIRECTORS

Information on shares held by Directors in the Company as on 31st March, 2021 provided in the annexure to the Directors' Report in section IV (v) of Form MGT-9, i.e., extract of the Annual Return.

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:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relation Committee and
4. Risk Management Committee.

STATUTORY AUDITORS:
a) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis:

The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part is mentioned below:

Particulars	March 31, 2021 (Rs. in Lakhs)	March 31, 2020 (Rs. in Lakhs)
Statutory Audit	10.13	18.73
Tax Audit	0.50	1.38
Consolidation of Subsidiaries/Income Tax Matters	2.00	2.00
Limited Reviews	0.30	0.30
Others	1.05	3.40
Out of Pocket Expenses	0.03	0.03
Total	14.01	25.84

COMMITTEES:
A. AUDIT COMMITTEE:
Constitution and composition

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise / exposure. Moreover, the Chairman and members of the Audit Committee have 'accounting or related financial management expertise'.

Meetings, Attendance details:

During the Financial Year 2020-21 Audit Committee met Four times i.e. 31st July, 2020, 15th September, 2020, 12th November, 2020 and 12th February, 2021.

The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

The Quorum of the 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 term of reference of these committees are very wide and are in line with the regulatory requirement mandated by the act and part C of the Schedule II of the Listing Regulation.

The Committee acts as a link between the Statutory and the internal Auditors and Board of Directors of the Company.

The terms of reference of the audit committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, re-appointment, Remuneration and term of appointment of auditor of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3) (c) of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. 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 proceeds of a public or

rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Review and monitor the auditors' independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter – corporate loans and investments.
10. Examination of the financial statement and the auditor report thereon.
11. Evaluation of internal controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Valuation of undertakings or assets of the company, wherever it is necessary
14. Establish a vigil mechanism for directors and employees to report genuine concerns manner as may be prescribed;
15. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company
16. The audit committee shall review the information required as per SEBI Listing Regulations.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
18. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The necessary quorum was present for all the meetings

Composition of the Audit Committee and attendance record of members for 2020-21

Name	Designation	Status	No. of Meetings during the year 2020-21	
			Held during the tenure	Attended during the tenure
Mrs. Sonam Satish Kumar Jain	Chairperson	Independent Director	4	4
Mr. Amol Shivaji Autade	Member	Independent Director	4	4
Mr. Pandoo Naig	Member	Managing Director and CFO	4	4

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 and Regulation 19 of the SEBI Listing Regulations, 2015.

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 role of the Nomination and Remuneration Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015.

During the year under review, the Committee met on 15th September, 2020 and 12th November, 2020.

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 2020-21	
			Held during the tenure	Attended during the tenure
Mr. Amol Shivaji Autade	Chairman	Independent Director	2	2
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	2	2
Mr. Prabhakara Naig	Member	Executive Director	0	0

Nomination & Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive

attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on <http://onelifecapital.in/pdf/nominationpolicy.pdf>

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013.

The role of the Stakeholders Relationship Committee shall be as specified as in Part D of the Schedule II of the SEBI Listing Regulation, 2015. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, etc.

In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, 2015, the terms of reference of said Committee as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of status of requests i.e. processing of complaints within statutory timelines;
- Oversee of performance of Registrar and Transfer Agents;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence of the service standards adopted in respect of various services being rendered by the Registrar and Transfer Agents;
- Review of the various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

During the year under review, the Committee met on Four times i.e. 31st July, 2020, 15th September, 2020, 12th November, 2020 and 12th February, 2021.

The Composition of the Stakeholders Relationship Committee and the details of meetings attended by the members of the Stakeholders Relationship Committee are given below:

Name	Designation	Status	No. of Meetings during the year 2020-21	
			Held	Attended
Mr. Amol Shivaji Autade	Chairman	Independent Director	4	4
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	4	4
Mr. Pandoo Naig	Member	Executive Director	4	4

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:

Investor Complaints	No. of complaints Attended/resolved during 2020-21
Pending at the beginning of the year	0
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	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 31st March, 2021, no complaint was outstanding.

Name, Designation and Address of Compliance Officer:

Ms. Aditi Mahamunkar

Company Secretary

Regd. Off: Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC,

Thane (West) - 400604, Maharashtra

Tel no.: 022-25833206 **Fax:** 022- 41842228

Email id: cs@onelifecapital.in

Website: www.onelifecapital.in

D. RISK MANAGEMENT COMMITTEE

Pursuant to SEBI (LODR), Regulations, 2015, constitution of Risk Management Committee is not applicable to the Company but the Board of Directors has constituted Risk Management Committee in order to identify and mitigate risk. The Risk Management Committee meeting was held on 12th February, 2021.

The Composition of the Risk Management Committee and the details of meetings attended by the members of the Risk Management Committee are given below:

Name	Designation	Status	No. of Meetings during the year 2020-21	
			Held	Attended
Mr. Pandoo Prabhakar Naig	Chairman	Managing Director & CFO	1	1
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	1	1

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:

During the year under review, the Petition for the Scheme of Amalgamation of Dealmoney Securities Private Limited ('DSPL') with Dealmoney Commodities Private Limited (DCPL) which was filed on 20th November 2019 with NCLT, Mumbai Bench was approved by the NCLT in its hearing dated 19th July, 2021. Accordingly, post filing of the order with the

Registrar of Companies, the scheme shall become effective and pursuant to that, DSPL will merge into DCPL and DSPL shall be dissolved without winding up pursuant to the provisions of Section 232 of the Act. Thereafter, the name of “Dealmoney Commodities Private” Limited shall be changed to “Dealmoney Securities Private Limited” and thus, Dealmoney Securities Private Limited shall become the direct subsidiary of Onelife Capital Advisors Limited.

The certified true copy of order is still awaited and hence the scheme is not effective yet.

The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy was revised in line with the amendments made to the Listing Regulations. The same is placed on the website of the Company and link of the same given below: <http://onelifecapital.in/pdf/materialsubsidiaries.pdf>

During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of each unlisted subsidiary company to the extent applicable. A statement of all significant transactions and arrangements entered into by these subsidiary companies, as applicable, was regularly placed before the Board.

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.

RELATED PARTY TRANSACTIONS:

Related party transactions entered into during the financial year were on arm’s length basis and were in ordinary course of business. In accordance with the approval obtained from the members, the Company has entered into transactions with the related party as mentioned in Note No. 36 of Notes to financial statements. However, there are no related party transactions made by the Company which may have potential conflict with the interest of the Company. There are no material related party transactions which are not in ordinary course of business or which are not on arm’s length basis and hence there is no information to be provided as required under

Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under SEBI Listing Regulations, 2015 is as under:

<http://onelifecapital.in/pdf/related-party-transaction-policy.pdf>

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

Pursuant to section 177(9) of the Companies Act, 2013 and regulation 22 of the SEBI Listing Regulations, 2015 Company is required to formulate the Whistle Blower Policy/Vigil Mechanism. The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The said Policy is placed on the Company's website at:

<http://onelifecapital.in/pdf/whistle-blower-policy.pdf>.

MANAGEMENT DISCUSSION AND ANALYSIS:

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report. The Management Discussion and Analysis forms an integral part of this Report.

DISCLOSURE OF MATERIAL TRANSACTIONS:

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

MEANS OF COMMUNICATION:

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website. The Quarterly results of the Company are regularly submitted to the Stock Exchange where the shares of the Company are listed.

Subsequently the results are also published in the English Newspaper “Business Standard” and Regional Newspaper “Mumbai Lakshadweep”

The Company has its own website www.onelifecapital.in which contains all important public domain information. The website contains information as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015, including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern, etc.

GENERAL BODY MEETINGS:

a. Annual General Meeting (AGM):

The particulars of Annual General Meeting held during the last three years are as follows:

Year	Date	Time	Venue
2019-2020	29 th December, 2020	12.30 P.M.	Through Video Conferencing due to outbreak of Covid – 19 pandemic and in accordance with the relevant circulars issued by the Ministry Of Corporate Affairs
2018-2019	26 th December, 2019	11.00 A.M.	Brahman Seva Sangh, 19, Brahman Society, Late Divakar Ganesh Gangal Road, Naupada, Thane (West) - 400602, Maharashtra
2017-2018	29 th August, 2018	11.00 A.M.	A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West) - 400604, Maharashtra

b. Extraordinary General Meeting (EGM):

No Extraordinary General Meeting of the Members was held during the year 2020-21.

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

Details of AGM	Date and time of AGM	Details of special resolutions(s) passed at the Annual General Meetings, if any
13th AGM	29 th December, 2020 at 12.30 p.m.	1. Re-appointment of Mrs. Sonam Satish Kumar Jain (DIN: 06848245) as an Independent Director of the Company

12th AGM	26 th December, 2019 at 11.00 a.m.	1. Re-appointment of Mr. Ram Narayan Gupta (DIN: 01130155) as an Independent Director of the company 2. Re-appointment of Mr. Amol Autade (DIN: 06788961) as an independent director of the company 3. Approval for continuation of office by Mr. Prabhakara Naig (DIN: 00716975) as a whole-time director of the company upon attaining the age of 70 years
11th AGM	29 th August, 2018 at 11.00 a.m.	Approval of Scheme of Amalgamation

d. Details of Special Resolutions passed through Postal Ballot:

None of the resolutions were passed through Postal Ballot.

DISCLOSURES:

a. Disclosure of accounting treatment in preparation of financial statements:

The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for 2020-21.

b. 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 was issued notice by the National Stock Exchange of India Limited and BSE Limited in the month of August, 2020 imposing penalty of Rs. 5,36,900/- for the quarter ended 30th June, 2020 and Rs. 4,48,400/- imposed for the quarter ended 30th September, 2020 for delay in compliance of Regulation 17(1)(c) of the SEBI (LODR) Regulations, 2015 relating to non-appointment of six directors on the board of the Company since the Company is included in the list of top 2000 listed entities as per market capitalization.

The Company appointed Mr. Dhananjay Parikh and Mr. Gurunath Mudlapur with effect from 15th September, 2020 on the board for complying with the said regulation. The Company applied for the waiver of penalty with the exchanges stating the reasons for delay in compliance with the said regulation. Some of the reasons included halted operations due to lockdown, inability to conduct physical meetings with candidates due to curbs, etc. lockdowns and restrictions. The Company was trying its best to ensure compliance by trying to find the suitable person for the post of director by contacting the Human Resource (HR) agencies and other professionals but because of the restrictions and limitations, there was an inadvertent delay.

National Stock Exchange of India Limited rejected the application stating the lack of supporting documents with the application. Thus, the Company resubmitted the application along with the supporting documents wherein the Company had approached several people and had taken maximum efforts to appoint the suitable candidate on the board.

The applications are under consideration with the exchanges.

Except for this, there were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

c. Compliance Certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

d. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2020-21. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under regulation 27 of the SEBI Listing Regulations, 2015.

e. Certificate on Corporate Governance

The Company has obtained the certificate regarding compliance with the provisions relating to Corporate Governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015.

This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

f. Certificate of Non-Disqualification of Directors

The Company has received certificate from Ajay Kumar & Co., Practising Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate of Affairs or any such authority. The certificate is annexed to the Directors' Report.

g. Compliance of mandatory and non-mandatory Requirements

1.Mandatory

The Company has complied with the mandatory requirements of the SEBI Listing Regulations, 2015.

2.Discretionary

The Company has also complied with the discretionary requirements as under:

The Board:

Since the Company has an executive Chairman, the requirement regarding non-executive Chairman is not applicable to the Company.

Separate posts of Chairperson and Managing Director & Chief Financial Officer

The Company has appointed separate persons to the post of Chairman and Managing Director.

Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

GENERAL SHAREHOLDERS' INFORMATION:
a. Details:

Annual General Meeting	Wednesday, 10 th November, 2021
Financial Year	2020-21
Date of Book Closure	Thursday, November 4, 2021 to Wednesday, November 10, 2021 (Both Days inclusive)
Listing on Stock Exchanges (Equity Shares)	BSE Limited and National Stock Exchange of India Limited
Stock Code (Equity)	BSE Scrip Code: 533632 NSE Code: ONELIFECAP
CIN	L74140MH2007PLC173660

b. Financial Reporting for 2020-22

Results for First Quarter	On or before 14 th August 2021
Results for Second Quarter	On or before 14 th November 2021
Results for Third Quarter	On or before 14 th February 2022
Results for Fourth Quarter and Annual	On or before 30 th May 2022
Annual General Meeting for the year ended 31 st March 2022	On or before 30 th September, 2022

c. Dates of Book Closure

The register of members and share transfer books of the Company will remain closed from Thursday, November 4, 2021 to Wednesday, November 10, 2021 (Both Days inclusive)

d. Share Transfer Agent

Registrar and Share Transfer Agent	KFin Technologies Pvt. Ltd. (formerly known as Karvy Fintech Pvt. Ltd.) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032
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	Contact Details: +91 40 67161631 E-mail: dalvianil.shantaram@karvy.com Website: www.karvycomputershare.com
Share Transfer System	Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects.

The Company has appointed KFin Technologies Pvt. Ltd. as its share transfer agent and accordingly, processing of share transfer/dematerialization/dematerialization and allied activities was outsourced to KFin Technologies Pvt. Ltd. Hyderabad (Karvy).

All physical transfers, transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants, etc. as well as requests for dematerialization/dematerialization are being Processed in periodical cycles at Karvy. The work related to dematerialization/dematerialization is handled by Karvy through connectivity with NSDL and CDSL.

e. Market information:

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

BSE HIGH AND LOW PRICE AS ON APRIL'2020 -MARCH'2021					NSE HIGH AND LOW PRICE AS ON APRIL'2020 -MARCH'2021			
MONTH	OPEN	HIGH	LOW	CLOSE	OPEN	HIGH	LOW	CLOSE
Apr-20	6.23	6.23	4.92	5.92	3.65	5.00	3.30	5.00
May-20	6.21	7.18	5.65	6.19	5.25	7.40	5.25	6.35
Jun-20	5.91	7.41	5.5	6.13	6.05	6.90	5.50	6.10
Jul-20	5.85	6.4	5.25	5.25	5.80	6.40	4.90	5.05
Aug-20	5.77	7.63	5.77	6.66	5.05	7.60	5.05	6.85
Sep-20	6.7	6.99	6	6.99	7.05	7.30	5.80	6.25
Oct-20	6.65	6.65	5.79	5.79	6.25	6.50	5.45	5.60
Nov-20	5.52	6.4	5.52	6.06	5.60	6.70	5.35	6.05
Dec-20	6.36	7.28	6.3	6.93	6.05	8.60	5.85	6.70
Jan-21	7.27	9.23	7.27	8.29	6.70	9.70	6.60	7.95

Feb-21	7.88	7.99	7.08	7.08	7.95	7.95	6.80	6.90
Mar-21	6.75	7.6	6.75	7.01	7.05	7.25	5.85	5.95

f. Distribution schedule of the Shareholding as on 31st March 2021:

DESCRIPTION	No. of shareholders	% of shareholders	Amount	%
Upto 1 - 5000	3531	78.05	4947260.00	3.70
5001 - 10000	446	9.86	3648080.00	2.73
10001 - 20000	261	5.77	3938640.00	2.95
20001 - 30000	95	2.10	2397280.00	1.79
30001 - 40000	58	1.28	2057560.00	1.54
40001 - 50000	32	0.71	1502270.00	1.12
50001 - 100000	60	1.33	4313720.00	3.23
100001 & above	41	0.91	110795190.00	82.93
Total	4524	100.00	133600000.00	100.00

g. Shareholding Pattern as on 31st March 2021:

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	0	0
Financial Institutions/Banks	0	0
Sub-Total (B)(1)	0	0
(2) Public Shareholding (Non-Institutions)		
➤ Individual shareholders holding nominal share capital up to Rs. 2 lakh	2428831	18.18
➤ Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	831853	6.23
➤ NBFCs registered with RBI	700	0.01
➤ Non- Resident Indians	28384	0.21

➤ Clearing Member	1885	0.01
➤ Non-resident Indian Non-repatriable	1906	0.01
➤ Bodies Corporate	105286	0.79
Sub-Total (B)(2)	3400000	25.45
Total B (B1+B2)	3400000	25.45
TOTAL (A+B)	13360000	100

h. 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 dematerialized as on 31st March, 2021 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

i. Shares held in Demat and Physical mode as at 31st March, 2021 are as follows:

Particulars	No. of Shares	Percentage (%) of Total Shares
Physical Segment	2	0.001
Demat Segment:	13359998	99.99
Total	13360000	100.00

Particulars	No. of Shares	Percentage (%) of Total Shares
NSDL	1865452	13.96
CDSL	11494546	86.04
Total	13359998	100.00

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

SHAREHOLDERS' AND INVESTORS' GRIEVANCES

The Board of Directors of the Company currently has a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders on various matters. Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during the period under review related to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report, non-receipt of transferred shares and change of address and/or bank particulars. As on 31st March 2021, there were no pending issues to be addressed or resolved.

Designated email address for the investor complaints is redressal@onelifecapital.in.

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

Sd/-

**Prabhakara Naig
Chairman and Whole Time Director
DIN: 00716975**

Registered Office

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

Place: Thane

Date: 13th October, 2021

DECLARATION BY CHIEF FINANCIAL OFFICER

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Mr. Pandoo Naig- Managing Director and CFO 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, 2021.

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

Sd/-

**Pandoo Naig
Managing Director & CFO
DIN: 00158221**

Place: Thane

Date: 13th October, 2021

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CERTIFICATE OF CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Onelife Capital Advisors Limited
Plot No. A 356,
Road No. 26, Wagle Industrial Estate,
MIDC, Thane (W) - 400604

We have examined the compliance of conditions of the Corporate Governance by Onelife Capital Advisors Limited (CIN: L74140MH2007PLC173660) (the Company), for the year ended on 31st March 2021, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 all the mandatory Requirement of the Corporate Governance as stipulated in the aforesaid Listing Agreement/Listing Regulations, 2015 as applicable.

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

Sd/-
Ajay Kumar
(Ajay Kumar & Co.)
Practising Company Secretary
FCS No. 3399
C.P. No. 2944
UDIN: F003399C000904475

Place: Mumbai
Date: 6th September, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

Onelife Capital Advisors Limited

Plot No. A 356, Road No. 26,

Wagle Industrial Estate,

MIDC, Thane (west)

Thane - 400604

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Onelife Capital Advisors Limited having CIN L74140MH2007PLC173660 and having registered office at Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (west), Thane - 400604 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Date of Cessation
1.	Mr. Pandoo Prabhakar Naig	00158221	07/09/2009	-
2.	Mr. Prabhakara Naig	00716975	31/08/2007	-
3.	Mr. Amol Shivaji Autade	06788961	30/05/2014	-
4.	Ms. Sonam Satish Kumar Jain	06848245	31/03/2015	-
5.	Mr. Gurunath Subramanayam Mudlapur	00009485	15/09/2020	-
6.	Mr. Dhananjay Chandrakant Parikh	02934120	15/09/2020	-

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate 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 Ajay Kumar & Co.

Sd/-

(Ajay Kumar)

Proprietor

Membership No.: 3399

CP No.: 2944

UDIN: F003399C000514580

Place: Mumbai

Date: 25th June, 2021

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CERTIFICATION BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

[Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Board of Directors

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

I, Pandoo Naig, Managing Director & CFO of the Onelife Capital Advisors Limited, to the best of my knowledge and belief certify that:

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

Sd/-
Pandoo Naig
CFO

Place: Thane

Date: 13th October, 2021

INDEPENDENT AUDITORS' REPORT

To the Members of Onelife Capital Advisors Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Onelife Capital Advisors Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("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, 2021, and its profit (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matters

- a) We draw attention to Note No. 45 of the standalone financial statements. The Company has made investments of Rs.400.00 lakhs and given advances of Rs. 1,113.00 lakhs (interest accrued thereon of Rs.185.13 lakhs aggregating to Rs. 1,298.13 lakhs) to Dealmoney Distribution and Advisory Services Private Limited (DDASPL), a subsidiary whose net worth is fully eroded. However, in the opinion of

the management, considering the value of investment property of DDASPL, the amounts are fully realizable and no impairment / provision is considered necessary.

- b) We draw attention to Note No. 44 of the standalone financial statements which describes the uncertainties arising from the COVID-19 pandemic outbreak and management's evaluation of its impact on the operations of the company and that the impact of the pandemic on the company's operations is highly dependent on future developments.

Our Opinion on the standalone financial statements is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Emphasis of Matter sections, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, the description of how our audit addressed the matter is provided in the above context.

