

Date: 30th May, 2014

Department of Corporate Services
Bombay Stock Exchange Limited
P.J Towers, Dalal Street
Fort, Mumbai- 400 001

National Stock Exchange of India Ltd
Exchange Plaza
Bandra-Kurla Complex
Bandra, Mumbai- 400 051

Dear Sir,

Sub: Outcome of Board meeting of 'Onelife Capital Advisors Limited' held on 30th May, 2014 at 4.00 p.m at the registered office address.

Following was the outcome of Board meeting held on 30th May, 2014

1) Appointment of Mr.R.N Gupta and Mr. Amol Autade as independent directors

Appointment of Mr. R.N Gupta and Mr. Amol Autade as Independent Directors for a term of Five Years from the conclusion of the ensuing Annual general meeting.

2) Reconstitution of Audit Committee

The Board of Directors approved the reconstitution of Audit Committee

3) In compliance to Companies Act, 2013 the Board approved the change of name of Remuneration Committee to Nomination and Remuneration Committee.

4) In compliance to Companies Act, 2013 the Board approved the change of name of Shareholders & Investors Grievance Committee to Stakeholders Relationship Committee.

5) Reconstitution of Nomination & Remuneration Committee

The Board of Directors approved the reconstitution of Nomination & Remuneration Committee

6) Reconstitution of Stakeholder Relations Committee

The Board of Directors approved the reconstitution of Stakeholder Relations Committee

- 7) Board approved the dissolution of Strategic Planning Committee and Administration Committee which was formed on 02 March, 2012.
- 8) The Board approved the audited Financial results for the quarter/year ended 31st March, 2014 and the audited consolidated financial results for the financial year 31st March, 2014. (Enclosed herewith)
- 9) **Monthly progress report (May 2014) for regulators compliance**

The Board of Directors discussed the Monthly Progress Report (May 2014) and compliance of SEBI order dated 30th August, 2013

The Board was informed that the Company encashed Rs 92 lakhs from M/s 'Fincare Financial & Consultancy Services Private Limited' against advances of Rs 15.25 crores to them. The Director of 'Fincare Financial & Consultancy Services Private Limited' assured that they will pay us around Rs 4 crores very soon and balance of Rs 10.33 crores on or before August, 2014.

Kindly take this in your records and acknowledge the same.

Thanking You.
For Onelife Capital Advisors Limited


Cynthia Pacheco
Company Secretary

Encl: as above

ONELIFE CAPITAL ADVISORS LIMITED
Statement of Audited Financial Results for the year ended 31st March, 2014

[Figures in Rs. Lacs, except share and per share data]

	Particulars	STANDALONE					CONSOLIDATED	
		QUARTER ENDED			YEAR ENDED		YEAR ENDED	
		31-Mar-2014 (Audited)	31-Dec-2013 (Unaudited)	31-Mar-2013 (Audited)	31-Mar-2014 (Audited)	31-Mar-2013 (Audited)	31-Mar-2014 (Audited)	31-Mar-2013 (Audited)
1	Income from operations							
	(a) Net income from operations	-	-	-	-	-	554.87	520.78
	(b) Other operating income	-	-	-	-	-	-	-
	Total income from operations (net)	-	-	-	-	-	554.87	520.78
2	Operating Expenses							
	Cost of Materials Consumed	-	-	-	-	-	220.94	236.05
	Changes in Inventories of Finished Goods and Work-in-Progress	-	-	-	-	-	51.55	1.12
	Employee Benefits Expense	3.60	5.90	17.75	31.15	68.72	40.85	77.89
	Depreciation and amortisation Expense	0.33	0.33	0.59	1.31	1.66	1.96	2.83
	Other Expenses	26.13	7.33	20.86	63.04	67.84	141.26	154.32
	Total Expenses	30.06	13.56	39.20	95.50	138.21	456.56	472.21
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(30.06)	(13.56)	(39.20)	(95.50)	(138.21)	98.31	48.57
4	Other income	19.80	25.40	26.45	96.05	26.45	50.57	16.21
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	(10.26)	11.84	(12.75)	0.55	(111.77)	148.88	64.78
6	Finance costs	-	-	-	-	-	-	-
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(10.26)	11.84	(12.75)	0.55	(111.77)	148.88	64.78
8	Exceptional items	-	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	(10.26)	11.84	(12.75)	0.55	(111.77)	148.88	64.78
10	Tax expense	(2.31)	2.24		0.06	0.60	0.06	0.60
11	Net Profit / (Loss) from ordinary activities after tax (9 - 10)	(7.95)	9.60	(12.75)	0.49	(112.36)	148.82	64.18
12	Extraordinary items (net of tax expenses)	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 + 12)	(7.95)	9.60	(12.75)	0.49	(112.36)	148.82	64.18
14	Share of profit / Loss of associates	-	-	-	-	-	-	-
15	Minority Interest	-	-	-	-	-	108.24	120.88
16	Net Profit / loss after taxes, minority interest and share of Profit / (Loss) of associates (13 + 14 + 15)	(7.95)	9.60	(12.75)	0.49	(112.36)	40.58	(56.70)
17	Paid-up equity share capital (Face Value - Rs.10 per share)	1,336.00	1,336.00	1336.00	1336.00	1336.00	1,336.00	1,336.00
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-	-	-	-	3,456.40	-	6,593.95
19	Earnings per share (before and after extraordinary items) (Face Value - Rs.10 per share) (Not annualised) (in Rs.):							
	Basic and Diluted	(0.06)	0.07	(0.10)	0.00	(0.84)	0.30	(0.42)



PART II

Selected Information for the year ended 31st March, 2014

	Particulars	Standalone					Consolidated	
		Quarter ended		Year Ended			Year Ended	
		31-Mar-2014	31-Dec-2013	31-Mar-2013	31-Mar-2014	31-Mar-2013	31-Mar-2014	31-Mar-2013
A	PARTICULARS OF SHAREHOLDING							
1	Public shareholding							
	- Number of shares	3,400,000	3,400,000	3,400,000	3,400,000	3,400,000	3,400,000	3,400,000
	- Percentage of shareholding	25.45	25.45	25.45	25.45	25.45	25.45	25.45
2	Promoters and Promoter Group Shareholding							
	a) Pledged / Encumbered							
	- Number of shares	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
	b) Non - encumbered							
	- Number of shares	9,960,000	9,960,000	9,960,000	9,960,000	9,960,000	9,960,000	9,960,000
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	100	100	100	100	100	100	100
	- Percentage of shares (as a % of the total share capital of the company)	74.55	74.55	74.55	74.55	74.55	74.55	74.55

Particulars	3 months ended 31-Mar-2014
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	1
Received during the quarter	0
Disposed of during the quarter	0
Remaining unresolved at the end of the quarter	1

Segment wise Revenue, Results and Capital Employed for the Year Ended 31st March, 2014

Sr. No.	Particulars	Consolidated	
		Year ended 31-Mar-2014	Year ended 31-Mar-2013
1	Segment Revenue		
	a) Advisory Services	-	-
	b) Gas and Energy	-	-
	c) Agriculture	554.87	520.78
	Total	554.87	520.78
	Less: - Inter Segment Revenue	-	-
	Net Sales / Income from Operations	554.87	520.78
2	Segment Results		
	Profit /(Loss) before Tax and interest from each segment		
	a) Advisory Services	0.55	(111.77)
	b) Gas and Energy	(45.96)	(10.90)
	c) Agriculture	194.29	187.45
	Total	148.88	64.78
3	Capital Employed		
	(Segment Assets - Segment Liabilities)		
	a) Advisory Services	3,471.28	3,551.82
	b) Gas and Energy	-	-
	c) Agriculture	1,859.69	1,680.40
	d) Unallcoated	6,783.45	6,739.39
	Total	12,114.42	11,971.61



NOTES

- 1) The above audited results have been reviewed by the Audit Committee and approved by the Board of Directors in their meetings held on 30th May, 2014.
- 2) Previous year's / period's figures have been regrouped or reclassified wherever necessary to make them comparable with the figures of the current year / period.
- 3) The figures of last quarter ended 31st March, 2014 represent the balancing figures between the audited figures in respect of the full financial year and published year to date figures upto third quarter of the respective financial year.
- 4) The Company is engaged in the business of providing Advisory Services. It had come out with a public issue of its equity shares of Rs. 10/- each at a premium of Rs. 100/- each in September-October 2011. The equity shares of the company are listed on the BSE and NSE.