Sr. No.	Key Audit Matter description	How to scope of our audit responded the key audit matter
1	Evaluation of Provision and Contingent Liabilities	
	As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in Note No. 28 The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter.	We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets. We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. We have held meetings with the legal personnel responsible for handling legal matters.
Sr. No.	Key Audit Matter description	How to scope of our audit responded the key audit matter
	The management with the help of opinion and advise of its experts have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent	In addition, we have reviewed: • the details of the proceedings before the relevant authorities including communication from the advocates / experts; • legal advises / opinions obtained by the management, if any, from experts in the field of law on the legal cases;

	liability. Due to the level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.	• status of each of the material matters as on the date of the balance sheet. We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.
2	Assessment of carrying value of equity investments in subsidiaries	
	As disclosed in Note No. 6 of the standalone financial statements, the Company has investments in various subsidiaries of Rs. 3,036.26 Lakhs. The said investments are carried at cost less allowance for impairment, if any. The Company has also given advances for acquisition of strategic investments / business of Rs. 41.40 Lakhs as disclosed in Note No. 7. The Management reviews regularly whether there are any indicators of impairment of the said investments by reference to the requirements under Ind AS 36. Also, Refer Note No. 45 of the standalone financial statements with regard to investment in a subsidiary company namely Dealmoney Distribution and Advisory Services Private Limited. The Management carries out impairment assessment for each investment by: • Comparing the carrying value of each investment with the net worth of each company based on audited financials. • Comparing the performance of the investee companies with projections used for valuations and approved business plans. The accounting for investment is a key audit matter as the impairment assessment and determination of the recoverable value involves significant management judgment and assumptions.	Our audit procedures included the following: • Assessed that the methodology used by management to estimate the recoverable value of each investment in subsidiary is consistent with Ind AS. • Compared of the carrying values of the Company's investment in subsidiaries with their respective net asset values (based on the respective subsidiaries audited financial statements), realisable value and discussions with management about their performance and future outlook. • Evaluating the methodologies used by the Company in projections used for valuations, in particular those relating to the cash flows. We also assessed the historical accuracy of management's estimates and evaluated the business plans incorporated in the projections, if any. • We read and assessed the presentation and disclosure in the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's

report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the annual report, if, based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of 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, including other comprehensive income, Cash Flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management, and Board of Directors.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2(A) As required by Section 143(3) of the Act, based on our audit 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 (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this Report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditors' 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 impact of pending litigations as at March 31, 2021 on its financial position in its standalone financial statements - Refer Note No. 28 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses- Refer Note No. 37(a) to the standalone financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company - Refer Note No. 37(b) to the standalone financial statements.

(B) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule 5 to the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No.: - 105049W

S. S. SHAH

Partner

Membership No. 033632

UDIN: 21033632AAAACH4041

Place: - Mumbai

Date : - June 30, 2021

Annexure “A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the Members of Onelife Capital Advisors Limited on the standalone financial statements for the year ended March 31, 2021)

- i
 - a The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
 - b The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company owns no immovable properties and hence reporting under paragraph 3(i)(c) of the said Order is not applicable.
- ii The Company’s nature of operations does not require it to hold inventories. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- iii According to information and explanations given to us, the Company has granted unsecured loans to six companies (of which two are subsidiary companies) covered in the register maintained under Section 189 of the Act. The Company has not granted any secured / unsecured loans to firms, LLPs or other parties covered in the register maintained under Section 189 of the Act.
 - a In respect of the aforesaid loans, the terms and conditions under which such loans were granted are prima facie, not prejudicial to the Company’s interest.
 - b The terms and period of repayment of principal and payment of interest have not been stipulated as the loans are repayable on demand and the parties are regular in payment of interest, where applicable. There are no amount which is overdue for more than ninety days.
- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable, except that the Company has not passed the Special resolution as required under Section 185(2) of the Act in respect of loan of Rs.443.90 lakhs granted to Dealmoney Securities Private Limited during the year.

- v According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of sections 73 to 76 of the Act or any other provisions of the Act and the rules framed there under.
- vi According to information and explanations given to us, maintenance of cost records as prescribed by the Central Government under sub section (1) of section 148 of the Act is not applicable as the Company has not done any activity prescribed under the said section.
- vii (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, Goods and Service tax, duty of customs, Cess, and any other material statutory dues, as applicable to it, with the appropriate authorities.
- (b) According to information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Goods and Service Tax, duty of Customs, Cess, and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

There were undisputed amounts payable in respect of Income Tax in arrears as at March 31, 2021 for a period of more than six months from the date they became payable as under:

Name of the Statute	Nature of the Dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Income Tax Act, 1961	Tax Deducted at Source	6.00	December 2019	07-01-2020	-	-
Income Tax Act, 1961	Tax Deducted at Source	11.50	March 2020	30-04-2020	-	-
Income Tax Act, 1961	Tax Deducted at Source	7.00	June 2020	07-07-2020		
Income Tax Act, 1961	Tax Deducted at Source	7.00	September 2020	07-10-2020		
CGST Act, 2017	Goods and Service Tax	13.81	FY 2018-19	Various Dates	-	-
		12.47	FY 2019-20		-	-

- (c) According to the information and explanations given to us and the records of the Company, the dues of Income tax, Sales tax, Service tax, Goods and Service tax, duty of Customs, duty of Excise, Value added tax, which have

not been deposited on account of any dispute, amount involved and the forum where dispute is pending are as under:

(Rs. in Lakhs)

Name of the Statute	Nature of the Dues	Amount Involved *	Amount Paid Under Protest	Period to Which the Amount relates	Forum where Dispute is pending
Finance Act, 1994 (Service Tax)	Service Tax (Cenvat Credit)	163.34	86.25	Financial Year 2011-12	Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai.
		8.58		Financial Year 2014-15	
	Service Tax (Penalty)	163.34		Financial Year 2011-12	
		0.86		Financial Year 2014-15	
Income Tax Act, 1961	Income Tax	652.14	-	AY 2012-13	Commissioner of Income Tax (Appeals)
		934..33	-	AY 2013-14	Income Tax Appellate Tribunal

* Interest amount at applicable rate is not quantified and not included above.

- viii In our opinion and according to the information and explanations given to us there are no loans or borrowings from financial institution or bank or Government and the Company has not issued any debentures.
- ix The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- x 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 instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

- xiii According to the information and explanations given to us and based on our examination of the records of the Company, Company's transactions with its related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the requisite details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv According to information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into non-cash transactions for acquisition of assets for consideration other than cash referred to in section 192 of the Act with its directors or persons connected with them.
- xvi According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No.: - 105049W

S. S. SHAH

Partner

Membership No. 033632

UDIN: 21033632AAAACH4041

Place: - Mumbai

Date : - June 30, 2021

Annexure “B” to the Independent Auditors’ Report

(Referred to in paragraph 2A(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the Members of Onelife Capital Advisors Limited on the standalone financial statements for the year ended March 31, 2021)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **Onelife Capital Advisors Limited** (“the Company”) as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing as specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting with reference to the standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to the Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to the standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to the standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2021, based on the criteria for internal control over financial reporting established by the Company considering the essential components of internal controls stated in the Guidance Note issued by ICAI.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No.: - 105049W

S. S. SHAH

Partner

Membership No. 033632

UDIN: 21033632AAAACH4041

Place: - Mumbai

Date : - June 30, 2021

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

1 Corporate information

Onelife Capital Advisors Limited (“the Company”) is a listed entity incorporated in India. The Company advises companies on fund raising as well as acquisition financing and structuring the deal to maximize value for all its stake holders. The Company is a public limited company incorporated and domiciled in India. The registered and corporate office of the Company is situated at Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra – 400604.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2021 and authorized for issue on June 30, 2021.

2 Significant accounting policies

2.1 Basis of preparation

- i The standalone financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as “the Ind AS”) as prescribed under section 133 of the Companies Act, 2013 (“the Act”) (as amended) and other relevant provisions of the Act.
- ii The standalone financial statements have been prepared on a going concern basis under the historical cost basis except for the followings:
 - certain financial assets and liabilities are measured at fair value;
 - assets held for sale measured at fair value less cost to sell;
 - defined benefit plans plan assets measured at fair value.
- iii The standalone financial statements are presented in Indian Rupees in Lakhs and all values are rounded to the nearest in two decimal point except where otherwise stated.

2.2 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.3 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company categorizes assets and liabilities measured at fair value into one of three levels as follows:

- **Level 1 — Quoted (unadjusted)**

This hierarchy includes financial instruments measured using quoted prices.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

- **Level 2**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a) Quoted prices for similar assets or liabilities in active markets.
- b) Quoted prices for identical or similar assets or liabilities in markets that are not active.
- c) Inputs other than quoted prices that are observable for the asset or liability.
- d) Market – corroborated inputs.

- **Level 3**

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.4 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell and are disclosed separately under the head "Other Current Assets". once classified as held for sale are not depreciated or amortised.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

2.5 Property Plant and Equipment

Property, Plant and Equipment (PPE) and intangible assets are not depreciated or amortized once classified as held for sale.

PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of recoverable taxes) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Significant Parts of an item of PPE (including major inspections) having different useful lives and material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Advances paid towards the acquisition of Property, plant and equipment are disclosed as "Capital advances" under "Other Non - Current Assets" and the cost of assets not ready intended use as at the balance sheet date are disclosed as 'Capital work-in-progress' Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided for on straight line method on the basis of useful life. The useful life of property, plant and equipment are as follows:-

Asset Class	Useful Life in years
Vehicles	8
Office Equipments	5
Computers & Printers	3
Air Conditioners	5
Furniture & Fixtures	10

On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if appropriate, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Derecognition

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

2.6 Intangible Assets

Intangible assets are stated at cost (net of recoverable taxes) less accumulated amortization and impairment loss. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Intangible assets comprising of goodwill and other intangible assets is amortized on a straight line basis over the useful life of three years which is estimated by the management.

Depreciation on subsequent expenditure on intangible assets arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Amortization methods and useful lives are reviewed on an annual basis and if appropriate, changes in estimates are accounted for prospectively.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

2.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

2.7.1 Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- **Financial Assets at amortized cost**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets and equity instruments at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

- **Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'. However, dividend on such equity investments are recognised in Statement of Profit and loss when the Company's right to receive payment is established.

- **Cash and Cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

Investments in subsidiaries, Associates and Joint Ventures

The Company has accounted for its subsidiaries, Associates and Joint Ventures at cost less impairment loss (if any). The investments in preference shares with the right of surplus assets which are in nature of equity in accordance with Ind AS 32 are treated as separate category of investment and measured at FVTOCI.

De-recognition

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL), simplified model approach for measurement and recognition of Impairment loss on Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income / expense in the statement of Profit and Loss.

2..7.2 Financial liabilities

Classification as debt or equity

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognized when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the statement of profit and loss.

- **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

- **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.8 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

2.9 Revenue recognition

Revenue from contracts with customers is recognized when the entity satisfies a performance obligation by transferring a promised service to customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those services.

- **Sale of Services**

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services

Contract Balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier).

Contract liabilities are recognised as revenue when the Company performs under the contract.

- **Interest income**

Interest income from a financial asset is recognized using effective interest rate method.

- Other income is recognized when no significant uncertainty as to its determination or realization exists.

2.10 Leases

As a lessee

The Company assesses whether a contract contains lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i the contract involves the use of an identified asset
- ii the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a lease term of twelve months or less (short-term leases) and low value leases.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The Company also assesses the right-of-use asset for impairment when such indicators exist.

The lease liability is initially measured at the present value of the fixed lease payments including variable lease payments that depend on an index or a rate. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate of the Company.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is re-measured to reflect any reassessment or modification.

When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset or profit and loss account as the case may be.

The Company has elected to account for short-term leases using the exemption given under Ind AS 116 Instead of recognizing a right-of-use asset and lease Liability. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. The payments in relation to these are recognized as an expense in the statement of profit or loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit.

As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

2.11 Foreign currency transactions

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

2.12 Employee Benefits

Short term employee benefits:-

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment obligations

Defined contribution plans

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under the Employee's Provident funds and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

The contribution paid / payable under the schemes is recognized during the period in which the employee renders the related service.

Defined benefit plans

Gratuity

The Company provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Company. The Company provides for the Gratuity Plan based on actuarial valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits". The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity is recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. These are accounted either as current employee cost or included in cost of assets as permitted.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Leave Encashment

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.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. Termination benefits are recognized as an expense in the year in which they are incurred.

2.13 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.14 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

2.15 Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated.

2.16 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.17 Income taxes

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any. Income Tax expense for the year comprises of current tax and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognized in Other Comprehensive Income.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

The carrying amount of deferred tax assets are reviewed at the end of each reporting year and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probable certainty that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have the probable certainty that it will pay normal tax during the specified period.

2.18 Critical accounting estimates and judgments

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Useful life of tangible asset Note No. 2.5
2. Useful life of intangible asset Note No. 2.6
3. Impairment of financial assets refer Note No. 2.7.1
4. Impairment of non – financial assets refer Note No. 2.8
5. Provisions, Contingent Liabilities and Contingent Assets refer Note No. 2.14

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

2.19 Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.20 Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographic segments.

2.21 Business Combination

Common control business combination where the Company is transferee is accounted using the pooling of interest method. Assets and liabilities of the combining entities are reflected at their carrying amounts and no new asset or liability is recognized. Identity of reserves of the transferor company is preserved by reflecting them in the same form in the Company's financial statements in which they appeared in the financial statement of the transferor company. The excess between the amount of consideration paid over the share capital of the transferor company is recognized as a negative amount and the same is disclosed as capital reserve on business combination.

The information in the financial statements of the prior period is restated from the date of business combination in case the business combination is approved by statutory authority in the subsequent period.

3 Recent Pronouncements

Indian Accounting Standards:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April, 2021.

Schedule III of the Companies Act 2013:

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021.

Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet

- Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

ONELIFE CAPITAL ADVISORS LIMITED
STANDALONE BALANCE SHEET AS AT MARCH 31, 2021

₹ in Lakhs

PARTICULARS	Note No.	As At March 31, 2021	As At March 31, 2020
ASSETS			
NON - CURRENT ASSETS			
(a) Property, Plant and Equipment	4	5.25	58.12
(b) Other Intangible Assets	5	27.36	51.23
(c) Financial Assets			
(i) Investments	6	3,036.26	3,080.06
(ii) Loans	7	41.40	41.40
(d) Non Current Tax Assets	8	235.05	183.03
(e) Other Non - Current Assets	9	87.47	87.47
Total Non - Current Assets		3,432.79	3,501.31
CURRENT ASSETS			
(a) Financial Assets			
(i) Trade Receivables	10	108.02	224.71
(ii) Cash and Cash Equivalents	11	45.05	271.72
(iii) Loans	12	7,511.30	7,218.71
(iv) Other Financial Assets	13	43.82	0.12
(b) Other Current Assets	14	-	7.50
Total Current Assets		7,708.19	7,722.76
TOTAL - ASSETS		11,140.99	11,224.07
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	1,336.00	1,336.00
(b) Other Equity	16	9,562.93	9,559.18
Total Equity		10,898.93	10,895.18
LIABILITIES			
NON - CURRENT LIABILITIES			
(a) Financial Liabilities			
(b) Provisions	17	7.84	4.21
Total Non - Current Liabilities		7.84	4.21
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	18	54.00	54.00
(ii) Trade Payables	19		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		-	124.20
(iii) Other Financial Liabilities	20	91.60	82.10
(b) Other Current Liabilities	21	88.40	59.61
(c) Provisions	22	0.22	4.78
Total Current Liabilities		234.22	324.69
TOTAL - EQUITY AND LIABILITIES		11,140.99	11,224.07
Corporate Information	1		
Significant Accounting Policies	2		
The accompanying Notes form an integral part of the Standalone Financial Statements	3 to 47		
As per our report of even date For Khandelwal Jain & Co. Chartered Accountants Firm Registration No: - 105049W (S. S. Shah) Partner Membership No: - 033632 Place: - Mumbai Date : 30 Jun 2021			
For and on behalf of the board of Directors of Onelife Capital Advisors Limited Prabhakara Naig Executive Chairman DIN No.: 00716975 Pandoo Naig Managing Director & Chief Financial Officer DIN No.: 00158221 Aditi Mahamunkar Company Secretary Membership No: - A44818 Place: - Thane Date : 30 Jun 2021			

ONELIFE CAPITAL ADVISORS LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2021

₹ in Lakhs

PARTICULARS	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
INCOME			
Revenue From Operations	23	267.00	345.00
Other Income	24	255.32	296.43
TOTAL INCOME		522.32	641.43
EXPENSES			
Employee Benefits Expense	25	138.23	150.93
Finance Costs	26	-	0.07
Depreciation and Amortisation Expense	4 & 5	76.75	80.38
Other Expenses	27	306.31	404.07
TOTAL EXPENSES		521.29	635.45
Profit / (Loss) before Exceptional Items		1.03	5.98
Exceptional Items		-	-
Profit / (Loss) Before Tax		1.03	5.98
TAX EXPENSES	43		
(a) Current Tax		-	-
(b) Deferred Tax Credit / (Charge)		-	-
(c) Short / (Excess) provision of tax relating to earlier years		-	2.56
Profit / (Loss) for the year		1.03	3.42
Other Comprehensive Income			
(a) (i) Items that will not be reclassified to profit or loss			
Remeasurement of Defined benefit plans		2.72	(0.33)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive income for the year		2.72	(0.33)
Total Comprehensive income for the year		3.75	3.09
Earnings per equity share			
Basic and Diluted	33	0.01	0.03
Corporate Information	1		
Significant Accounting Policies	2		
The accompanying Notes form an integral part of the Standalone Financial Statements	3 to 47		
As per our report of even date			
For Khandelwal Jain & Co. Chartered Accountants Firm Registration No: - 105049W		For and on behalf of the board of Directors of Onelife Capital Advisors Limited	
(S. S. Shah) Partner Membership No: - 033632		Prabhakara Naig Executive Chairman DIN No.: 00716975	
		Pandoo Naig Managing Director & Chief Financial Officer DIN No.: 00158221	
		Aditi Mahamunkar Company Secretary Membership No: - A44818	
Place: - Mumbai Date : 30 Jun 2021		Place: - Thane Date : 30 Jun 2021	

ONELIFE CAPITAL ADVISORS LIMITED
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

₹ in Lakhs

	PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before tax and Extraordinary Items	1.03	5.98
	Adjustments for:		
	Depreciation and Amortisation Expense	76.75	80.38
	Loss on Sale of Assets	-	14.96
	Interest Paid	-	0.07
	Interest Income	(255.23)	(296.43)
	Operating Loss Before Working Capital Changes	(177.45)	(195.04)
	Adjustments for:		
	(Increase) / Decrease in Trade Receivables	116.69	(114.50)
	(Increase) / Decrease in Other Financial Assets	(43.70)	0.55
	(Increase) / Decrease in Other Current Assets	7.50	1.96
	Increase / (Decrease) in Other Current Liabilities	28.79	41.41
	Increase / (Decrease) in Provisions	1.79	1.41
	Increase / (Decrease) in Trade Payables	(124.20)	124.20
	Increase / (Decrease) in Other Financial Liabilities	9.50	(282.62)
	Cash Generated from Operations	(181.08)	(422.63)
	Direct Taxes paid (net of Refunds Received)	(52.02)	21.79
	Net Cash used in Operating Activity [A]	(233.10)	(400.84)
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant & Equip & Other Intangible Assets	-	(1.61)
	Proceeds from Sale of fixed assets	-	30.04
	Investments	43.80	(1,111.25)
	Loan Given (Net)	(292.59)	1,328.26
	Interest Received	255.23	296.43
	Net cash from Investing Activities [B]	6.44	541.87
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from Short Term Borrowings	-	54.00
	Repayment of Borrowings (Net)	-	(5.61)
	Interest Paid	-	(0.07)
	Net cash from Financing activities [C]	-	48.32
	Net Increase in Cash and Cash Equivalents [A+B+C]	(226.66)	189.35
	Cash & Cash Equivalents at the beginning of the year	271.72	82.36
	Cash & Cash Equivalents at the end of the period/year (Refer Note No. 11)	45.06	271.71

Notes:

1. Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.