The SEBI had carried out investigation in the issue process of the company and the utilization of the issue proceeds. The SEBI had passed an Ex-Parte Ad Interim order dated 28th December, 2011 against the Company and the Company has received final order from SEBI dated 30th August, 2013 whereby the following directions have been given: -

(a) Onelife Capital Advisors Ltd. (OCAL) and its Managing Director Mr. Pandoo P. Naig shall, jointly and severally, bring Rs. 35.25 crores i.e., the diverted IPO proceeds into the company from Fincare Financial and Consultancy Services Pvt. Ltd. (Fincare), Precise Consulting and Engineering Pvt. Ltd. (Precise) and KPT Infotech Pvt. Ltd. (KPT) within six months from the date of the said order.

(b) The Board of Directors of OCAL shall ensure compliance of above direction and submit a monthly progress report in above regard to SEBI. Further the Board of Directors shall also furnish to SEBI a Compliance Report duly certified by a SEBI registered Merchant Banker within two weeks of compliance of the above direction.

(c) Onelife Capital Advisors Ltd and its managing director Mr. Pandoo P. Naig shall remain restrained and prohibited from accessing the securities market and also prohibited from buying, selling and otherwise dealing in securities market, directly or indirectly, in whatsoever manner, for a period of 3 years from the date of the interim order i.e., from 28th December, 2011.

5) The Company has received back Rs. 770 lacs from KPT paid towards Brand Building, Rs. 1000 lacs from Precise paid towards Development of Portfolio Management Services and General Corporate Purpose. The total amount aggregating to Rs. 1,770 lacs has been kept in Bank.

The Company has filed application with Honorable Whole Time Member (WTM) of SEBI vide letter dated February 21, 2014 for extension of time by another six Months from 28th February, 2014 for bringing back of IPO proceeds as per direction of order dated 30th August, 2013. The Company has not received any response to the said application till date.

6) The Company has received show cause notice dated 25th October 2013 under Rule 4 of SEBI (Procedures for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of Securities Contracts (Regulation) (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 in the matter of IPO. In response to show cause notice, the Company has filed consent applications on 13th December, 2013 without prejudice to its rights to defend the same. The Company has not received any further communication in this regard from SEBI till date.

7) The Company had issued notice of postal ballot to pass a special resolution for altering the objects for which amount was raised through IPO. The special resolution has been passed with requisite majority and the resolution was announced on 23rd January, 2014. As per the resolution the IPO objects of Purchase of Corporate office Rs. 7.00 Crs, Development of Portfolio Management Services Rs. 11.578 Crs and Brand Building Rs. 7.70 Crs, aggregating to Rs. 26.278 Crs, stand deleted and substituted by the following objects: -

- i) Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide PROVIDED HOWEVER THAT from out of the un utilized IPO proceeds, a sum not exceeding Rs. 26.278 Crs shall be utilized for these purposes and
- ii) General Corporate purposes of Rs. 8.976 Crs.

8) Additional disclosure in accordance with Clause 43 of the Listing Agreement for the quarter

a) The position of funds raised from IPO including share premium and utilization thereof, which includes amount given as advance towards executing the objects of the issue, upto March 31, 2014 is as under.