Corporate Information

1

Significant Accounting Policies

2

The accompanying Notes form an integral part of the Standalone

3 to 47

Financial Statements

As per our report of even date

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

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

S. S. SHAH
Partner
Membership No: - 033632

Prabhakara Naig
Executive Chairman
DIN No.: 00716975

Pandoo Naig
Managing Director & Chief Financial Officer
DIN No.: 00158221

Aditi Mahamunkar
Company Secretary
Membership No: - A44818

Place: - Mumbai
Date : 30 Jun 2021

Place: - Thane
Date: 30 Jun 2021

ONELIFE CAPITAL ADVISORS LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

A) Equity Share Capital

₹ in Lakhs

Particulars	Amount
As at April 01, 2019	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2020	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2021	1,336.00

B) Other Equity

₹ in Lakhs

Particulars	Reserve and Surplus			Total
	Common Control Transactions Capital Reserve	Securities Premium	Retained Earnings	
As at April 01, 2019	643.33	9,078.07	(165.31)	9,556.09
Profit for the year	-	-	3.42	3.42
Other comprehensive income for the year	-	-	(0.33)	(0.33)
Re-measurement of defined benefit plans	-	-	-	-
As at March 31, 2020	643.33	9,078.07	(162.22)	9,559.18
Profit for the year	-	-	1.03	1.03
Other comprehensive income for the year	-	-	2.72	2.72
Re-measurement of defined benefit plans	-	-	-	-
As at March 31, 2021	643.33	9,078.07	(158.47)	9,562.93

The Description of the nature and purpose of each reserve within equity is as follows:

a) Common Control Transactions Capital Reserve:

It arises on transfer of business between entities under common control. It represents the difference, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor.

b) Securities Premium:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issue of bonus shares, writing off the preliminary expenses in accordance of the provisions of the Companies Act, 2013.

c) Retained earnings:

Retained earnings are the profits/losses that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. It also includes actuarial gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

Corporate Information

1

Significant Accounting Policies

2

The accompanying Notes form an integral part of the Standalone Financial Statements

3 to 47

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants

For and on behalf of the board of Directors
of Onelife Capital Advisors Limited

(S. S. Shah)
Partner
Membership No: - 033632
Firm Registration No: - 105049W

Prabhakara Naig
Executive Chairman
DIN No.: 00716975

Pandoo Naig
Managing Director & Chief Financial Officer
DIN No.: 00158221

Aditi Mahamunkar
Company Secretary
Membership No: - A44818

Place: - Mumbai
Date : 30 Jun 2021

Place: - Thane
Date : 30 Jun 2021

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

NON - CURRENT ASSETS

4. Property, Plant and Equipment

₹ in Lakhs

Particulars	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Computers & Printers	Air Conditioners	Total
Gross carrying value as at April 01, 2019	343.48	4.71	74.65	2.08	7.89	2.60	435.41
Additions	-	-	-	0.48	1.13	-	1.61
Deletions	-	-	74.65	-	-	-	74.65
Gross carrying value as at March 31, 2020	343.48	4.71	-	2.56	9.02	2.60	362.37
Additions	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2021	343.48	4.71	-	2.56	9.02	2.60	362.37
Accumulated depreciation as at April 01, 2019	239.08	3.67	28.08	0.80	4.32	1.43	277.38
Depreciation for the year	52.37	0.27	1.56	0.42	1.37	0.52	56.51
Accumulated depreciation on deletion	-	-	29.64	-	-	-	29.64
Accumulated depreciation as at March 31, 2020	291.45	3.94	-	1.22	5.69	1.95	304.25
Depreciation for the year	50.26	0.27	-	0.43	1.55	0.38	52.88
Accumulated depreciation on deletion	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2021	341.71	4.20	-	1.65	7.24	2.33	357.13
Carrying Value as at March 31, 2020	52.03	0.77	-	1.34	3.33	0.65	58.12
Carrying Value as at March 31, 2021	1.77	0.50	-	0.91	1.78	0.27	5.25

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

NON - CURRENT ASSETS

5. Other Intangible Assets

₹ in Lakhs

Particulars	Computer Software	Trademark
Gross carrying value as at April 01, 2019	75.37	1.82
Additions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2020	75.37	1.82
Additions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2021	75.37	1.82

Accumulated depreciation as at April 01, 2019	2.09	-
Depreciation for the year	23.87	-
Accumulated depreciation on deletion	-	-
Accumulated depreciation as at March 31, 2020	25.96	-
Depreciation for the year	23.87	-
Accumulated depreciation on deletion	-	-
Accumulated depreciation as at March 31, 2021	49.82	-

Carrying Value as at March 31, 2020	49.41	1.82
Carrying Value as at March 31, 2021	25.54	1.82

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

NON - CURRENT ASSETS

6. Investments

₹ in Lakhs

Particulars	Face Value	As At Mar 31, 2021		As at Mar 31, 2020	
		Numbers	Amount	Numbers	Amount
UNQUOTED					
In Equity Instruments (Fully Paid-up)					
Wholly owned Subsidiary Companies (at cost)					
Eyelid Infrastructure Private Limited	10	1,00,000	900.00	1,00,000	900.00
Dealmoney Distribution and Advisory Services Private Ltd.	10	24,00,000	400.00	24,00,000	400.00
Dealmoney Commodities Private Limited	10	11,00,000	525.00	11,00,000	525.00
Dealmoney Insurance Broking Private Ltd.	10	10,00,000	100.00	10,00,000	100.00
Dealmoney Financial Services Pvt Ltd	10	85,000	8.50	85,000	8.50
Sarsan Securities Pvt Ltd	10	13,63,434	1,102.75	13,63,434	1,102.75
Others (at fair value through Other Comprehensive Income (FVTOCI))					
Decolight Creamics Ltd.	10	-	-	14,60,000	43.80
Total Non Current Investments			3,036.26		3,080.06
Aggregate Amount of Unquoted Investments			3,036.26		3,080.06
Aggregate amount of impairment in value of investments			-		-

ONELIFE CAPITAL ADVISORS LIMITED
Notes to Standalone Financial Statements for the year ended March 31, 2021

₹ in Lakhs

PARTICULARS	As At March 31, 2021	As At March 31, 2020
7 NON - CURRENT LOANS		
Unsecured, Considered Good		
Loan and Advances (for Strategic Investments)	41.40	41.40
Total	41.40	41.40
8 NON CURRENT TAX ASSETS		
Balance with statutory / government authorities	3.73	-
Advance Tax including TDS (net off provision for Tax)	231.32	183.03
Total	235.05	183.03
9 OTHER NON - CURRENT ASSETS		
Deposits	1.12	1.12
Advance Service Tax	86.35	86.35
Total	87.47	87.47
10 TRADE RECEIVABLES		
(Unsecured)		
Considered Good	108.02	224.71
Credit Impaired	-	-
	108.02	224.71
Considered Good	-	-
Credit Impaired	-	-
	-	-
Total	108.02	224.71
Above includes dues from Company in which director is a director		
Dealmoney Securities Private Limited	86.42	200.90
11 CASH AND CASH EQUIVALANTS		
Balances with Banks		
In Current Accounts	18.69	227.95
Cash on hand	26.36	43.77
Total	45.05	271.72
12 CURRENT LOANS		
Unsecured, Considered Good		
Loan and Advances to Related Parties		
a. Subsidiary Companies		
Eyelid Infrastructure Pvt. Ltd.	212.86	196.50
Dealmoney Distribution and Advisory Services Private Limited	1,298.13	1,205.48
b. Others		
Pran Fertilisers & Pesticides Pvt. Ltd.	593.97	568.37
Dealmoney Securities Private Limited	472.46	-
Oodnap Securities (India) Limited	1,274.04	1,280.74
Scandent Imaging Limited	251.75	489.55
Advance recoverable in Cash	3,408.09	3,478.07
All the above loans and advances have been given for business purposes		
Total	7,511.30	7,218.71
13 OTHER FINANCIAL ASSETS		
TDS Receivables	0.02	0.02
Others Receivables	43.80	0.10
Total	43.82	0.12
14 OTHER CURRENT ASSETS		
Advance Towards Purchase of Property	-	7.50
Total	-	7.50

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

₹ in Lakhs

15	EQUITY SHARE CAPITAL	As at March 31, 2021	As at March 31, 2020
	Authorised		
	7,22,20,000 (Previous Year - 7,22,20,000) Equity Shares of Rs. 10/- each	7,222.00	7,222.00
	Total	7,222.00	7,222.00
	Issued, Subscribed and Paid-up		
	Equity Shares		
	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
15.1	Reconciliation of Shares	As at March 31, 2021	As at March 31, 2020
		Numbers	in Lakhs
	At the beginning of the year	1,33,60,000	1,336
	Issued during the year	-	-
	Outstanding at the end of the year	1,33,60,000	1,336
15.2	Details of Shareholders holding more than 5% shares in the Company	As at March 31, 2021	As at March 31, 2020
		Numbers	%
a.	Prabhakar Naig	69,05,000	51.68%
b.	Pandoo Naig	30,55,000	22.87%
15.3	Rights, Preferences and Restrictions attaching to each class of shares		
	Equity Shares having a face value of Rs. 10		
a	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.		
b	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.		
c	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.		

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

₹ in Lakhs

PARTICULARS	As At March 31, 2021	As At March 31, 2020
16 OTHER EQUITY		
A Securities Premium	9,078.07	9,078.07
B Common Control Transactions Capital Reserve	643.33	643.33
C Deficit in the Statement of Profit and Loss		
Balance at the beginning of the year	(162.22)	(165.31)
Add : Profit for the year	1.03	3.42
Add : Other Comprehensive Income for the year - Remeasurement of Defined benefit plans	2.72	(0.33)
Balance at the end of the year	(158.47)	(162.22)
Note Refer statement of changes in equity for details of movements in the balances of each items of Reserves and Surplus and OCI under the head "Other Equity" and the nature		
Total - (A) + (B) + (C)	9,562.93	9,559.18
17 NON - CURRENT PROVISIONS		
Provision for Gratuity	7.84	4.21
Total	7.84	4.21
18 CURRENT BORROWINGS		
Unsecured		
From Related Parties	54.00	54.00
Total	54.00	54.00
19 TRADE PAYABLES		
Due to Micro Enterprises and Small Enterprises	-	-
Due to creditors other than Micro Enterprises and Small Enterprises	-	124.20
Total	-	124.20
20 OTHER FINANCIAL LIABILITIES		
Provision For Expenses	-	5.64
Salary Payable	11.70	9.66
Creditors for Expenses	79.89	66.80
Total	91.60	82.10
21 OTHER CURRENT LIABILITIES		
Statutory Dues	88.40	59.61
Total	88.40	59.61
22 CURRENT PROVISIONS		
Provision for Gratuity	0.22	4.78
Total	0.22	4.78

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Standalone Financial Statements for the year ended March 31, 2021

₹ in Lakhs

PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
23 REVENUE FROM OPERATIONS		
Advisory Services	267.00	345.00
Total	267.00	345.00
24 OTHER INCOME		
Interest on Loan	255.23	296.43
Interest Others	0.09	-
Total	255.32	296.43
25 EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Other Benefits	134.12	145.89
Gratuity	1.79	1.42
Contribution to Provident Fund and Other Funds	1.55	2.64
Staff Welfare Expenses	0.76	0.98
Total	138.23	150.93
26 FINANCE COSTS		
Interest Expenses	-	0.07
Total	-	0.07
27 OTHER EXPENSES		
Power & Fuel	5.18	2.85
Rent	1.14	1.14
Repairs to Others	3.24	1.80
Rates and Taxes	3.46	4.17
Advertisement	0.45	3.18
Business Development Expenses	2.87	3.42
Communication Expenses	1.12	2.15
Professional Fees	268.39	220.67
Bad Debts Written Off	2.21	119.46
Remuneration to Auditors (Refer Notes No. 35)	8.03	8.03
Printing & Stationery	-	2.16
Travelling and Conveyance	3.70	6.35
Directors Sitting Fees	2.00	2.20
Loss on Sale of Assets	-	14.96
Miscellaneous Expenses	1.84	8.88
Membership And Subscription	2.67	2.65
Total	306.31	404.07

28. Contingent Liabilities

- (i) The Company has received order dated January 31, 2018 passed by The Commissioner GST & CX (Appeals) - III, Mumbai, confirming the demand of inadmissible Cenvat Credit of ₹ 171.92 Lakhs, recovery of interest at applicable rate on the amount of demand confirmed and imposing the penalty of ₹ 164.20 Lakhs. The Company had filed the appeal against this order with Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai. As per the legal advice received by the Company, the Company has good case and no provision is required for Cenvat Credit, interest and penalty on availment of Cenvat Credit on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited. The Company has paid ₹ 86.25 Lakhs under protest and is disclosed as "Advance Service Tax" under the head "Other non-current assets".
- (ii) The Company has received Income Tax demand for the AY 2012-13 of ₹ 652.14 Lakhs. The Company has filed Appeal against the said demand on January 30, 2019. The management is of the opinion that there will be good chance to win the Appeal and hence no provision for income tax has made in the accounts.
- (iii) Goodyield Farming Limited, erstwhile subsidiary now amalgamated with the Company, has received notice of demand dated 31.03.2016 for AY 2013-14 from Income Tax department for ₹ 934.33 Lakhs. The Company had preferred an appeal before Commissioner of Income Tax (Appeals) who has allowed the appeal and demand has been deleted. Income Tax department has preferred an appeal against the order of Commissioner of Income Tax (Appeals) before Income Tax Appellate Tribunal, which is pending for disposal. The management is of the opinion that the Company has a strong case and no demand is expected.
- (iv) There has been a Supreme Court (SC) judgment dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgment including the effective date of application. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021****29. Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 “Employee Benefits”****a) Defined Contribution Plan**

During the year, ₹ 1.26 Lakhs (Previous Year ₹1.67 Lakhs) in respect of the Company’s contribution to Provident Fund and contribution to Employees' State Insurance Corporation ₹ 0.29 Lakhs (Previous Year ₹0.97 Lakhs) deposited with the government authorities, have been recognized as expense and included under “Employee Benefits Expenses” in the Statement of Profit and Loss.

b) Gratuity

Defined benefit plans: - The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard - 19, 'Employee Benefits', The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at March 31, 2021.

Particulars	As at	As at
	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Change in present value of projected benefit obligations		
Present value of benefit obligation at beginning of the period	8.98	7.23
Interest cost	0.61	0.56
Current service cost	1.18	0.86
Past service cost	-	-
Benefits paid directly by the employer	-	-
Actuarial (gains) / losses on obligations due to change in demographic assumptions	-	-
Actuarial (gains) / losses on obligations due to change in financial assumptions	(0.12)	0.54
Actuarial (gains) / losses on obligations due to experience	(2.60)	(0.21)
Present value of benefit obligation at the end of the period	8.06	8.98

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Particulars	As at	As at
	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Change in the fair value of plan assets		
Fair value of Plan Assets at the beginning of the period	-	-
Interest income	-	-
Contributions by the employer	-	-
Expected contributions by the employees	-	-
Benefit paid from the fund		
Return on plan assets, excluding interest income	-	-
Fair value of plan assets at the end of the period	-	-

Amount recognized in the Balance Sheet		
Present value of benefit obligation at the end of the period	(8.06)	(8.98)
Fair value of plan assets at the end of the period	-	-
Funded Status (Surplus / (Deficit))	(8.06)	(8.98)
Net (liability) / asset recognized in the Balance Sheet	(8.06)	(8.98)

Net interest cost for the current period		
Present value of benefit obligation at the beginning of the period	8.98	7.23
Fair value of plan assets at the beginning of the period	-	-
Net liability / (asset) at the beginning	8.98	7.23
Interest cost	0.61	0.56
Interest income	-	-
Interest cost for the current period	0.61	0.56

Expenses recognized in the statement of profit or loss for the current period		
Current service cost	1.18	0.86
Net interest cost	0.61	0.56
Past service cost	-	-
Expected contributions by the employees	-	-
(Gains)/losses on curtailments and settlements	-	-
Net effect of changes in foreign exchange rates	-	-
Expenses recognized	1.79	1.42

Expenses recognized in the other comprehensive income (OCI) for current period		
Actuarial (gains) / losses on obligation for the period	(2.72)	0.33
Return on plan assets, excluding interest income	-	-
Change in asset ceiling	-	-
Net (income) / expense for the period recognized in OCI	(2.72)	0.33

Balance Sheet Reconciliation		
Opening net liability	8.98	7.23
Expenses recognized in the Statement of Profit or Loss	1.79	1.42
Expenses recognized in OCI	(2.72)	0.33
Benefits paid directly by employer	-	-
Employer's Contribution	-	-
Net liability / (asset) recognized in the Balance Sheet	8.06	8.98

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Particulars	As at	As at
	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Category of assets		
NIL, as Funding status in unfunded.		

Net interest cost for next year		
Present value of benefit obligation at the end of the Period	8.06	8.98
Fair value of plan assets at the end of the period)	-	-
Net liability/(asset) at the end of the period	8.06	8.98
Interest cost	0.56	0.61
Interest income	-	-
Net Interest Cost for Next Year	0.56	0.61

Expenses recognized in the Statement of Profit or Loss for next year		
Current service cost	1.78	1.18
Net interest cost	0.56	0.61
Expected contributions by the employees	-	-
Expenses recognized	2.34	1.79
Maturity analysis of the benefit payments		

Projected benefits payable in future years from the date of reporting		
1st following year	0.22	4.78
2nd following year	0.24	0.09
3rd following year	0.29	0.10
4th following year	3.56	0.12
5th following year	0.17	0.36
Sum of years of 6 to 10	0.94	0.76
Sum of years of 11 and above	16.30	12.01

Sensitivity Analysis		
Projected benefit obligation on current assumptions	8.06	8.98
Delta Effect of +1% Change in Rate of Discounting	(0.76)	(0.56)
Delta Effect of -1% Change in Rate of Discounting	0.93	0.68
Delta Effect of +1% Change in Rate of Salary Increase	0.94	0.69
Delta Effect of -1% Change in Rate of Salary Increase	(0.78)	(0.58)
Delta Effect of +1% Change in Rate of Employee Turnover	0.08	0.07
Delta Effect of -1% Change in Rate of Employee Turnover	(0.11)	(0.09)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Particulars	As at	As at
	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Assumptions		
Mortality Rate During Employment	Indian Assured lives	
	Mortality (2006 – 08) Ultimate	
Rate of Discounting	6.96%	6.82%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	2.00%	2.00%
Expected Return on Plan Assets	N. A.	N. A.

30. Disclosures pursuant to Indian Accounting Standard 108 “Operating Segments”

The Company operates in a single business segment viz. Advisory Services; accordingly there is no reportable business or geographical segments as prescribed under Indian Accounting Standard 108 “Operating Segments”.

In accordance with Ind AS 108 “Operating Segments”, segment information has been given in the consolidated financial statements of the Company.

31. Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard 24 “Related Party Disclosures”

(I) List of Related Parties

List of Related Parties where control exists - Shareholders in the Company	Mr. Pandoo Naig and Mr. Prabhakara Naig hold 74.55 % share capital of the Company
Subsidiaries	Eyelid Infrastructure Private Limited
	Dealmoney Distribution and Advisory Services Private Limited
	Dealmoney Commodities Private Limited
	Dealmoney Insurance Broking Private Limited
	Dealmoney Financial Services Private Limited
	Sarsan Securities Private Limited
Key Management Personnel	Mr. Prabhakara Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director & CFO
	Mr. Amol Shivaji Autade
	Ms. Sonam Satishkumar Jain
	Mr. Dhananjay Parikh –(w.e.f 15-09-2020)
	Mr. Gurunath Mudlapur–(w.e.f 15-09-2020)
	Ms. Aditi Mahamunkar – Company Secretary
Relative of Key Management Personnel	Sowmya Deshpande (Daughter of Executive Chairman)
	Gautam Deshpande (Husband of Sowmya Deshpande)
	Anandhi Naig (Wife of Executive Chairman)
Companies in which Key Management Personnel / Relative of Key Management Personnel having significant influence	Oodnap Securities (India) Limited
	Dealmoney Securities Private Limited
	Scandent Imaging Limited
	Pran Fertilisers & Pesticides Pvt. Ltd

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

(II) Transactions and amount outstanding with related parties (₹ in Lakhs)

Sr. No.	Particulars	Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
I	Loans Given				
	Scandent Imaging Limited	NIL	NIL	NIL	45.00
		(NIL)	(NIL)	(NIL)	(130.09)
	Oodnap Securities (India) Limited	NIL	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(40.00)
	Dealmoney Securities Private Limited	NIL	NIL	NIL	443.90
		(NIL)	(NIL)	(NIL)	(195.90)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	27.20
		(NIL)	(NIL)	(NIL)	(43.10)
II	Loans Received Back				
	Scandent Imaging Limited	NIL	NIL	NIL	322.68
		(NIL)	(NIL)	(NIL)	(165.36)
	Oodnap Securities (India) Limited	NIL	NIL	NIL	6.70
		(NIL)	(NIL)	(NIL)	(NIL)
	Dealmoney Securities Private Limited	NIL	NIL	NIL	2.00
		(NIL)	(NIL)	(NIL)	(195.90)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	1.60
		(NIL)	(NIL)	(NIL)	(23.00)
III	Interest Income				
	Eyelid Infrastructure Private Limited	17.67	NIL	NIL	NIL
		(16.36)	(NIL)	(NIL)	(NIL)
	Scandent Imaging Limited	NIL	NIL	NIL	43.11
		(NIL)	(NIL)	(NIL)	(58.46)
	Dealmoney Securities Private Limited	NIL	NIL	NIL	33.03
		(NIL)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and Advisory Service Private Limited	100.17	NIL	NIL	NIL
		(102.75)	(NIL)	(NIL)	(NIL)
IV	Advisory Services				
	Dealmoney Securities Private Limited	NIL	NIL	NIL	267.00
		(NIL)	(NIL)	(NIL)	(230.00)
V	Rent Paid				
	Eyelid Infrastructure Private Limited	1.14	NIL	NIL	NIL
		(1.14)	(NIL)	(NIL)	(NIL)
VI	Remuneration to Key Management Personnel				
	Prabhakara Naig	NIL	12.46	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Pandoo Naig	NIL	27.46	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Aditi Mahamunkar	NIL	3.60	NIL	NIL
		(NIL)	(2.93)	(NIL)	(NIL)
VII	Professional Fees paid				
	Dealmoney Securities Private Limited	NIL	NIL	NIL	258.00
		(NIL)	(NIL)	(NIL)	(115.00)
VIII	Sitting Fees to Directors				
		NIL	2.00	NIL	NIL
		(NIL)	(2.20)	(NIL)	(NIL)

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Sr. No.	Particulars	Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
IX	Investments in Equity Shares of Subsidiaries				
	Dealmoney Financial Services Pvt Ltd	NIL	NIL	NIL	NIL
		(8.50)	NIL	NIL	NIL
	Sarsan Securities Private Limited (Purchase of Equity Shares from Dealmoney Securities Pvt. Ltd. ₹ 560 Lakhs and QSK Advisory Pvt. Ltd. ₹ 540 Lakhs)	NIL	NIL	NIL	NIL
		(1,100.00)	(NIL)	(NIL)	(NIL)
X	Borrowings				
	Dealmoney Insurance Broking Private Limited	NIL	NIL	NIL	NIL
		(54.00)	(NIL)	(NIL)	(NIL)
XI	Loan Taken				
	Dealmoney Securities Private Limited	(NIL)	(NIL)	(NIL)	23.00
		(NIL)	(NIL)	(NIL)	(NIL)
XII	Loan Repaid				
	Dealmoney Securities Private Limited	(NIL)	(NIL)	(NIL)	23.00
		(NIL)	(NIL)	(NIL)	(NIL)

	Outstanding as at March 31, 2021				
I	Loans Receivables	1,511.00	NIL	NIL	2,592.22
		(1,401.98)	(NIL)	(NIL)	(2,338.66)
II	Borrowings	(54.00)	NIL	NIL	NIL
		(54.00)	(NIL)	(NIL)	(NIL)
III	Trade Receivables	NIL	NIL	NIL	86.42
		(NIL)	(NIL)	(NIL)	(200.90)
IV	Trade Payables	NIL	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(124.20)
V	Investments	(3,036.26)	NIL	NIL	NIL
		(3,036.26)	(NIL)	(NIL)	(NIL)

- Figures in the bracket indicate previous year's figures.

- Transactions during the year are exclusive of GST.

- Key Managerial Personnel and Relatives of Promoters who are under the employment of the Company are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

32. Disclosures pursuant to Indian Accounting Standard 17 "Leases"

Effective April 01, 2019, the Company has adopted Ind AS 116 "Leases" and reviewed all contracts having lease components existing on April 01, 2019. These contracts are in the nature of low value leases and hence there is no impact of application of Ind AS 116 on the standalone financial statements of the Company.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021****(a) Operating Lease (Expenditure)**

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

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Lease rentals debited to Statement of Profit and Loss	1.14	1.14

(b) the total of future minimum lease payments under operating leases for each of the following periods

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Not later than one year	1.14	1.14
Later than one year and not later than five years	1.14	1.14
Later than five years	Nil	Nil

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

The Company has elected to account for short-term leases using the exemption given under Ind AS 116 instead of recognizing a right-of-use asset and lease Liability. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. The aforesaid operating lease arrangement is in the nature of low value leases and accordingly the payments in relation to this are recognized as an expense in the statement of profit or loss.

33. Basic and diluted earnings per share [EPS] computed in accordance with Indian Accounting Standard 33 “Earnings per Share”

Particulars	March 31, 2021	March 31, 2020
Net Profit after tax as per Statement of Profit and Loss (₹ in Lakhs)	1.03	3.42
Number of Equity Shares outstanding (No's in Lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (No's. in Lakhs)	133.60	133.60
Nominal value of equity shares ₹	10	10
Basic and Diluted Earnings per share ₹	0.01	0.03

34. 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.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021****35. Remuneration to auditors**

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Statutory Audit	6.00	6.00
Consolidation of Subsidiaries/Income Tax Matters	2.00	2.00
Out of Pocket Expenses	0.03	0.03
Total	8.03	8.03

36. In the opinion of the Board, current and non - current assets are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

37. (a) The Company did not have any outstanding long term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2021.

(b) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

38. Details of Loans given, covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 34 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015

(₹in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Subsidiaries Companies of Onelife Capital Advisors Limited		
Eyelid Infrastructure Private Limited Maximum balance during the year ₹ 212.86 Lakhs (P. Y. ₹ 196.50 Lakhs)	212.86	196.50
Dealmoney Distribution and Advisory Services Private Limited Maximum balance during the year ₹ 1,298.13 Lakhs (P. Y. ₹ 1,205.48 Lakhs)	1,298.13	1,205.48
Sub – Total	1,511.00	1,401.98
Companies in which directors are interested		
Pran Fertilisers & Pesticides Pvt. Ltd. Maximum balance during the year ₹ 593.97 Lakhs (P. Y. ₹ 586.97 Lakhs)	593.97	568.37
Dealmoney Securities Private Limited Maximum balance during the year ₹ 472.46 Lakhs (P. Y. ₹ NIL)	472.46	-
Oodnap Securities (India) Limited Maximum balance during the year ₹ 1,280.74 Lakhs (P. Y. ₹ 1,280.74 Lakhs)	1,274.04	1,280.74
Sub – Total	2,340.47	1,849.11
Companies in which relatives of directors are interested		
Scandent Imaging Limited Maximum balance during the year ₹ 491.05 Lakhs (P. Y. ₹ 546.16 Lakhs)	251.75	489.55
Sub – Total	251.75	489.55

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021**

Particulars	As at March 31, 2021	As at March 31, 2020
Others		
Sowgau Estates Pvt. Ltd. (Maximum balance during the year ₹ 276.43 Lakhs (P. Y. ₹ 260.23 Lakhs))	276.43	257.43
Vaaman Pesticides Pvt. Ltd. (Maximum balance during the year ₹ 151.15 Lakhs (P. Y. ₹ 151.15 Lakhs))	149.85	151.15
DP Engineering and Consulting Private Limited (Maximum balance during the year ₹ 2,386.83 Lakhs (P. Y. ₹ 2,392.00 Lakhs))	2,382.43	2,378.65
Bio Medcion Systems (I) Pvt. Ltd. (Maximum balance during the year ₹ 43.08 Lakhs (P. Y. ₹ 38.78 Lakhs))	43.08	38.78
Parasma IKhanmal Jain (Maximum balance during the year ₹ 250.23 Lakhs (P. Y. ₹ 227.69 Lakhs))	250.23	227.69
Hiten Patel (Maximum balance during the year ₹ 23.06 Lakhs (P. Y. ₹ 20.75 Lakhs))	25.00	25.00
Rani Creators Consultant & Ser Pro (Maximum balance during the year ₹ 163.59 Lakhs (P. Y. ₹ 153.54 Lakhs))	163.59	147.25
Rashmi Singh (Maximum balance during the year ₹ 303.68 Lakhs (P. Y. ₹ 153.54 Lakhs))	-	153.15
Seema Patidar (Maximum balance during the year ₹ 2.48 Lakhs (P. Y. ₹ 2.22 Lakhs))	2.48	2.22
Spade Realtors LLP (Maximum balance during the year ₹ 84.44 Lakhs (P. Y. ₹ 330.39 Lakhs))	84.44	76.00
Trishul Realty Infra Pvt. Ltd. (Maximum balance during the year ₹ 23.06 Lakhs (P. Y. ₹ 20.75 Lakhs))	23.06	20.75
Sai Prasad Realtors (Maximum balance during the year ₹ 7.50 Lakhs (P. Y. ₹ NIL Lakhs))	7.50	-
Sub – Total	3,408.09	3,478.07
Grand Total	7,511.30	7,218.71

39. Details of utilization of IPO proceeds

The Company had made Initial Public Offer (IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of ₹ 10/- each for cash at a premium of ₹ 100/- per share aggregating to ₹ 3,685 Lakhs to the public.

The Company had passed special resolution for altering the objects for which amount was raised through IPO with requisite majority which was announced on January 23, 2014. The Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on February 13, 2016 whereby the objects of the balance IPO proceeds of ₹ 2,625 Lakhs has been substituted by the following objects:

- (i) IPO proceeds of ₹ 2,430 Lakhs to be used for Strategic Investments, either directly or indirectly or by / through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof; and

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

- (ii) IPO proceeds of ₹ 195 Lakhs to be used for the renovation / addition in the Premises where Company's Registered Office is presently situated.

The Company accordingly has utilized the IPO proceeds by acquiring strategic investments directly and through the erstwhile subsidiary Purple India Holding Limited and ₹ 265 Lakhs was remaining with the erstwhile subsidiary as advance for acquisition of strategic investment / business. The said subsidiary has amalgamated with the Company as per the Scheme of Amalgamation approved by NCLT vide order dated July 18, 2019 with appointed date of April 01, 2018.

40. Revenue from contracts with customers

The Company determines revenue recognition through the following steps:

1. Identification of the contract, or contracts, with a customer.
2. Identification of the performance obligations in the contract.
3. Determination of the transaction price.
4. Allocation of the transaction price to the performance obligations in the contract.
5. Recognition of revenue when, or as, we satisfy a performance obligation.

a) Disaggregation of revenue

The Company's mainstream business is advisory services. There is only one reportable income stream i.e. Advisory Services and its functioning is within India accordingly there is no disaggregation of revenue.

b) Contract balances

Trade receivables are non-interest bearing balances having credit period of 45 days. The outstanding balance as on March 31, 2021 is ₹108.02 Lakhs (Previous Year ₹ 224.71 Lakhs).

c) Performance Obligations

The performance obligation of the Company is to advice companies on fund raising as well as acquisition financing and structuring the deal to maximize value for all its stakeholders, which is completed as per the terms of the contract. The performance obligation of Company is satisfied at a point in time i.e. as and when customer receives the services as per terms of the contract.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

41. Financial Instruments

41.1 Financial Assets and Liabilities

(₹in Lakhs)

Particulars	March 31, 2021			March 31, 2020		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets						
Non - Current Financial Assets - Investment	-	-	-	-	43.80	-
Non - Current Financial Assets - Loans Receivables	-	-	41.40	-	-	41.40
Current Financial Assets - Trade Receivables	-	-	108.02	-	-	224.71
Current Financial Assets - Cash And Cash Equivalents	-	-	45.05	-	-	271.72
Current Financial Assets - Loans Receivables	-	-	7,511.30	-	-	7,218.71
Current Financial Assets - Other Financial Assets	-	-	43.82	-	-	0.12
Total Financial Assets	-	-	7749.59	-	43.80	7,757.02
Financial Liabilities						
Current Financial Liabilities - Borrowings	-	-	54.00	-	-	54.00
Current Financial Liabilities - Trade Payable	-	-	-	-	-	124.20
Current Financial Liabilities - Other Financial Liabilities	-	-	91.60	-	-	82.10
Total Financial Liabilities	-	-	145.60	-	-	260.30

41.2 Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

(₹in Lakhs)

Year Ending March 31, 2021

Particulars	Level 1	Level 2	Level 3
Financial Assets			
Financial investment which are measured at FVTOCI			
Non - Current Financial Assets - Investment	-	-	-
Financial assets which are measured at amortized cost			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Current Financial Assets - Trade Receivables	-	108.02	-
Current Financial Assets - Cash And Cash Equivalents	-	45.05	-
Current Financial Assets - Loans Receivables	-	7511.30	-
Current Financial Assets - Other Financial Assets	-	43.82	-
Total Financial Assets	-	7,749.59	-
Liabilities is which are amortized cost for which fair value is disclosed			
Financial Liabilities			
Current Financial Liabilities – Borrowings	-	54.00	-
Current Financial Liabilities - Trade Payable	-	-	-
Current Financial Liabilities - Other Financial Liabilities	-	91.60	-
Total Financial Liabilities	-	145.60	-

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

Year Ending March 31, 2020

Particulars	Level 1	Level 2	Level 3
Financial Assets			
Financial investment which are measured at FVTOCI			
Non - Current Financial Assets - Investment	43.80	-	-
Financial assets which are measured at amortized cost			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Current Financial Assets - Trade Receivables	-	224.71	-
Current Financial Assets - Cash And Cash Equivalents	-	271.72	-
Current Financial Assets - Loans Receivables	-	7,218.71	-
Current Financial Assets - Other Financial Assets	-	0.12	-
Total Financial Assets	43.80	7,757.02	-

Liabilities is which are amortized cost for which fair value is disclosed			
Financial liabilities			
Non - Current Financial Liabilities - Borrowings	-	-	-
Current Financial Liabilities - Borrowings	-	54.00	-
Current Financial Liabilities - Trade Payable	-	124.20	-
Current Financial Liabilities - Other Financial Liabilities	-	82.10	-
Total Financial liabilities	-	260.30	-

41.3 Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade receivables, other financial assets, cash and cash equivalent and bank deposits that derive directly from its operations.

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The top management is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

41.3.1 Management of Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹in Lakhs)

Particulars	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2021				
Non - Current Borrowings	-	-	-	-
Current – Borrowings	54.00	54.00	-	54.00
Current - Trade Payable	-	-	-	-
Current - Other Financial Liabilities	91.60	91.60	-	91.60
As at March 31, 2020				
Current – Borrowings	54.00	54.00	-	54.00
Current - Trade Payable	124.20	124.20	-	124.20
Current - Other Financial Liabilities	82.10	82.10	-	82.10

41.3.2 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2021 and March 31, 2020

Potential impact of risk	Management Policy	Sensitivity to risk
1. Price Risk		
The company is not exposed to any specific price risk.	Not Applicable	Not Applicable
2. Interest Rate Risk		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.	In order to manage it interest rate risk The Company diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Company has calculated the impact of a 0.25% change in interest rates. A 0.25% decrease in interest rates would have led to approximately an additional ₹NIL Lakhs gain for year ended March 31, 2021 (₹NIL Lakhs gain for year ended March 31 2020) in Interest expenses. A 0.25% increase in interest rates would have led to an equal but opposite effect.

41.3.3 Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The company is exposed to credit risk from its operating activities primarily trade receivables, loans, cash and bank balances and from the deposits with banks and financial institutions and other financial instruments.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit ratings core card and individual credit limits are defined in accordance with this assessment. Total Trade receivable as on March 31, 2021 is ₹108.02 Lakhs (March 31, 2020 ₹ 224.71 Lakhs). The average credit period on sale of service is 45 days. No interest is charged on trade receivables. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

42. Capital management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021**

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Non - Current Borrowings	-	-
Current – Borrowings	54.00	54.00
Current - Other Financial Liabilities	91.60	-
Less: Cash And Cash Equivalents	(45.05)	(271.72)
Net Debt (A)	100.55	(217.72)
Total Equity	10,898.93	10,895.18
Total Capital (B)	10,898.93	10,895.18
Capital and Net Debt C = (A) + (B)	10,999.48	10,677.46
Gearing Ratio (A) / (C)	0.01	-

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021, March 31 and 2020.

43. Tax Expenses - Current Tax and Deferred Tax**a) Income Tax Expense recognized in statement of profit and loss**

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Current Tax		
Current Income Tax Charge	-	-
Short / (Excess) provision of tax relating to earlier years	-	2.56
Total	-	2.56
Deferred Tax credit / charge		
In respect of current year	-	-
Total	-	-
Total tax expense recognized in Statement of Profit & Loss	-	2.56

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Standalone Financial Statements for the year ended March 31, 2021****b) Income Tax recognized in Other Comprehensive Income**

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Deferred Tax (Liabilities) / Assets		
Re-measurement of Defined Benefit Obligations	-	-
Total	-	-

c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate

(₹in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Net profit as per Statement of Profit and Loss Account (before tax)	1.03	5.98
Corporate Tax Rate as per Income tax Act, 1961	26.00%	26.00%
Tax on Accounting Profit	0.27	1.55
Tax difference on account of:		
Depreciation allowed as per Income tax Act, 1961	12.69	9.96
Ind AS Impact - Re-measurement of defined benefit obligation	-	-
Expenses not allowable under the Income tax Act, 1961	0.47	0.45
Impact of Carry forward of losses and unabsorbed depreciation to the extent of available income	(13.43)	(11.96)
Tax Refund / reversal pertaining to earlier years	-	2.56
Deferred tax assets not recognized considering the grounds of prudence	-	-
Tax expense recognized during the year	-	2.56

d) Deferred tax assets / (liabilities) in relation to the year ended March 31, 2021

In view of losses and unabsorbed depreciation, in the opinion of the Management 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 account.

- 44.** The outbreak of COVID-19 pandemic across the globe and in India has contributed to a significant decline and volatility in the global and Indian financial markets and slowdown in the economic activities. The Indian economy is impacted and would continue to be impacted due to the contraction in industrial and services output across small and large businesses. The impact of the COVID-19 pandemic on the Company's results remain uncertain and would depend upon the time taken for economic activities to fully resume and reach normal levels.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

The management of the Subsidiary companies and the holding company believes that they have considered all possible impact of the known events arising out of COVID-19 pandemic in the preparation of these financial results. The impact assessment of COVID-19 pandemic is a continuing process, given its nature and duration. The management of the Subsidiary companies and the holding company will continue to monitor any material changes to future economic conditions.

- 45.** The Company has made investment of ₹ 400.00 Lakhs and has given unsecured loan of ₹ 1,113.00 Lakhs (interest accrued thereon of ₹ 185.13 Lakhs aggregating to ₹1,298.13 Lakhs) to Dealmoney Distribution and Advisory Services Private Limited (DDASPL) a subsidiary. DDASPL has incurred losses and the accumulated losses as on March 31, 2021 amounted to ₹ 326.40 Lakhs and the networth is fully eroded. However, having regard to the value of investment property of DDASPL, the investment and loans are fully realizable and no impairment/provision is necessary in this regard.
- 46.** On 26 February 2018, the Board of Directors of Dealmoney Commodities Private Limited (DCPL), a subsidiary had approved the Scheme of Arrangement, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, comprising merger of Dealmoney Securities Private Limited ('DSPL') into DCPL, which is subject to necessary approvals by stock exchanges, SEBI, shareholders and creditors, as may be applicable, and jurisdictional bench of National Company Law Tribunal ('NCLT') and such other statutory/regulatory approvals, as may be required.

In pursuance of the directions of the NCLT order dated 19 September 2019, the meeting of the Equity Shareholders and Creditors was held on 05 November 2019.

The Petition for the Scheme of Amalgamation of DSPL with DCPL was filed on 20 November 2019 with NCLT, Mumbai. The petition was admitted in the NCLT on 27 April 2020 and the NCLT in its order had given the next hearing date of 25 June 2020, which was further adjourned to 13 August 2020. However, the matter was transferred to normal Bench of NCLT before the hearing date and since then, the matter has not come up for hearing in the Bench.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2021

47. The Company has regrouped / reclassified the previous year figures to conform to the current year's reclassification / presentation.

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**

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

**Prabhakara Naig
Executive Chairman
DIN No.: - 00716975**

**Pandoo Naig
Managing Director & CFO
DIN No.: - 00158221**

**Aditi Mahamunkar
Company Secretary
Membership No.: - A44818**

Place: Mumbai
Date: 30 Jun 2021

Place: Thane
Date: 30 Jun 2021

INDEPENDENT AUDITORS' REPORT

To the Members of Onelife Capital Advisors Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Onelife Capital Advisors Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries listed in Annexure A (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2021, the consolidated Statement of Profit and Loss (including other comprehensive income/(loss)), the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries referred to in "Other Matters" section herein below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('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, 2021, their consolidated loss including other comprehensive income, the consolidated Cash Flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matters

- a) A paragraph on material uncertainty related to going concern has been included in the Independent Auditor's Report dated June 28, 2021 issued without modifying their opinion, in respect of the financial statements of Dealmoney Distribution and Advisory Services Private Limited, a subsidiary of the Holding Company and is reproduced hereunder:

"We draw your attention to note 25 to the financial statements which indicates that the Company has accumulated losses of Rs. 3,26,39,853/- (Previous Year Rs. 2,84,41,948/-) and its net worth has been fully eroded, the Company has incurred a net cash loss Rs. 41,97,905/- during the current year and the Company's current liabilities exceeded its current assets by Rs. 7,51,01,949/- (previous year Rs. 7,25,18,832/-) as at the balance sheet date. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note 25."

The said Note No.25 has been reproduced at Note No. 52(a) of these consolidated Financial Statements.

- b) We draw attention to Note No. 50 to the consolidated financial statements which describes the uncertainties arising from the COVID 19 pandemic outbreak and management's evaluation of its impact on the Group's operations which is highly dependent on future developments.