Sr. No.	Particulars	(Rs. in lacs)	
		Proposed Utilisation	Actual Utilisation Refer (b) below
1	Purchase of Corporate office	700.00	700.00
2	Development of Portfolio Management Services	1,157.80	1,150.00
3	Brand Building	770.00	770.00
4	General Corporate Purposes	897.60	905.40
5	Issue Expenses	159.60	159.60
	Total	3,685.00	3,685.00

b) The Company had given advances to the Fincare, Precise and KPT for Sr. No. 1 to 4 of the aforesaid objects. However, SEBI, vide order dated August 30, 2013, has held that the Company has diverted the IPO proceeds aggregating to Rs. 35.25 Crores for purposes other than the aforesaid objects of the IPO and has directed the Company and the Managing Director to bring back the advances paid to the said parties within six months.

The Company has received back Rs. 770 lacs from KPT paid towards Brand Building, Rs. 1000 lacs from Precise paid towards Development of Portfolio Management Services and General Corporate Purpose. The total amount aggregating to Rs. 1,770 lacs has been kept in Bank. Also, refer note no. 5 in this regard.

As per special resolution passed by the company on 23rd January 2014. The IPO object of the issue changed to the following :

a) Acquisition of Corporate Office / land / buildings / immovable property(ies) office premises or any combination thereof and at such cost and expenses as the Board may decide PROVIDED HOWEVER THAT from out of the un utilized IPO proceeds, a sum not exceeding Rs. 26.278 Crs shall be utilized for these purposes and

b) General Corporate purposes of Rs. 8.976 Crs.

Also, refer note no. 7 in this regard

9) Statement of Assets and Liabilities

	PARTICULARS	STANDALONE		CONSOLIDATED	
		YEAR ENDED		YEAR ENDED	
		31-Mar-2014 (Audited)	31-Mar-2013 (Audited)	31-Mar-2014 (Audited)	31-Mar-2013 (Audited)
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital	1,336.00	1,336.00	1,336.00	1,336.00
	(b) Reserves and surplus	3,456.89	3,456.39	6,628.53	6,593.96
	(c) Money received against share warrants	-	-	-	-
	Sub-total - Shareholders' funds	4,792.89	4,792.39	7,964.53	7,929.96
2	Share application money pending allotment	-	-	-	-
3	Minority Interest	-	-	4,149.89	4,041.65
4	Non-current liabilities				
	(a) Long-term borrowings	-	-	5,954.20	-
	(b) Deferred tax liabilities (net)	-	-	-	-
	(c) Other long-term liabilities	-	-	-	5,757.25
	(d) Long-term provisions	2.06	2.06	2.06	2.06
	Sub-total - Non-current liabilities	2.06	2.06	5,956.26	5,759.31
5	Current liabilities				
	(a) Short-term borrowings	-	-	-	-
	(b) Trade payables	845.13	845.13	845.13	845.13
	(c) Other current liabilities	4.65	7.70	15.73	11.68
	Sub-total - Current liabilities	849.78	852.83	860.86	856.81
	TOTAL - EQUITY AND LIABILITIES	5,644.73	5,647.28	18,931.54	18,587.73
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets	3.63	4.93	617.26	693.28
	(b) Goodwill on consolidation	-	-	-	-
	(c) Non-current investments	301.68	301.68	2.86	8.86
	(d) Deferred tax assets (net)	-	-	-	-
	(e) Long-term loans and advances	1,327.68	3,853.26	10,150.00	3021.71
	(f) Other non-current assets	-	-	-	-
	Sub-total - Non-current assets	1,632.98	4,159.87	10,770.12	3,723.85
2	Current assets				
	(a) Current investments	-	-	-	-
	(b) Inventories	-	-	-	51.55
	(c) Trade receivables	199.34	211.55	201.56	213.40
	(d) Cash and cash equivalents	1,777.13	75.03	3,041.57	1,040.23
	(e) Short-term loans and advances	2,035.28	1,200.83	4,918.29	13,558.70
	(f) Other current assets	-	-	-	-
	Sub-total - Current assets	4,011.75	1,487.41	8,161.42	14,863.88
	TOTAL - ASSETS	5,644.73	5,647.28	18,931.54	18,587.73

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

Place: Mumbai
Date: 30th May, 2014



T.K.P Naig
T.K.P Naig
Chairman