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Emphasis of Matter sections, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter description	How to scope of our audit responded the key audit matter
1	Evaluation of Provision and Contingent Liabilities	
	As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in Note No. 33. The assessment of the existence of the present legal or constructive obligation, analysis of the probability or possibility of the related payment require the management to make judgement and estimates in relation to the issues of each matter. The management with the help of opinion and advise of its experts have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability. Due to the level of judgement relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.	We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets. We have also discussed with the management significant changes from prior periods and obtained a detailed understanding of these items and assumptions applied. We have held meetings with the legal personnel responsible for handling legal matters. In addition, we have reviewed: • the details of the proceedings before the relevant authorities including communication from the advocates / experts; • legal advises / opinions obtained by the management, if any, from experts in the field of law on the legal cases; • status of each of the material matters as on the date of the balance sheet. We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.

Sr. No.	Key Audit Matter description	How to scope of our audit responded the key audit matter
2	Assessment of carrying value of equity investments	
	As disclosed in Note No. 7 of the consolidated financial statements, the Group has investments of Rs. 632.00 Lakhs. The said investments are carried at cost less allowance for impairment, if any. The Company has also given advances for acquisition of strategic investments / business of Rs. 41.40 Lakhs as disclosed in Note No. 8. The Management reviews regularly whether there are any indicators of impairment of the said investments by reference to the requirements under Ind AS 36. Also, Refer Note No. 52(a) of the consolidated financial statements with regard to investment in a subsidiary company namely Dealmoney Distribution and Advisory Services Private Limited. The Management carries out impairment assessment for each investment by: • Comparing the carrying value of each investment with the net worth of each company based on audited financials. • Comparing the performance of the investee companies with projections used for valuations and approved business plans. The accounting for investment is a key audit matter as the impairment assessment and determination of the recoverable value involves significant management judgment and assumptions.	Our audit procedures included the following: • Assessed that the methodology used by management to estimate the recoverable value of investment is consistent with Ind AS. • Compared of the carrying values of the Group's investment with their respective net asset values (based on the audited financial statements of the respective company), realisable value and discussions with management about their performance and future outlook. • Evaluating the methodologies used by the Group in projections used for valuations, in particular those relating to the cash flows. We also assessed the historical accuracy of management's estimates and evaluated the business plans incorporated in the projections, if any. • We read and assessed the presentation and disclosure in the consolidated financial statements.

Information Other than the consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income/(loss), consolidated cash flows and consolidated statement of changes in equity of the Group including in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 each company 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(f) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and such companies incorporated in India which are its subsidiary companies have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Company and its subsidiaries) to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / financial information of 6 subsidiaries, whose financial statements / financial information reflect total assets of Rs.2,502.49 lakhs as at March 31, 2021, total revenues of Rs. 252.89 lakhs, and net cash outflows of Rs. 6.33 lakhs for the year ended March 31, 2021, as considered in the consolidated financial statements. These financial statements / information have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities and our report in terms of sub section (3) of Section 143 of the Act 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.

Report on Other Legal and Regulatory Requirements

- 1 As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matters' paragraph, we report, to the extent applicable, 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 (including other comprehensive income/(loss)), Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity 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.

- e On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies covered under the Act and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- 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 Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the ‘Other Matters’ paragraph:
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note No. 33 to the consolidated financial statements.
 - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2021 – Refer Note No. 41(a) to the consolidated financial statements in respect of such items as it relates to the Group.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India during the year ended March 31, 2021. Refer Note No. (b) to the consolidated financial statements in respect of such items as it relates to the Group.
 - (iv) The disclosures in the consolidated financial statements regarding holdings as well as dealing in specified banks notes during the period from 8 November 2016 to 30 December, 2016 have not been made since they do not pertain to the financial year ended March 31, 2021.

- 2 With respect to the matter to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and according to the information and explanation given to us and based on the reports of the statutory auditors of such subsidiary companies which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiaries, to their directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries, is not in excess of the limit laid down under Section 197 of the Act read with Schedule V to the Act.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No.: - 105049W

S. S. SHAH

Partner

Membership No. 033632

UDIN: 21033632AAAACI6880

Place: - Mumbai

Date : - June 30, 2021

Annexure A: List of entities consolidated as at 31 March 2021

Sr. No.	Name of the subsidiary
1	Dealmoney Distribution and Advisory Services Private Limited
2	Dealmoney Commodities Private Limited
3	Eyelid Infrastructure Private Limited
4	Dealmoney Insurance Broking Private Limited
5	Sarsan Securities Private Limited
6	Dealmoney Financial Services Private Limited

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of Onelife Capital Advisors Limited on the consolidated financial statements for the year ended March 31, 2021)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of Onelife Capital Advisors Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting with reference to consolidated financial statements of the Holding Company and its subsidiaries, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding company and respective subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's and its subsidiary companies', which are companies incorporated in India, internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing both, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 ("the Act"), to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we and the statutory auditors of the subsidiaries incorporated in India, have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control system over financial reporting with reference to these consolidated financial statements of the Holding Company and its subsidiaries which are incorporated in India.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to the consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's

internal financial control over financial reporting with reference to the consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph below, the Holding Company and its subsidiaries, which are companies incorporated in India have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2020, based on the internal financial control over financial reporting criteria established by the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, in so far as it relates to separate financial statement of six subsidiaries, which are companies incorporated in India, is based on the respective reports of the auditors of such subsidiaries incorporated in India.

Our opinion is not modified in respect of this matter.

For KHANDELWAL JAIN & CO.

Chartered Accountants

Firm Registration No.: - 105049W

S. S. SHAH

Partner

Membership No. 033632

UDIN: 21033632AAAACI6880

Place: - Mumbai

Date : - June 30, 2021

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

1 Corporate information

Onelife Capital Advisors Limited ("the Holding Company" or "the Parent Company") is a listed entity incorporated in India. The Holding Company and its subsidiaries are engaged in the business of advisory services, commodity broking and other related ancillary services.

The Holding Company, its subsidiaries, associate and joint venture together referred as "the Company" or "the Group".

The registered and corporate office of the Company is situated at Plot No. A356, Road No. 26, Wagle Industrial Estate, MIDC, Thane (West), Maharashtra – 400604.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2021 and authorized for issue on June 30, 2021.

2 Significant accounting policies

2.1 Basis of preparation

- i The consolidated financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under section 133 of the Companies Act, 2013 ("the Act") (as amended) and other relevant provisions of the Act.
- ii The consolidated financial statements have been prepared on a going concern basis under the historical cost basis except for the followings:
 - certain financial assets and liabilities are measured at fair value;
 - assets held for sale measured at fair value less cost to sell;
 - defined benefit plans plan assets measured at fair value; and

to the extent applicable and "Master Direction-Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

- iii The consolidated financial statements are presented in Indian Rupees in Lakhs and all values are rounded to the nearest in two decimal point except where otherwise stated.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

2.2 Basis of consolidation

- i The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.
- ii Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.
- iii The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiaries line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealized profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonized to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

Profit or loss and other comprehensive income or loss are attributed to the owners of the Parent Company and to the non- controlling interests and have been shown separately in the consolidated financial statements.

- iv Non - controlling interests represent that part of the total comprehensive income and net assets of subsidiaries attributable to interest which is not owned, directly or indirectly, by the Parent Company.
- v The gains / losses in respect of part divestment / dilution of stake in subsidiary companies not resulting in ceding of control are recognized directly in other equity attributable to the owners of the Parent Company.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

- vi The gains / losses in respect of divestment of stake resulting in ceding of control in subsidiary companies are recognized in the Statement of Profit and Loss. The investment representing the interest retained in a former subsidiary, if any, is initially recognized at its fair value with the corresponding effect recognized in the Statement of Profit and Loss as on the date the control is ceded. Such retained interest is subsequently accounted as an associate or a joint venture or a financial asset.

2.3 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- i Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii Held primarily for the purpose of trading, or
- iii Expected to be realized within twelve months after the reporting year other than for (a) above, or
- iv Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is current when:

- i It is expected to be settled in normal operating cycle
- ii It is held primarily for the purpose of trading
- iii It is due to be settled within twelve months after the reporting year other than for (a) above, or
- iv There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

2.4 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Group categorizes assets and liabilities measured at fair value into one of three levels as follows:

i Level 1 — Quoted (unadjusted)

This hierarchy includes financial instruments measured using quoted prices.

ii Level 2

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include the following:

- a quoted prices for similar assets or liabilities in active markets.
- b quoted prices for identical or similar assets or liabilities in markets that are not active.
- c inputs other than quoted prices that are observable for the asset or liability.
- d Market – corroborated inputs.

iii Level 3

They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.5 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell and are disclosed separately under the head "Other Current Assets". once classified as held for sale are not depreciated or amortised.

2.6 Property Plant and Equipment

Property, Plant and Equipment (PPE) and intangible assets are not depreciated or amortized once classified as held for sale.

PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of recoverable taxes) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets. PPE is recognized only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Significant Parts of an item of PPE (including major inspections) having different useful lives and material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Advances paid towards the acquisition of Property, plant and equipment are disclosed as "Capital advances" under "Other Non - Current Assets" and the cost of assets not ready intended use as at the balance sheet date are disclosed as 'Capital work-in-progress'. Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation

Depreciation of these PPE commences when the assets are ready for their intended use.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Depreciation is provided for on straight line method on the basis of useful life. The useful life of property, plant and equipment are as follows:-

Asset Class	Useful Life in years
Vehicles	8
Office Equipments	5
Computers & Printers	3
Air Conditioners	5
Furniture & Fixtures	10

On assets acquired on lease (including improvements to the leasehold premises), amortization has been provided for on Straight Line Method over the period of lease.

The estimated useful lives and residual values are reviewed on an annual basis and if appropriate, changes in estimates are accounted for prospectively.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

De-recognition

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

2.7 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

2.8 Goodwill and Intangible Assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Intangible assets are stated at cost (net of recoverable taxes) less accumulated amortization and impairment loss. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Depreciation / Amortization

Intangible assets comprising of goodwill and other intangible assets is amortized on a straight line basis over the useful life of three years which is estimated by the management.

Depreciation on subsequent expenditure on intangible assets arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Amortization methods and useful lives are reviewed on an annual basis and if appropriate, changes in estimates are accounted for prospectively.

De-recognition

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

2.9.1 Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- **Financial Assets at amortized cost**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial Assets and equity instruments at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

- **Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

- **Cash and Cash equivalents**

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets are reclassified subsequent to their recognition, if the Group changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

De-recognition

A financial asset is de-recognized only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL), simplified model approach for measurement and recognition of Impairment loss on Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income / expense in the statement of Profit and Loss.

2.9.2 Financial liabilities

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the statement of profit and loss.

- **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting year. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

- **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.10 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

2.11 Revenue recognition

Revenue from contracts with customers is recognized when the entity satisfies a performance obligation by transferring a promised goods or services to customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

- **Advisory Service**

Sale of services are recognized on satisfaction of performance obligation towards rendering of such services

- **Brokerage**

Revenue from contract with customer is recognized on the date of trade i.e. at a point in time when performance obligations w.r.t. broking services are satisfied. This includes brokerage fees which are charged on per transaction executed.

- **Interest income on loans**

Interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash flows over the expected life of the financial instrument or a shorter term, where appropriate, to the gross carrying amount of the financial asset. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable and are an integral part of the EIR, but not future credit losses. The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Group calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

- **Contract Balances**

- Trade Receivables**

- A receivable represents the Group's right to an amount of consideration that is unconditional.

- **Contract Liabilities**

- A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier).

- Contract liabilities are recognised as revenue when the Group performs under the contract.

- **Interest and dividend**

- Interest income is recognized on an accrual basis using the effective interest method. Dividends are recognized at the time the right to receive the payment is established.

- Other income is recognized when no significant uncertainty as to its determination or realization exists.

2.12 Leases

As a lessee

The Group assesses whether a contract contains lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- i the contract involves the use of an identified asset
- ii the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii the Group has the right to direct the use of the asset.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

At the date of commencement of the lease, the Group recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a lease term of twelve months or less (short-term leases) and low value leases.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The Group also assesses the right-of-use asset for impairment when such indicators exist.

The lease liability is initially measured at the present value of the fixed lease payments including variable lease payments that depend on an index or a rate. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate of the Group.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is re-measured to reflect any reassessment or modification.

When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset or profit and loss account as the case may be.

The Group has elected to account for short-term leases and low value leases using the exemption given under Ind AS 116. Instead of recognizing a right-of-use asset and lease Liability, the payments in relation to these are recognized as an expense in the statement profit or loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Group's benefit.

As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

2.13 Foreign currency transactions

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the consolidated statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

2.14 Employee Benefits

Short term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment obligations

a Defined contribution plans

Provident fund benefit is a defined contribution plan under which the Group pays fixed contributions into funds established under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

b Defined benefit plans

Gratuity

The Group provides for gratuity obligations through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee salary and years of employment with the Group. The Group provides for the Gratuity Plan based on actuarial

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

valuations in accordance with Indian Accounting Standard 19 (revised), "Employee Benefits ". The present value of obligation under gratuity is determined based on actuarial valuation using Project Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity is recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting year. These are accounted either as current employee cost or included in cost of assets as permitted.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

Compensated Absences

As per the Group's policy, except in case of two subsidiaries, 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. The subsidiary companies namely, Dealmoney Commodities Private Limited and Sarsan Securities Private Limited, provides for its compensated absences, which is a defined benefit scheme, based on actuarial valuation at the balance sheet date carried out by an independent actuary using the Projected Unit Credit Method.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. Termination benefits are recognized as an expense in the year in which they are incurred.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

2.15 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the year in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.16 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Contingent assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the financial statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

2.17 Cash Flow Statement

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Group are segregated.

2.18 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.19 Income taxes

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any. Income Tax expense for the year comprises of current tax and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognized in Other Comprehensive Income.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting year and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit and loss (either in OCI or in equity).

The carrying amount of deferred tax assets are reviewed at the end of each reporting year and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

MAT payable for a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probable certainty that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Group reviews the same at each reporting date and writes down the asset to the extent the Group does not have the probable certainty that it will pay normal tax during the specified period.

2.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The power to assess the financial performance and position of the Group and make strategic decisions is vested in the Managing Director who has been identified as the chief operating decisions maker.

2.21 Operating Expenses

Operating expenses are recognized in the statement of profit and loss upon utilization of the service or as incurred.

2.22 Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.23 Critical accounting estimates and judgments

The preparation of restated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

The areas involving critical estimates or judgments are:

- i Useful life of tangible asset refer Note No. 2.6
- ii Useful life of intangible asset refer Note No. 2.8
- iii Impairment of non – financial assets refer Note No. 2.10
- iv Provisions, Contingent Liabilities and Contingent Assets refer Note No. 2.16
- v Recognition of deferred tax assets - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.
- vi Recoverability of advances/receivables - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
- vii Defined benefit obligation (DBO) - Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.
- viii Leases - Management has made certain judgements and estimations for leases i.e. determining whether or not a contract contains a lease, establishing whether or not it is reasonably certain that an extension option will be exercised, considering whether or not it is reasonably certain that a termination option will not be exercised, for lessors, determining whether the lease should be classified as an operating or finance lease, calculating the appropriate discount rate and estimating the lease term.
- ix Impairment of financial assets - The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk. The Group's Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The measurement of all expected credit losses for financial assets held at the reporting date are based on historical experience, current conditions, and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgement, including estimation of Probability of defaults (PDs), Loss Given

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Default (LGD), a range of unbiased future economic scenarios, estimation of expected lives and estimation of Exposure at Default (EAD) and assessing significant increases in credit risk.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

2.23 Business Combination

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquirer's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Common control business combination where the company is transferee is accounted using the pooling of interest method. Assets and liabilities of the combining entities are reflected at their carrying amounts and no new asset or liability is recognized. Identity of reserves of the transferor company is preserved by reflecting them in the same form in the Group's financial statements in which they appeared in the financial statement of the transferor company. The excess between the amount of consideration paid over the share capital of the transferor company is recognized as a negative amount and the same is disclosed as capital reserve on business combination.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

The information in the financial statements of the prior period is restated from the date of business combination in case the business combination is approved by statutory authority in the subsequent period.

3 Recent Pronouncements

Indian Accounting Standards:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April, 2021.

Schedule III of the Companies Act 2013:

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021.

Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Group will evaluate the same to give effect to them as required by law.

ONELIFE CAPITAL ADVISORS LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

₹ In Lakhs

PARTICULARS	Note No.	As At March 31, 2021	As At March 31, 2020
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	4	9.18	81.37
(b) Investments Property	5	210.31	210.31
(c) Other Intangible Assets	6	27.36	51.23
(d) Financial Assets			
(i) Investments	7	632.00	675.80
(ii) Loans	8	41.40	41.40
(iii) Other Financial Assets	9	76.93	81.09
(e) Deferred Tax Assets (Net)	10	6.81	7.33
(f) Non Current Tax Assets	11	277.61	235.94
(g) Other Non - Current Assets	12	122.90	87.49
Total Non - Current Assets		1,404.50	1,471.97
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	13	127.86	318.69
(ii) Cash and Cash Equivalents	14	119.88	347.27
(iii) Bank Balance other than Cash and Cash Equivalents above	15	30.33	40.11
(iv) Loans	16	6,960.67	6,700.01
(v) Other Financial Assets	17	397.34	389.78
(b) Other Current Assets	18	1.45	7.50
Total Current Assets		7,637.53	7,803.36
TOTAL - ASSETS		9,042.03	9,275.33
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	19	1,336.00	1,336.00
(b) Other Equity	20	7,153.03	7,155.72
Equity attributable to the shareholders of the Company		8,489.03	8,491.72
Non Controlling Interest		1.43	1.47
Total Equity		8,490.46	8,493.19
LIABILITIES			
Non - Current Liabilities			
(a) Financial Liabilities			
Borrowings	21	-	11.02
(b) Provisions	22	9.43	9.82
Total Non - Current Liabilities		9.43	20.85
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	100.00	100.00
(ii) Trade Payables	24		
Total outstanding dues of micro enterprises and small		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		73.95	309.38
(iii) Other Financial Liabilities	25	209.91	236.77
(b) Other Current Liabilities	26	156.66	106.25
(c) Provisions	27	1.62	8.89
Total Current Liabilities		542.14	761.29
TOTAL - EQUITY AND LIABILITIES		9,042.03	9,275.33
Corporate Information	1		
Significant Accounting Policies	2	-	-
The accompanying Notes form an integral part of the Consolidated Financial Statements	3 to 55		
As per our report of even date For Khandelwal Jain & Co Chartered Accountants Firm Registration No: - 105049W (S. S. Shah) Partner Membership No: - 033632 Place: - Mumbai Date: 30 Jun 2021 For and on behalf of the board of Directors of Onelife Capital Advisors Limited Prabhakara Naig Executive Chairman DIN No.: 00716975 Pandoo Naig Managing Director & Chief Financial Officer DIN No.: 00158221 Aditi Mahamunkar Company Secretary Membership No: - A44818 Place: - Thane Date: 30 Jun 2021			

ONELIFE CAPITAL ADVISORS LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2021

₹ In Lakhs

PARTICULARS	Note No.	Year Ended March 31, 2021	Year Ended March 31, 2020
INCOME			
Revenue From Operations	28	453.97	697.51
Other Income	29	202.25	267.85
TOTAL INCOME		656.22	965.36
EXPENSES			
Employee Benefits Expense	30	176.30	283.38
Finance Costs	31	1.37	2.73
Depreciation and Amortisation Expense	4 & 6	77.26	88.79
Other Expenses	32	394.91	745.30
TOTAL EXPENSES		649.84	1,120.20
Profit / (Loss) before Exceptional Items		6.38	(154.85)
Exceptional Items		0.32	-
Profit / (Loss) Before Tax		6.06	(154.85)
TAX EXPENSES	47		
(a) Current Tax		11.51	5.06
(b) Deferred Tax Credit / (Charge)		-	0.04
(c) Short / (Excess) provision of tax relating to earlier years		-	3.08
Profit / (Loss) for the year		(5.45)	(163.03)
Attributable to			
Owners of the Company		(5.41)	(163.00)
Non Controlling Interest		(0.04)	(0.03)
Other Comprehensive Income			
(a) (i) Items that will not be reclassified to profit or loss			
Remeasurement of Defined benefit plans		2.72	(1.25)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	0.30
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive income for the year		2.72	(0.95)
Total Comprehensive income for the year		(2.73)	(163.98)
Other Comprehensive income Attributable to			
Owners of the Company		2.72	(0.95)
Non - Controlling Interest		-	-
Total Comprehensive income Attributable to			
Owners of the Company		(2.69)	(163.95)
Non - Controlling Interest		(0.04)	(0.03)
Earnings per equity share			
Basic and Diluted	37	(0.04)	(1.22)
Corporate Information	1		
Significant Accounting Policies	2		
The accompanying Notes form an integral part of the Consolidated Financial Statements	3 to 55		
As per our report of even date			
For Khandelwal Jain & Co Chartered Accountants Firm Registration No: - 105049W		For and on behalf of the board of Directors of Onelife Capital Advisors Limited	
(S. S. Shah) Partner Membership No: - 033632		Prabhakara Naig Executive Chairman DIN No.: 00716975	
		Pandoo Naig Managing Director & Chief Financial Officer DIN No.: 00158221	
		Aditi Mahamunkar Company Secretary Membership No: - A44818	
Place: - Mumbai Date : 30 Jun 2021		Place: - Thane Date : 30 Jun 2021	

ONELIFE CAPITAL ADVISORS LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021
₹ In Lakhs

	PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit/(Loss) before tax and Extraordinary Items	6.06	(154.85)
	Adjustments for:		
	Depreciation and Amortisation Expense	77.26	88.79
	Loss on Sale of Assets	-	14.96
	Provision for Doubtful Deposits	6.17	9.05
	Interest Paid	1.37	2.73
	Interest Income	(188.67)	(251.01)
	Operating Loss Before Working Capital Changes	(97.81)	(290.32)
	Adjustments for:		
	(Increase) / Decrease in Trade Receivables	190.83	(86.29)
	(Increase) / Decrease in Other Financials Assets	(9.57)	165.74
	(Increase) / Decrease in Other Non-Current Assets	(35.41)	0.34
	(Increase) / Decrease in Other Current Assets	6.05	17.68
	Increase / (Decrease) in Other Current Liabilities	50.41	45.27
	Increase / (Decrease) in Provisions	(4.94)	2.08
	Increase / (Decrease) in Trade Payables	(235.42)	(133.96)
	Increase / (Decrease) in Other Financial Liabilities	(26.86)	(271.87)
	Cash Generated from Operations	(162.72)	(551.34)
	Direct Taxes paid (net of Refunds Received)	(52.66)	10.34
	Net Cash used in Operating Activity [A]	(215.38)	(541.00)
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant & Equip & Other Intangible Assets	-	(28.55)
	Right of Use Assets	18.79	-
	Proceeds from Sale of fixed assets	-	30.04
	Investments	43.80	-
	Loan Given	(260.66)	1,509.84
	Profit / (Loss) on Consolidation	-	(578.10)
	Bank deposits with bank having maturity within 12 months	9.78	(19.97)
	Interest Received	188.67	251.01
	Net cash from Investing Activities [B]	0.38	1,164.27
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from Long Term Borrowings	(11.02)	5.41
	Proceeds from Short Term Borrowings	-	(512.84)
	Proceeds from share issued subsidiary to non controlling interest	-	1.50
	Interest Paid	(1.37)	(2.73)
	Net cash used in Financing activities [C]	(12.39)	(508.65)
	Net Increase in Cash and Cash Equivalents [A+B+C]	(227.39)	114.62
	Cash & Cash Equivalents at the beginning of the year Cash	347.27	232.65
	Cash & Cash Equivalents at th end of the year(Refer Notice No. 14)	119.88	347.27

Notes:

- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.
- Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress during the year.

Corporate Information

Significant Accounting Policies

The accompanying Notes form an integral part of the Consolidated

Financial Statements

As per our report of even date

For Khandelwal Jain & Co

Chartered Accountants

Firm Registration No: - 105049W

S. S. SHAH

Partner

Membership No: - 033632

Prabhakara Naig

Executive Chairman

DIN No.: 00716975

Pandoo Naig

Managing Director & Chief Financial Officer

DIN No.: 00158221

Aditi Mahamunkar

Company Secretary

Membership No: - A44818

Place: - Mumbai

Date : 30 Jun 2021

Place: - Thane

Date : 30 Jun 2021

A) Equity Share Capital

Particulars	Amount
As at April 01, 2019	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2020	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2021	1,336.00

B) Other Equity

Particulars	Reserve and Surplus					Total
	Goodwill on Consolidation	Common Control Transactions Capital Reserve	Securities Premium	Special Reserve	Retained Earnings	
As at April 01, 2019	(1,038.90)	643.33	9,078.06	-	(784.69)	7,897.80
On Consolidation	(583.59)	-	-	5.49	-	(578.10)
Profit for the year	-	-	-	-	(163.03)	(163.03)
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	-	-	(0.95)	(0.95)
Transfer to Special Reserve	-	-	-	4.72	(4.72)	-
As at March 31, 2020	(1,622.49)	643.33	9,078.06	10.21	(953.39)	7,155.72
Profit for the year	-	-	-	-	(5.41)	(5.41)
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	-	-	2.72	2.72
Transfer to Special Reserve	-	-	-	7.24	(7.24)	-
As at March 31, 2021	(1,622.49)	643.33	9,078.06	17.45	(963.32)	7,153.03

The Description of the nature and purpose of each reserve within equity is as follows:

a) Common Control Transactions Capital Reserve:

It arises on transfer of business between entities under common control. It represents the difference, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor.

b) Securities Premium:

Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

c) Special Reserve

As per the requirements of Section 45-IC of the Reserve Bank of India Act, 1934, every NBFC is required to transfer 20% of the total profits after tax for the year to a specific reserve by name of Statutory Reserve. The Company, as required by aforesaid section, transferred an amount equivalent to 20% of the total profits after tax for the current year to such Reserve.

d) Retained earnings:

Retained earnings are the profits/losses that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. It also includes actuarial gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

Corporate Information

1

Significant Accounting Policies

2

The accompanying Notes form an integral part of the Consolidated Financial Statements

3 to 55

As per our report of even date

For Khandelwal Jain & Co
Chartered Accountants
Firm Registration No: - 105049W

For and on behalf of the board of Directors
of Onelife Capital Advisors Limited

(S. S. Shah)
Partner
Membership No: - 033632

Prabhakara Naig
Executive Chairman
DIN No.: 00716975

Pandoo Naig
Managing Director & Chief Financial Officer
DIN No.: 00158221

Aditi Mahamunkar
Company Secretary
Membership No: - A44818

Place: - Mumbai
Date : 30 Jun 2021

Place: - Thane
Date : 30 Jun 2021

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

NON - CURRENT ASSETS

4. Property, Plant and Equipments

₹ In Lakhs

Particulars	Leasehold Improvements	Furniture & Fixtures	Vehicles	Office Equipments	Computers & Printers	Air Conditioners	Office premises	Total
Gross carrying value as at April 01, 2019	343.48	2.13	83.09	3.91	17.43	2.62	-	452.66
Additions	-	-	-	0.48	1.13	-	26.46	28.07
Acquisitions	-	-	-	2.18	7.24	-	-	9.42
Deletions	-	-	74.65	-	-	-	-	74.65
Gross carrying value as at March 31, 2020	343.48	2.13	8.44	6.57	25.80	2.62	26.46	415.50
Additions	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	26.46	26.46
Gross carrying value as at March 31, 2021	343.48	2.13	8.44	6.57	25.80	2.62	-	389.04
Accumulated depreciation as at April 01, 2019	239.10	0.76	34.09	1.46	13.06	1.43	-	289.90
Depreciation for the year	52.37	0.35	1.56	0.62	1.84	0.52	7.67	64.93
Acquisitions	-	-	-	2.06	6.88	-	-	8.94
Accumulated depreciation on deletion	-	-	29.64	-	-	-	-	29.64
Accumulated depreciation as at March 31, 2020	291.47	1.11	6.01	4.14	21.78	1.95	7.67	334.13
Depreciation for the year	50.26	0.34	-	0.67	1.74	0.38	-	53.39
Accumulated depreciation on deletion	-	-	-	-	-	-	7.67	7.67
Accumulated depreciation as at March 31, 2021	341.73	1.45	6.01	4.81	23.52	2.33	-	379.85
Carrying Value as at March 31, 2020	52.01	1.02	2.43	2.43	4.02	0.67	18.79	81.37
Carrying Value as at March 31, 2021	1.74	0.68	2.43	1.76	2.28	0.29	-	9.18

5. Investment property

₹ In Lakhs

Particulars	Amount
Gross carrying value as at April 01, 2019	210.31
Additions	-
Disposals	-
Gross carrying value as at March 31, 2020	210.31
Additions	-
Disposals	-
Gross carrying value as at March 31, 2021	210.31
Accumulated depreciation as at April 01, 2019	-
Depreciation for the year	-
Accumulated depreciation on disposal	-
Accumulated depreciation as at March 31, 2020	-
Depreciation for the year	-
Accumulated depreciation on disposal	-
Accumulated depreciation as at March 31, 2021	-
Carrying Value as at March 31, 2020	210.31
Carrying Value as at March 31, 2021	210.31

Note:

Investment property has been carried at the cost less accumulated depreciation.

Amounts recognised in profit or loss for investment properties

Particulars	March 31, 2021	March 31, 2020
Rental income	1.14	1.14
Direct operating expenses from property that generated rental income	-	-
Direct operating expenses from property that did not generate rental income	-	-
Profit from investment properties before depreciation	1.14	1.14
Depreciation	-	-
Profit from investment property	1.14	1.14

Contractual obligations

There are no contractual obligations to purchase, construct or develop investment property.

Leasing arrangement

Investment property is leased out to the Holding Company under operating leases.

Fair Value

Particulars	March 31, 2021	March 31, 2020
Investment property	265.67	257.93

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

NON - CURRENT ASSETS

6. Intangible Assets

₹ In Lakhs

Particulars	Computer Software	Trademark
Gross carrying value as at April 01, 2019	77.53	1.82
Additions	-	-
Acquisitions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2020	77.53	1.82
Additions	-	-
Acquisitions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2021	77.53	1.82
Accumulated depreciation as at April 01, 2019	4.25	-
Depreciation for the year	23.87	-
Acquisitions	-	-
Accumulated depreciation on deletion	-	-
Accumulated depreciation as at March 31, 2020	28.12	-
Depreciation for the year	23.87	-
Acquisitions	-	-
Accumulated depreciation on deletion	-	-
Accumulated depreciation as at March 31, 2021	51.99	-
Carrying Value as at March 31, 2020	49.41	1.82
Carrying Value as at March 31, 2021	25.54	1.82

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

NON - CURRENT INVESTMENTS

7. Investments

₹ In Lakhs

Particulars	Face Value	As At Mar 31, 2021		As at 31st March, 2020	
		Numbers	Amount	Numbers	Amount
UNQUOTED					
In Equity Instruments (Fully Paid-up) - Others					
Decolight Creamics Ltd.	10	NIL	-	14,60,000	43.80
Sub - Total (a)			-		43.80
Others (at fair value through Profit & Loss (FVTPL))					
Dealmoney Real Estate Pvt. Ltd.			632.00		632.00
Sub - Total (b)			632.00		632.00
Total Non - Current Investments (a) + (b)			632.00		675.80
Aggregate Amount of Unquoted Investments			632.00		675.80
Aggregate amount of impairment in value of investments			-		-

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

₹ In Lakhs

PARTICULARS	As At March 31, 2021	As At March 31, 2020
8 NON - CURRENT LOANS		
Unsecured, Considered Good		
Loan and Advances (for Strategic Investments)	41.40	41.40
Total	41.40	41.40
9 OTHER NON - CURRENT FINANCIAL ASSETS		
Unsecured, Consider good		
Deposit with Exchanges and Clearing Members	76.93	75.50
Security Deposit	-	5.59
Unsecured, Consider doubtful		
Deposit with Exchanges and Clearing Members	-	1.40
Less : Provision for doubtful deposit	-	(1.40)
Total	76.93	81.09
10 DEFERRED TAX ASSETS (NET)		
Deferred Tax Liabilities (A)		
Relating to Depreciation on Fixed Assets (A)	-	-
Deferred Tax Assets (B)		
Deferred tax asset on lease obligation	-	0.32
Provision for Employee Benefits	2.04	2.05
Due to difference in WDV of assets	0.04	0.04
Provision for Doubtful Deposit	0.85	0.85
Provision for Debts	3.88	4.07
Deferred Tax Assets (B)	6.81	7.33
Deferred tax assets (Net) - (B) - (A)	6.81	7.33
11 NON CURRENT TAX ASSETS		
Balance with statutory / government authorities	3.73	-
Advance Tax including TDS (net off provision for Tax)	273.87	235.94
Total	277.61	235.94
12 OTHER NON - CURRENT ASSETS		
Deposits	25.22	1.14
TDS Receivables (Net of tax provision)	8.52	-
Balance with Statutory / Government Authorities	2.81	-
Advance Service Tax	86.35	86.35
Total	122.90	87.49
13 TRADE RECEIVABLES		
(Unsecured)		
Considered Good	140.25	319.54
Credit Impaired	-	24.28
	140.25	343.82
Less : Provision for doubtful debts		
Considered Good	12.39	0.85
Credit Impaired	-	24.28
	12.39	25.13
Total	127.86	318.69
Above includes dues from Company in which director is a director		
Dealmoney Securities Private Limited	86.42	288.80
Dealmoney Distribution And E-Marketing Pvt Ltd	21.60	21.60
Dealmoney Real Estate Private Limited	-	0.17
	108.02	310.57

PARTICULARS	As At March 31, 2021	As At March 31, 2020
14 CASH AND CASH EQUIVALANTS		
Balances with Banks		
In Current Accounts	91.34	301.36
Cash on hand	28.55	45.91
Total	119.88	347.27
15 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALANTS ABOVE		
Bank deposits with bank having maturity within 12 months	30.33	40.11
Total	30.33	40.11
Bank deposits lien marked to Bank under overdraft facility (including interest accrued)	30.00	10.11
16 CURRENT LOANS RECEIVABLES		
Unsecured, Considered Good		
Loan and Advances to Related Parties		
Scandent Imaging Limited	251.75	489.55
Dealmoney Securities Private Limited.	928.06	433.90
Dealmoney Real Estate Private Limited	-	2.00
Oodnap Securities (India) Limited	1,274.04	1,280.74
Pran Fertilisers & Pesticides Pvt. Ltd.	593.97	568.37
All the above loans and advances have been given for business purposes		
Loan to Individual (within India)	507.00	448.50
Less: Impairment Loss Allowance	(2.24)	(1.12)
Advance recoverable in Cash	3,408.09	3,478.07
Total	6,960.67	6,700.01
17 OTHER FINANCIAL ASSETS		
Deposit with Exchanges and Clearing Member	111.55	249.60
TDS Receivables	0.02	24.56
Advance to related parties		
Dues from Private Company in which director is a director	53.63	53.23
Receivable from Clearing Member	-	0.78
Others Receivables	232.14	61.61
Advance For Expenses	-	-
Unsecured, Consider doubtful		
Deposit with Exchanges and Clearing Member	-	3.71
Less : Provision for doubtful deposit	-	(3.71)
Total	397.34	389.78
18 OTHER CURRENT ASSETS		
Advance Towards Purchase of Property	-	7.50
Other Assets	0.87	0.00
GST Input Tax Credit	0.15	-
Prepaid Expenses	0.44	-
Total	1.45	7.50

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

₹ In Lakhs

19	EQUITY SHARE CAPITAL			As at March 31, 2021	As at March 31, 2020	
	Authorised:					
	15,010,000 (Previous Year - 15,010,000) Equity Shares of Rs. 10/- each			1,501.00	1,501.00	
	Total			1,501.00	1,501.00	
	Issued, Subscribed and Paid-up Equity Shares					
	13,360,000 (Previous Year - 13,360,000) Equity Shares of Rs. 10/- each			1,336.00	1,336.00	
	Total			1,336.00	1,336.00	
19.1	Reconciliation of Shares		As at March 31, 2021		As at March 31, 2020	
			Numbers	₹	Numbers	₹
	At the beginning of the year		1,33,60,000	1,336.00	1,33,60,000	1,336.00
	Issued during the year		-	-	-	-
	Outstanding at the end of the year		1,33,60,000	1,336.00	1,33,60,000	1,336.00
19.2	Details of Shareholders holding more than 5% shares in the Company		As at March 31, 2021		As at March 31, 2020	
			Numbers	%	Numbers	%
	a.	Prabhakar Naig	69,05,000	51.68%	69,05,000	51.68%
	b.	Pandoo Naig	30,55,000	22.87%	30,55,000	22.87%
19.3	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.					

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

₹ In Lakhs

PARTICULARS	As At March 31, 2021	As At March 31, 2020
20 OTHER EQUITY		
A Goodwill on Consolidation	(1,622.49)	(1,622.49)
B Common Control Transactions Capital Reserve	643.33	643.33
C Securities Premium	9,078.06	9,078.06
D Special Reserve	17.45	10.21
E Retained Earnings	(963.32)	(953.39)
Note Refer statement of changes in equity for details of movements in the balances of each items of Reserves and Surplus and OCI under the head "Other Equity" and the nature and purpose of each reserve.		
Total - (A) + (B) + (C) + (D)	7,153.03	7,155.72
21 NON - CURRENT BORROWINGS		
Lease liability (Non-Current)	-	11.02
Total	-	11.02
22 NON - CURRENT PROVISIONS		
Provision for Gratuity	9.43	9.82
Total	9.43	9.82
23 CURRENT BORROWINGS		
Unsecured		
Inter Corporate Deposits from Others	100.00	100.00
Total	100.00	100.00
24 TRADE PAYABLES		
Due to Micro, Small and Medium Enterprises	-	-
Due to creditors other than Micro Enterprises and Small Enterprises	73.95	309.38
Total	73.95	309.38
25 OTHER FINANCIAL LIABILITIES		
Deposit - Payable	97.57	107.59
Provision For Expenses	14.68	34.44
TDS on Interest Payable	1.33	-
Payable to Others	0.08	-
Salary Payable	16.55	16.67
Lease liability (Current)	-	11.10
Creditors for Expenses	79.70	66.97
Total	209.91	236.77
26 OTHER CURRENT LIABILITIES		
Statutory Dues	141.44	106.25
Other Payable	15.22	-
Total	156.66	106.25
27 CURRENT PROVISIONS		
Provision for Gratuity	0.25	6.31
Provision for Compensated Absences	1.37	2.58
Total	1.62	8.89

ONELIFE CAPITAL ADVISORS LIMITED

Notes to Consolidated Financial Statements for the year ended March 31, 2021

₹ In Lakhs

PARTICULARS	Year Ended March 31, 2021	Year Ended March 31, 2020
28 REVENUE FROM OPERATIONS		
Advisory Services	274.39	371.42
Broking Services	9.14	254.91
Interest on Loan Measured at Amortised Cost	58.50	39.91
Other Operating Income	111.94	31.27
Total	453.97	697.51
29 OTHER INCOME		
Interest income on financial asset measured at amortised cost		
Interest on Loan	188.67	231.77
Interest on Fixed Deposits	2.34	2.73
Interest Received from Clearing Members	-	16.51
Interest on Income Tax Refund	0.00	0.00
Interest Others	0.09	-
Other Income	11.13	16.84
Total	202.25	267.85
30 EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Other Benefits	172.31	273.23
Contribution to Provident Fund and Other Funds	3.97	6.62
Staff Welfare Expenses	1.24	6.14
Compensated Absences	(1.21)	(2.61)
Total	176.30	283.38
31 FINANCE COSTS		
Interest Expenses	1.37	2.73
Total	1.37	2.73
32 OTHER EXPENSES		
Power & Fuel	6.43	22.53
Rent	1.40	47.68
Repairs to Others	3.24	2.23
Rates and Taxes	3.91	4.78
Advertisement	0.45	3.18
Brokerage Sharing	38.70	79.44
Business Development Expenses	6.96	25.70
Clearing, Settlement & Other Charges	-	9.24
Communication Expenses	12.81	27.57
Professional Fees	284.35	227.21
Bad Debts Written Off	3.30	216.80
Remuneration to Auditors (Refer Notes No. 39)	13.60	25.84
Printing & Stationery	-	2.47
Office Expenses	0.55	1.90
Travelling and Conveyance	3.73	5.49
Water Charges	0.30	0.95
Directors Sitting Fees	2.00	2.20
Provision for Doubtful Deposit	6.17	9.05
Loss on Sale of Assets	-	14.96
Miscellaneous Expenses	4.34	13.43
Membership And Subscription	2.67	2.65
Total	394.91	745.30

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

33. Contingent Liabilities

- i The Group has received order dated January 31, 2018 passed by The Commissioner GST & CX (Appeals) - III, Mumbai, confirming the demand of inadmissible Cenvat Credit of ₹ 171.92 Lakhs, recovery of interest at applicable rate on the amount of demand confirmed and imposing the penalty of ₹ 164.20 Lakhs. The Group had filed the appeal against this order with Central Board of Indirect Taxes & Customs Appellate Tribunal (West Zone Branch), Mumbai. As per the legal advice received by the Group, the Group has good case and no provision is required for Cenvat Credit, interest and penalty on availment of Cenvat Credit on the basis of invoices of Fincare Financial and Consultancy Services Private Limited and Precise Consulting & Engineering Private Limited.
- ii The Group has paid ₹ 86.25 lakhs under protest and is disclosed as "Advance Service Tax" under the head "Other non-current assets".
- iii The Group has received Income Tax demand for the AY 2012-13 of ₹ 652.14 Lakhs. The Group has filed Appeal against the said demand on January 30, 2019. The management is of the opinion that there will be good chance to win the Appeal and hence no provision for income tax has made in the accounts.
- iv Goodyield Farming Limited, erstwhile subsidiary now amalgamated with the Company, has received notice of demand dated 31.03.2016 for AY 2013-14 from Income Tax department for ₹ 934.33 Lakhs. The Company had preferred an appeal before Commissioner of Income Tax (Appeals) who has allowed the appeal and demand has been deleted. Income Tax department has preferred an appeal against the order of Commissioner of Income Tax (Appeals) before Income Tax Appellate Tribunal, which is pending for disposal. The management is of the opinion that the Company has a strong case and no demand is expected.
- v There has been a Supreme Court (SC) judgement dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Group will continue to assess any further developments in this matter for the implications on financial statements, if any.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021****34. Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 “Employee Benefits”****i Defined Contribution Plan**

During the year, ₹ 3.68 Lakhs (Previous Year ₹ 5.65 Lakhs) in respect of the Group's contribution to Provident Fund and other funds, Employees' State Insurance Corporation ₹ 0.29 Lakhs (Previous Year ₹ 0.97 Lakhs) and contribution to Employee's Maharashtra Labour Welfare Fund ₹ 0.01 Lakhs (Previous Year ₹ 0.05 Lakhs) deposited with the government authorities, have been recognized as expense and included under “Employee Benefits Expenses” in the Statement of Profit and Loss.

ii Gratuity

Defined benefit plans: - The Group provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard - 19, 'Employee Benefits', The Gratuity Scheme is a non-funded scheme and the Group intends to discharge this liability through its internal resources.

The following table sets out the status of the gratuity plan and the amount recognized in the financial statements as at March 31, 2021.

Particulars	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Change in Present Value of Obligations		
Obligations at Beginning of the Year	16.13	15.96
Interest Cost	1.10	1.24
Service Cost	2.14	1.91
Past Service Cost (Non – Vested Benefits)	-	-
(Liability Transferred Out/ Divestments)	-	(2.07)
Present value of obligation – due but not paid	-	-
Past Service Cost (Vested Benefits)	-	-
Benefits Paid	(0.37)	(2.16)
Actuarial (Gains) / losses on obligations due to change in Financial Assumptions	(0.14)	1.21
Actuarial (Gains) / Losses on Obligations due to Experience	(4.66)	0.04
Obligations at the end of the year	14.20	16.14

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Particulars	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Change in the fair value of plan assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Contributions by the Employer	-	-
Expected Contributions by the Employees	-	-
Return on plan assets, excluding Interest Income	-	-
Fair value of plan assets at the end of the year	-	-
Amount recognized in the Balance Sheet		
Present Value Obligation at the end of the period	(14.21)	(16.13)
Fair Value of Plan Assets at the end of the period	-	-
Funded Status – (Surplus / (Deficit))	(14.21)	(16.13)
Net (Liability) / Asset recognized in the Balance Sheet	(14.21)	(16.13)
Net interest cost for the current year		
Present value benefit obligation at the beginning of the Year	16.13	15.96
Fair value of plan assets at the beginning of the year	-	-
Net liability / (asset) at the beginning	16.13	15.96
Interest cost	1.10	1.24
Interest income	-	-
Interest cost for the current year	1.10	1.24
Expenses recognized in the statement of profit or loss for the current year		
Current Service cost	2.14	1.91
Net Interest cost	1.10	1.24
Adjustment	-	-
Past service cost	-	-
Expected Contributions by the Employees	-	-
Present value of obligation – due but not paid	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Expenses Recognized	3.24	3.15
Expenses recognized in the other comprehensive income (OCI) for current year		
Actuarial (gains) / losses on obligation for the year	(4.79)	1.25
Return on plan assets, excluding interest income	-	-
Change in Asset Ceiling	-	-
Net (income) / expense for the year recognized in OCI	(4.79)	1.25
Balance Sheet Reconciliation		
Opening Net Liability	16.13	15.96
Expenses recognized in the statement of profit or loss	3.24	3.15
Expenses recognized in OCI	(4.79)	1.25
(Liability Transferred Out/ Divestments)	-	(2.07)
Benefits paid directly by Employer	(0.37)	(2.16)
Net liability / (asset) recognized in the Balance Sheet	14.21	16.13

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Particulars	March 31, 2021	March 31, 2020
	(₹ in Lakhs)	(₹ in Lakhs)
Category of assets		
NIL, as Funding status in unfunded.		

Maturity analysis of the benefit payments from the employer		
Projected benefits payable in future years from the date of reporting		
1st following year	4.78	6.31
Sum of years of 2 to 5	4.41	1.24
Sum of years of 6 to 10	1.24	2.67
Sum of years of 11 and above	21.90	25.90

Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	14.21	16.13
Delta Effect of +1% Change in Rate of Discounting	(1.01)	(1.39)
Delta Effect of -1% Change in Rate of Discounting	1.23	1.39
Delta Effect of +1% Change in Rate of Salary Increase	1.24	1.51
Delta Effect of -1% Change in Rate of Salary Increase	(1.03)	(1.28)
Delta Effect of +1% Change in Rate of Employee Turnover	0.07	0.08
Delta Effect of -1% Change in Rate of Employee Turnover	(0.10)	(0.10)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.
There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Assumptions

Mortality Table	Indian Assured lives Mortality (2006 – 08)	
	6.26% - 6.96%	6.24% - 6.83%
Discount rate		
Rate of escalation in salary	5.00% - 7.00%	5.00% - 7.00%
Attrition rate	Parent - 2% Subsidiaries - For service 4 years and below 20% - 25% p.a. For service 5 years and above 2% p.a	Parent - 2% Subsidiaries - For service 4 years and below 20% - 25% p.a. For service 5 years and above 2% p.a
Expected Return on Plan Assets	NA	NA

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

iii Compensated absences

The obligation for compensated absences is recognized in the same manner and net credit to the statement of profit and loss for the year is ₹ 1.21 Lakhs (Previous Year net charges of ₹ 2.52 Lakhs).

Particulars	Mar 31, 2021 (₹ in Lakhs)	Mar 31, 2020 (₹ in Lakhs)
Amount Recognized in the Balance Sheet		
Current	1.37	2.58
Non – Current	-	-

35. Disclosures pursuant to Indian Accounting Standard 108 “Operating Segments”

- i Business segments are the basis for management control and hence form the basis for reporting. The business of each segment comprises of:
 - a Advisory Services - advice companies on fund raising as well as acquisition financing and structuring the deal
 - b Broking Services - Brokerage on the buying / selling of commodities options/futures.
 - c NBFC - Non-Bank Financial Services
- ii The Group is operating in India which is considered as a single geographical segment.
- iii Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.
- iv Segment assets and liabilities are measured in the same way as in the financial statements. These assets and liabilities are allocated based on the operations of the segment.
- v Based on the "management approach" defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocate resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

ONELIFE CAPITAL ADVISORS LIMITED
Notes to the Consolidate Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Advisory	Broking	NBFC	Others	Total
	Services	Services	Business		
SEGMENT REVENUE					
External Sales	274.39	121.08	58.50	-	453.97
	(371.42)	(254.91)	(39.91)	(31.27)	(697.51)
Inter Segment Sales	-	-	-	-	-
	-	-	-	-	-
Total Revenue	274.39	121.08	58.5	-	453.97
	(371.42)	(254.91)	(39.91)	(31.27)	(697.51)
RESULTS					
Segment Results	(238.07)	13.63	41.33	-	(183.11)
	(-346.69)	(-52.24)	(-3.31)	-	(-402.24)
Unallocated Income / (Expenses) Net					190.56
					(250.12)
Profit/(Loss) Before Interest and Tax					7.45
					(-152.12)
Interest Expense					1.37
					(2.73)
Profit/(Loss) Before Tax					6.06
					(-154.85)
Current Tax					11.51
					(8.18)
Profit/(Loss) after Tax					(5.45)
					(-163.03)
Minority Interest in Income in Subsidiaries					(0.04)
					(-0.03)
Net Profit/(Loss) after Minority Interest					(5.41)
					(-163.00)
CAPITAL EMPLOYED					
Segment Assets					
Segment Assets	2,612.63	222.63	549.25		3,384.51
	(1,598.21)	(435.93)	(539.60)		(2,573.74)
Unallocated Corporate Assets					5,657.52
					(6,701.59)
Total Assets					9,042.03
					(9,275.33)
Segment Liabilities					
Segment Liabilities	135.37	191.48	1.75		328.60
	(66.15)	(305.49)	(9.27)		(380.91)
Unallocated Corporate Liabilities					222.98
					(401.23)
Total Liabilities					551.57
					(782.14)
CAPITAL EXPENDITURE					
Segment Capital Expenditure	-	-	-		-
	(1.61)	(26.46)	-		(28.07)
Unallocated Capital Expenditure					-
					(0.48)

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

(₹ in Lakhs)

Particulars	Advisory	Broking	NBFC	Total
	Services	Services	Business	
DEPRECIATION AND AMORTIZATION				
Segment Depreciation and Amortization	76.75	0.44	-	77.19
	(80.16)	(8.33)	(0.01)	(88.50)
Unallocated Depreciation and Amortization				0.07
				(0.30)
Information about major customers:				
For the Year ended March 31, 2021, in Advisory segment one customer contributed 10% or more to Group's revenue. One customer contributed ₹ 267.00 Lakhs (Previous year ₹ 230.00 Lakhs)				
Adjustments and Eliminations				
Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a group basis.				
Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.				
Capital expenditure consists of additions of property, plant and equipment, intangible assets investment properties and Capital work in progress.				

There are no non cash expenses other than Depreciation and amortization expenses

Figures in the bracket indicate previous year's figures.

36. Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard 24 "Related Party Disclosures"

i List of Related Parties

Key Management Personnel	Mr. Prabhakara Naig - Executive Chairman
	Mr. Pandoo Naig - Managing Director & CFO
	Mr. Amol Shivaji Autade
	Ms. Sonam Satishkumar Jain
	Mr. Michel D'souza
	Mr. Rajnish Kumar Pandey
	Mr. Vikas Pandey
	Mr. Dhananjay Parikh - (w.e.f 15-09-2020)
	Mr. Gurunath Mudlapur - (w.e.f 15-09-2020)
	Ms. Aditi Mahamunkar – Company Secretary
Relative of Key Management Personnel	Sowmya Deshpande (Daughter of Executive Chairman)
	Gautam Deshpande (Husband of Sowmya Deshpande)
	Anandhi Naig (Wife of Executive Chairman)
Companies in which Key Management Personnel / Relative of Key Management Personnel having significant influence	Oodnap Securities (India) Limited
	Dealmoney Securities Private Limited
	Dealmoney Real Estate Private Limited
	Pran Fertilisers & Pesticides Pvt. Ltd
	Scandent Imaging Limited
	Dealmoney Distribution and E-Marketing Pvt Ltd.

ONELIFE CAPITAL ADVISORS LIMITED
Notes to the Consolidate Financial Statements for the year ended March 31, 2021
ii Transactions and amount outstanding with related parties

(₹in Lakhs)

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence	Relative of Key Management Personnel
I	Loans Given			
	Dealmoney Securities Private Limited	NIL	678.90	NIL
		(NIL)	(221.15)	(NIL)
	Dealmoney Real Estate Private Limited	NIL	NIL	NIL
		(NIL)	(2.00)	(NIL)
	Scandent Imaging Limited	NIL	45.00	NIL
		(NIL)	(130.09)	(NIL)
	Pran Fertilisers & Pesticides Private Ltd	NIL	27.20	NIL
		(NIL)	(43.10)	(NIL)
II	Oodnap Securities (India) Limited	NIL	NIL	NIL
		(NIL)	(40.00)	(NIL)
	Loans Received Back			
	Dealmoney Securities Private Limited	NIL	215.30	NIL
		(NIL)	(243.75)	(NIL)
	Pran Fertilisers & Pesticides Private Ltd	NIL	1.60	NIL
		(NIL)	(23.00)	(NIL)
	Scandent Imaging Limited	NIL	322.68	NIL
		(NIL)	(165.36)	(NIL)
III	Oodnap Securities (India) Limited	NIL	6.70	NIL
		(NIL)	NIL	(NIL)
	Remuneration to Key Management Personnel			
	Prabhakara Naig	12.46	NIL	NIL
		(15.00)	(NIL)	(NIL)
	Pandoo Naig	27.46	NIL	NIL
		(15.00)	(NIL)	(NIL)
	Aditi Mahamunkar	3.60	NIL	NIL
		(2.93)	(NIL)	(NIL)
IV	Advisory Services			
	Dealmoney Securities Private Limited	NIL	267.00	NIL
		(NIL)	(230.00)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	NIL	NIL	NIL
		(NIL)	(115.00)	(NIL)
V	Reimbursement of Expenses			
	Dealmoney Securities Private Limited	NIL	122.69	NIL
		(NIL)	(210.36)	(NIL)
VI	Cost Sharing Expenses			
	Dealmoney Securities Private Limited	NIL	8.79	NIL
		(NIL)	(80.23)	(NIL)

ONELIFE CAPITAL ADVISORS LIMITED
Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Sr. No.	Particulars	Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence	Relative of Key Management Personnel
VII	Advance paid for Expenses			
	Dealmoney Securities Private Limited	NIL	111.97	NIL
		(NIL)	(82.63)	(NIL)
VIII	Professional Fees paid			
	Dealmoney Securities Private Limited	NIL	258.00	NIL
		(NIL)	(115.00)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	NIL	NIL	NIL
		(NIL)	(60.00)	(NIL)
IX	Sitting Fees to Directors	2.00	NIL	NIL
		(2.20)	(NIL)	(NIL)
X	Interest Income			
	Scandent Imaging Limited	NIL	43.11	NIL
		(NIL)	(58.46)	(NIL)
	Dealmoney Securities Private Limited	NIL	84.33	NIL
		(NIL)	(54.25)	(NIL)
	Dealmoney Real Estate Private Limited	NIL	NIL	NIL
		(NIL)	(0.19)	(NIL)
XI	Loan Taken			
	Dealmoney Securities Private Limited	NIL	23.00	NIL
		(NIL)	(NIL)	(NIL)
XII	Loan Repaid			
	Dealmoney Securities Private Limited	(NIL)	23.00	(NIL)
		(NIL)	(NIL)	(NIL)
Outstanding as at March 31, 2021				
I	Loans Receivables	NIL	3,047.82	NIL
		(NIL)	(2,774.56)	(NIL)
II	Receivables	NIL	53.63	NIL
		(NIL)	(53.23)	(NIL)
III	Trade Receivables	NIL	108.02	NIL
		(NIL)	(310.57)	(NIL)
IV	Trade Payables	NIL	NIL	NIL
		(NIL)	(124.20)	(NIL)

- Figures in the bracket indicate previous year's figures.
- Transactions during the year are exclusive of GST.
- Key Managerial Personnel and Relatives of Promoters who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021****37. Basic and diluted earnings per share [EPS] computed in accordance with Indian Accounting Standard 33 “Earnings per Share”**

Particulars	March 31, 2021	March 31, 2020
Profit for the year attributable to the Owners of the Company (₹ in Lakhs)	(5.41)	(163.00)
Number of Equity Shares outstanding (No's in Lakhs)	133.60	133.60
Weighted Average Number of Equity Shares (No's. in Lakhs)	133.60	133.60
Nominal value of equity shares ₹	10	10
Basic and Diluted Earnings per share ₹	(0.04)	(1.22)

38. 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 Group 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 Group. This has been relied upon by the Auditors.

39. Remuneration to auditors

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Statutory Audit	10.13	18.73
Tax Audit	0.50	1.38
Consolidation of Subsidiaries/Income Tax Matters	2.00	2.00
Limited Reviews	0.30	0.30
Others	1.05	3.40
Out of Pocket Expenses	0.03	0.03
Total	14.01	25.84

40. In the opinion of the Board, current and non - current assets are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business and the provision for all known and determined liabilities are adequate and not in excess of the amount reasonably required.

- 41.** a) The Group did not have any outstanding long term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2021.
- b) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

42. Details of utilization of IPO proceeds

The Holding Company had made Initial Public Offer(IPO) vide Prospectus dated October 10, 2011 and issued 33,50,000 equity shares of ₹ 10/- each for cash at a premium of ₹ 100/- per share aggregating to ₹ 3,685 Lakhs to the public.

The Holding Company had passed special resolution for altering the objects for which amount was raised through IPO with requisite majority which was announced on January 23, 2014. The Holding Company had again issued notice of postal ballot and passed the special resolution with requisite majority which has been announced on February 13, 2016 whereby the objects of the balance IPO proceeds of ₹ 2,625 Lakhs has been substituted by the following objects:

- (i) IPO proceeds of ₹ 2,430 Lakhs to be used for Strategic Investments, either directly or indirectly or by / through subsidiaries or Associates, by way of acquiring the controlling stake including but not limited to takeover, merger, de-merger and /or acquisition and other matter incidental thereto or any combination thereof; and
- (ii) IPO proceeds of ₹ 195 Lakhs to be used for the renovation / addition in the Premises where Holding Company's Registered Office is presently situated.

The Holding Company accordingly has utilized the IPO proceeds by acquiring strategic investments directly and through the erstwhile subsidiary Purple India Holding Limited and ₹ 265 Lakhs was remaining with the erstwhile subsidiary as advance for acquisition of strategic investment / business. The said subsidiary has amalgamated with the Holding Company as per the Scheme of Amalgamation approved by NCLT vide order dated July 18, 2019 with appointed date of April 01, 2018.

- 43.** On 26 February 2018, the Board of Directors of Dealmoney Commodities Private Limited (DCPL), a subsidiary had approved the Scheme of Arrangement, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, comprising merger of Dealmoney Securities Private Limited ('DSPL') into DCPL, which is subject to necessary approvals by stock exchanges, SEBI, shareholders and creditors, as may be applicable, and jurisdictional bench of National Company Law Tribunal ('NCLT') and such other statutory/regulatory approvals, as may be required.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021**

In pursuance of the directions of the NCLT order dated 19 September 2019, the meeting of the Equity Shareholders and Creditors was held on 05 November 2019.

The Petition for the Scheme of Amalgamation of DSPL with DCPL was filed on 20 November 2019 with NCLT, Mumbai. The petition was admitted in the NCLT on 27 April 2020 and the NCLT in its order had given the next hearing date of 25 June 2020, which was further adjourned to 13 August 2020. However, the matter was transferred to normal Bench of NCLT before the hearing date and since then, the matter has not come up for hearing in the Bench.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

44. Disclosures Mandated by Scheduled III by way of Additional Information

(₹ in Lakhs)

Name of the entity in the Group	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Holding Company								
Onelife Capital Advisors Ltd.	94.55	10,898.93	(25.00)	1.03	100.00	2.72	(267.86)	3.75
Indian Subsidiaries								
Eyelid Infrastructure Pvt. Ltd.	(0.63)	(72.47)	368.45	(15.18)	-	-	1,084.29	(15.18)
Dealmoney Insurance Broking Pvt. Ltd.	0.51	58.24	8.25	(0.34)	-	-	24.29	(0.34)
Dealmoney Distribution Services Pvt Ltd.	(0.75)	(86.40)	1,018.93	(41.98)	-	-	2,998.57	(41.98)
Dealmoney Commodities Pvt. Ltd.	1.20	138.04	(399.27)	16.45	-	-	(1,175.00)	16.45
Dealmoney Financial Services Pvt. Ltd.	0.08	9.52	7.04	(0.29)	-	-	20.71	(0.29)
Sarsan Securities Private Ltd.	5.04	580.85	(878.40)	36.19	-	-	(2,585.00)	36.19
Total before Consolidation Adjustments	100.00	11,526.71	100.00	(4.12)	100.00	2.72	100.00	(1.40)
Adjustment arising out of consolidation / Rounding off	-	3,036.26	-	1.33	-	-	-	1.33
Less: Minority Interest	-	1.43	-	(0.04)	-	-	-	(0.04)
Total after Consolidation Adjustments		8,489.03		(5.41)		2.72		(2.69)

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

45. Financial Instruments

45.1 Financial Assets and Liabilities

Particulars	March 31, 2021 (₹ in Lakhs)			March 31, 2020 (₹ in Lakhs)		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets						
Non - Current Financial Assets – Investment	632.00	-	-	632.00	43.80	-
Non - Current Financial Assets - Loans Receivables	-	-	41.40	-	-	41.40
Non - Current Financial Assets - Other Financial Assets	-	-	76.93	-	-	81.09
Current Financial Assets - Trade Receivables	-	-	127.86	-	-	318.69
Current Financial Assets - Cash And Cash Equivalents	-	-	119.88	-	-	347.27
Current Financial Assets - Bank Balance other than above	-	-	30.33	-	-	40.11
Current Financial Assets - Loans Receivables			6,960.67			6,700.01
Current Financial Assets - Other Financial Assets	-	-	397.34	-	-	389.78
Total Financial Assets	632.00	-	7,754.41	632.00	43.80	7,855.20

Financial Liabilities						
Non - Current Financial Liabilities – Borrowings	-	-	-	-	-	11.02
Current Financial Liabilities – Borrowings	-	-	100.00	-	-	100.00
Current Financial Liabilities - Trade Payable	-	-	73.95	-	-	309.38
Current Financial Liabilities - Other Financial Liabilities	-	-	209.91	-	-	236.77
Total Financial Liabilities	-	-	383.86	-	-	657.17

45.2 Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1, Level 2 and Level 3 inputs.

Year Ending March 31, 2021

(₹in Lakhs)

Particulars	Level 1	Level 2	Level 3
Financial Assets			
Financial investment which are measured at FVTOCI			
Non - Current Financial Assets – Investment	-	-	-
Financial investment which are measured at Fair value to profit and loss			
Non - Current Financial Assets – Investment	-	632.00	-
Financial Assets Which Are Measured At Amortized Cost			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Non - Current Financial Assets - Other Financial Assets	-	76.93	-
Current Financial Assets - Trade Receivables	-	127.86	-
Current Financial Assets - Cash And Cash Equivalents	-	119.88	-
Current Financial Assets - Bank Balance other than above	-	30.33	-
Current Financial Assets - Loans Receivables	-	6,960.67	-
Current Financial Assets - Other Financial Assets	-	397.34	-
Total Financial Assets	-	8,386.41	-

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Particulars	Level 1	Level 2	Level 3
Financial liabilities			
Financial Liabilities at Amortised Cost			
Non - Current Financial Liabilities – Borrowings	-	-	-
Current Financial Liabilities – Borrowings	-	100.00	-
Current Financial Liabilities - Trade Payable	-	73.95	-
Current Financial Liabilities - Other Financial Liabilities	-	209.91	-
Total Financial liabilities	-	383.86	-

Year Ending March 31, 2020

Particulars	Level 1	Level 2	Level 3
Financial Assets			
Financial investment which are measured at FVTOCI			
Non - Current Financial Assets – Investment	43.80	-	-
Financial investment which are measured at Fair value to profit and loss			
Non - Current Financial Assets – Investment	-	632.00	-
Financial Assets which are Measured at Amortized Cost			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Non - Current Financial Assets - Other Financial Assets	-	81.09	-
Current Financial Assets - Trade Receivables	-	318.69	-
Current Financial Assets - Cash And Cash Equivalents	-	347.27	-
Current Financial Assets - Bank Balance other than above	-	40.11	-
Current Financial Assets - Loans Receivables	-	6,700.01	-
Current Financial Assets - Other Financial Assets	-	389.78	-
Total Financial Assets	43.80	8,487.20	-

Financial Liabilities			
Liabilities which are measured at amortized Cost			
Non - Current Financial Liabilities – Borrowings	-	11.02	-
Current Financial Liabilities – Borrowings	-	100.00	-
Current Financial Liabilities - Trade Payable	-	309.38	-
Current Financial Liabilities - Other Financial Liabilities	-	236.77	-
Total Financial Liabilities	-	657.17	-

45.3 Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade receivables, other financial assets, cash and cash equivalent and bank deposits that derive directly from its operations.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

The Group's business activities expose it to a variety of financial risks namely liquidity risk, market risks and credit risk. The senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework. The top management is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

45.3.1 Management of Liquidity Risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this management considers both normal and stressed conditions. The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(₹in Lakhs)

Particulars	Carrying Amount	Less than 12 Months	More than 12 Months	Total
As at March 31, 2021				
Non - Current Borrowings	-	-	-	-
Current – Borrowings	100.00	100.00	-	100.00
Current - Trade Payable	73.95	73.95	-	73.95
Current - Other Financial Liabilities	209.91	209.91	-	209.91
Total	383.86	383.86	-	383.86
As at March 31, 2020				
Non - Current Borrowings	-	-	-	-
Current – Borrowings	100.00	100.00	-	100.00
Current - Trade Payable	309.38	309.38	-	309.38
Current - Other Financial Liabilities	236.77	236.77	-	236.77
Total	646.15	646.15	-	646.15

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021****45.3.2 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2021 and March 31, 2020.

Potential impact of risk	Management Policy	Sensitivity to risk
1. Price Risk		
The Group is not exposed to price risk as it does not have any significant exposure to financial instruments susceptible to changes in market price.	Not Applicable	Not Applicable
2. Interest Rate Risk		
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's Loans receivables.	In order to manage it interest rate risk The Group diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 1.00% (1.00% for year ended March 31 2020) change in interest rates. A 1.00% (1.00% for year ended March 31 2020) decrease in interest rates would have led to approximately an additional ₹NIL Lakhs gain for year ended March 31, 2021 (₹2.66 Lakhs gain for year ended March 31 2020) in Interest expenses. A 1.00% increase in interest rates would have led to an equal but opposite effect. Dealmoney Commodities Private Limited, a subsidiary company, has a sanctioned overdraft facility which carries a fixed rate of interest. Further, clearing member facilitates funds for the trades executed by customers and at the day end said subsidiary company settles the same and hence no amount is outstanding, thus, they are not subject to interest rate risk.
3. Foreign Currency Risk		
The Group is not engaged in any type of financial transaction in other currency and thus is not exposed to foreign exchange risk.	Not Applicable	Not Applicable

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Notes to the Consolidate Financial Statements for the year ended March 31, 2021

45.3.3 Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The company is exposed to credit risk from its operating activities primarily trade receivables, loans, cash and bank balances and from the deposits with banks and financial institutions and other financial instruments.

Trade Receivables

Customer credit risk is managed by each business unit subject to the Group established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit ratings core card and individual credit limits are defined in accordance with this assessment. Total Trade receivable as on March 31, 2021 is ₹127.86 Lakhs (March 31, 2020 ₹ 318.69 Lakhs). No interest is charged on trade receivables. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Movement in the expected credit loss allowance / doubtful debts on trade receivables

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Balance at the beginning of the year	25.13	18.15
Addition	-	6.98
Write - offs	12.74	-
Recoveries	-	-
Balance at the end of the year	12.39	25.13

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

Bank balances and deposits are held with only high rated banks and security deposits are placed with exchange and clearing agents. Business advances have been granted to Group Company /related party. Hence in such cases the credit risk is negligible.

46. Capital management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value.

Particulars	March 31, 2021 (₹in Lakhs)	March 31, 2020 (₹in Lakhs)
Current – Borrowings	100.00	100.00
Less: Cash and Cash Equivalents	(119.88)	(347.27)
Net Debt (A)	(19.88)	(247.27)
Total Equity	8,490.46	8,493.19
Total Capital (B)	8,490.46	8,493.19
Capital and Net Debt C = (A) + (B)	8,470.58	8,145.92
Gearing Ratio (A) / (C)	-	-

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations. The Group monitors capital using gearing ratio, which is total debt divided by total capital plus debt

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021, March 31 and 2020.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021****47. Current Tax and Deferred Tax****i Income Tax Expense recognized in statement of profit and loss**

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Current Tax		
Current Income Tax Charge	11.51	5.06
Adjustments in respect of prior years	-	3.07
Total	11.51	8.13
Deferred Tax credit / (charge)		
In respect of current year	-	(0.05)
Total	-	(0.05)
Total tax expense recognized in Statement of Profit and Loss	11.51	8.18

ii Income Tax recognized in Other Comprehensive Income

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Deferred Tax (Liabilities) / Assets		
Re-measurement of Defined Benefit Obligations	-	0.30
Total	-	0.30

iii Reconciliation of income tax expense

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Net Profit/Loss as per Statement of Profit and Loss Account (before tax)	7.39	(154.85)
Tax on Accounting Profit	14.95	7.31
Tax difference on account of:		
Depreciation allowed as per Income tax Act, 1961	12.66	9.89
Ind AS Impact - Re-measurement of defined benefit obligation	-	0.15
Provision for Employee benefit	-	(0.07)
Provision for Expected Credit Loss	-	0.06
Lease Obligation	-	(0.32)
Impairment	-	(0.03)
Short/Excess provision for Earlier Year	-	3.07
Expenses not allowable under the Income tax Act, 1961	0.81	-
Impact of Carry forward of losses and unabsorbed depreciation to the extent of available income	(16.92)	(11.96)
Other Timing Difference	-	0.08
Rounding (up)/down impact	0.01	-
Tax expense recognized during the year	11.51	8.18

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

48. Revenue from contracts with customers

The Group determines revenue recognition through the following steps:

- i Identification of the contract, or contracts, with a customer.
- ii Identification of the performance obligations in the contract.
- iii Determination of the transaction price.
- iv Allocation of the transaction price to the performance obligations in the contract.
- v Recognition of revenue when, or as, we satisfy a performance obligation.

Dealmoney Commodities Private Limited, a subsidiary company, is the Commodity Broker, registered with MCX and NCDEX. It earns the brokerage on the buying / selling of commodities options/futures.

Sarsan Securities Private Limited, a subsidiary company, is a Non – Banking Financial Company registered with Reserve Bank of India. The Company is primarily engaged in the business of financing and earns interest on such financing arrangements.

i Disaggregation of revenue

The Group's mainstream business is Advisory services, earning brokerage by facilitating its clients and earning interest from the loans given. The Group caters to various clients and earns its revenue from advisory, trades done via Indian commodities exchanges' viz. MCX and NCDEX and loans given to the borrowers.

There is only three reportable income stream i.e. advisory, brokerage and interest income and disclosure of disaggregated revenue recognized in the Statement of Profit and Loss:

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Advisory Services	274.39	371.42
Brokerage Income	9.14	254.90
Interest Income	58.5	39.91
Total	342.03	666.24

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Notes to the Consolidate Financial Statements for the year ended March 31, 2021

ii Performance obligations

The performance obligation of the Group in respect of advisory service is to advice companies on fund raising as well as acquisition financing and structuring the deal to maximize value for all its stakeholders, which is completed as per the term of the contract. The performance obligation of Company is satisfied at a point in time i.e. as and when customer receives the services as per terms of the contract.

The performance obligation of the Group in respect of broking service is to facilitate buy/sell of commodities, which is completed when a customer trades at the portal provided by the Group and at the end of same day contract note of the buy/sell is generated and account balance of customer updates accordingly. The performance obligation of Company is satisfied at a point in time i.e. as and when customer executes the trade.

For revenue recognition of Financial Services business i.e., interest income on loans, refer accounting policy note no. 2.11.

49. The Group has entered into business support agreement with Dealmoney Securities Private Limited ('DSPL'). Accordingly, the Group avails various business support services related to staff support, administration support and other related services. The Group shares the cost of all business support services obtained from DSPL which are not directly charged to Group.

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Staff welfare Expenses	0.27	4.31
Communication Expenses	5.84	16.38
Rent Expenses	1.40	38.91
Electricity Charges	1.25	15.37
Housekeeping Charges	-	3.31
Miscellaneous Expenses	0.91	1.95
Total	9.67	80.23

50. a) The outbreak of COVID-19 pandemic across the globe and in India has contributed to a significant decline and volatility in the global and Indian financial markets and slowdown in the economic activities. The Indian economy is impacted and would continue to be impacted due to the contraction in industrial and services output across small and large businesses. The impact of the COVID-19 pandemic on the Company's results remain uncertain and would depend upon the time taken for economic activities to fully resume and reach normal levels.

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Notes to the Consolidate Financial Statements for the year ended March 31, 2021

The management of the Subsidiary companies and the Holding Company believes that they have considered all possible impact of the known events arising out of COVID-19 pandemic in the preparation of these financial results. The impact assessment of COVID-19 pandemic is a continuing process, given its nature and duration. The management of the Subsidiary companies and the Holding Company will continue to monitor any material changes to future economic conditions.

b) In respect of Sarsan Securities Private Limited, a subsidiary of the Holding Company:

During the year ended 31 March 2021, the COVID-19 outbreak was declared a pandemic by the World Health Organization. On 24 March 2020, the Indian government announced a strict 21 day nation-wide lockdown to contain the spread of the virus which was further extended upto 31 May 2020.

In terms of the COVID-19 Regulatory Package of the RBI, vide guidelines dated 27 March 2020, 17 April 2020 and 23 May 2020, the Company has granted a moratorium of upto six months on the payment of all installments and / or interest, as applicable, falling due between 01 March 2020 and 31 August 2020 to the eligible borrower who applied for moratorium. For such account where the moratorium is granted, the asset for the purposes of asset classification shall remain stand still during the moratorium period (i.e. the number of days past-due shall exclude the moratorium period for the purpose of asset classification under the Income Recognition, Asset Classification and Provisioning ("IRAC") norms).

Based on the facts and circumstances existing as of the Balance sheet date, the Company does not anticipate any material uncertainties which affect its liquidity position and also its ability to continue as a going concern.

Further, the management has assessed that the financial performance for the year ending 31 March 2022 may not have any material adverse impact on the net worth of the Company as at 31 March 2022. Also, the Company is debt-free and would have adequate liquidity available to honor its liabilities and obligations, as and when due. The management of the Company will continue to monitor any material changes to its COVID-19 impact assessment, resulting from the future economic conditions and future uncertainty, if any.

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

51. Details of Loans given, covered u/s 186 (4) of the Companies Act, 2013 and disclosure pursuant to clause 34 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Amount as at March 31, 2021 (₹ in Lakhs)	Amount as at March 31, 2020 (₹ in Lakhs)
Companies in which directors are interested		
Pran Fertilisers & Pesticides Pvt. Ltd. Maximum balance during the year ₹ 593.97 Lakhs (P. Y. ₹ 586.97 Lakhs)	593.97	568.37
Dealmoney Securities Private Limited Maximum balance during the year ₹ 928.06 Lakhs (P. Y. ₹ 433.90 Lakhs)	928.06	433.90
Oodnap Securities (India) Limited Maximum balance during the year ₹ 1,280.74 Lakhs (P. Y. ₹ 1,280.74 Lakhs)	1,274.04	1,280.74
Dealmoney Real Estate Private Limited Maximum balance during the year ₹ 2.00 Lakhs (P. Y. ₹ 2.00 Lakhs)	-	2.00
Sub – Total	2,796.07	2,285.01
Companies in which relatives of directors are interested		
Scandent Imaging Limited Maximum balance during the year ₹ 491.05 Lakhs (P. Y. ₹ 546.16 Lakhs)	251.75	489.55
Sub – Total	251.75	489.55
Others		
Sowgau Estates Pvt. Ltd. Maximum balance during the year ₹ 276.43 Lakhs (P. Y. ₹ 260.23 Lakhs)	276.43	257.43
Vaaman Pesticides Pvt. Ltd. Maximum balance during the year ₹ 151.15 Lakhs (P. Y. ₹ 151.15 Lakhs)	149.85	151.15
DP Engineering and Consulting Private Limited Maximum balance during the year ₹ 2,386.83 Lakhs (P. Y. ₹ 2,392.00 Lakhs)	2,382.43	2,378.65
Bio Medcion Systems (I) Pvt. Ltd. Maximum balance during the year ₹ 43.08 Lakhs (P. Y. ₹ 38.78 Lakhs)	43.08	38.78
Parasmal Khanmal Jain Maximum balance during the year ₹ 250.23 Lakhs (P. Y. ₹ 227.69 Lakhs)	250.23	227.69
Hiten Patel Maximum balance during the year ₹ 23.06 Lakhs (P. Y. ₹ 20.75 Lakhs)	25.00	25.00
Rani Creators Consultant & Ser Pro Maximum balance during the year ₹ 163.59 Lakhs (P. Y. ₹ 153.54 Lakhs)	163.59	147.25
Rashmi Singh Maximum balance during the year ₹ 303.68 Lakhs (P. Y. ₹ 153.54 Lakhs)	-	153.15
Seema Patidar Maximum balance during the year ₹ 2.48 Lakhs (P. Y. ₹ 2.22 Lakhs)	2.48	2.22
Spade Realtors LLP Maximum balance during the year ₹ 84.44 Lakhs (P. Y. ₹ 330.39 Lakhs)	84.44	76.00
Trishul Realty Infra Pvt. Ltd. Maximum balance during the year ₹ 23.06 Lakhs (P. Y. ₹ 20.75 Lakhs)	23.06	20.75
Sai Prasad Realtors Maximum balance during the year ₹ 7.50 Lakhs (P. Y. ₹ NIL Lakhs)	7.50	-
Sub – Total	3,408.09	3,478.07
Grand Total	6,455.91	6,252.63

- 52.** a) In respect of Dealmoney Distribution and Advisory Services Private Limited, a subsidiary of the Holding Company:

“The Company financial statements indicates the accumulated losses of ₹ 326.40 Lakhs (Previous Year ₹ 284.42 Lakhs) and the Company has incurred a cash loss of ₹ 326.40 Lakhs and the Company net worth is fully eroded as at 31 March 2021. Having regards to the ability and commitment of holding company to provide adequate finances to the Company from time to time to enable to meet day to day expenses.”

b) Further, having regard to the value of investment property of DDASPL, the investment and loans are fully realizable and no impairment/provision is necessary in this regard.

- 53.** On 26 February 2018, the Board of Directors of Dealmoney Commodities Private Limited (DCPL), a subsidiary had approved the Scheme of Arrangement, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, comprising merger of Dealmoney Securities Private Limited ('DSPL') into DCPL, which is subject to necessary approvals by stock exchanges, SEBI, shareholders and creditors, as may be applicable, and jurisdictional bench of National Company Law Tribunal ('NCLT') and such other statutory/regulatory approvals, as may be required.

In pursuance of the directions of the NCLT order dated 19 September 2019, the meeting of the Equity Shareholders and Creditors was held on 05 November 2019.

The Petition for the Scheme of Amalgamation of DSPL with DCPL was filed on 20 November 2019 with NCLT, Mumbai. The petition was admitted in the NCLT on 27 April 2020 and the NCLT in its order had given the next hearing date of 25 June 2020, which was further adjourned to 13 August 2020. However, the matter was transferred to normal Bench of NCLT before the hearing date and since then, the matter has not come up for hearing in the Bench.

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021****54. Disclosures pursuant to Indian Accounting Standard 116 “Leases”**

- i Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

Particulars	Office premises (₹ in Lakhs)	Total (₹ in Lakhs)
As at April 01, 2020	18.79	18.79
Reversals	18.79	18.79
As at March 31, 2021	-	-
As at April 01, 2019	26.46	26.46
Depreciation Expense	7.67	7.67
As at March 31, 2020	18.79	18.79

- ii Set out below are the carrying amounts of lease liabilities (included under borrowings) and the movements during the period

Particulars	Total (₹ in Lakhs)
As at March 31, 2020	22.12
Accretion of interest	-
Payments	-
Reversals	22.12
As at March 31, 2021	-
As at April 01, 2019	25.95
Accretion of interest	2.28
Payments	(6.11)
As at March 31, 2020	22.12
Current	11.10
Non-Current	11.02

ONELIFE CAPITAL ADVISORS LIMITED**Notes to the Consolidate Financial Statements for the year ended March 31, 2021**

iii The following are the amounts recognized in the statement of profit and loss:

Particulars	March 31, 2021 (₹ in Lakhs)	March 31, 2020 (₹ in Lakhs)
Depreciation expense of right-of-use assets	-	7.67
Interest expense on lease liabilities	-	2.28
Expense relating to short term leases	1.40	47.68
Total	1.40	57.63

iv Total cash outflow for leases for the year ended March 31, 2020 was ₹ 1.40 Lakhs (Previous Year ₹53.79 Lakhs).

v Maturity of lease liabilities

(₹ in Lakhs)

Particulars	Within 1 year	1-2 years	2-3 years	3-5 years	Total
March 31, 2021					
NIL	NIL	NIL	NIL	NIL	NIL
March 31, 2020					
Lease Payments	11.10	9.25	4.32	-	24.67
Interest Expense	1.62	0.84	0.09	-	2.55
Net present values	9.48	8.41	4.23	-	22.12

vi Information about extension and termination options

Right of use assets	Number of leases	Range of Remaining term	Average Remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
March 31, 2021						
NIL	NIL	NIL	NIL	NIL	NIL	NIL
March 31, 2020						
Office Premises	1	1-2 Years	NA	1	NA	1

ONELIFE CAPITAL ADVISORS LIMITED

Notes to the Consolidate Financial Statements for the year ended March 31, 2021

- 55.** The Group has regrouped / reclassified the previous year figures to conform to the current year's reclassification / presentation.

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

S. S. SHAH

Partner

Membership No.:- 033632

Prabhakara Naig

Executive Chairman

DIN No.:- 00716975

Pandoo Naig

Managing Director & CFO

DIN No.:- 00158221

Aditi Mahamunkar

Company Secretary

Membership No.:- A44818

Place: Mumbai

Date: 30 Jun 2021

Place: Thane

Date: 30 Jun 2021