



Onelife Capital Advisors Limited

CIN: L74140MH2007PLC173660

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21st September, 2018

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

Ref. NSE Symbol: ONELIFECAP

Dear Sir/Madam,

Subject: Clarification sought on announcement submitted to the exchange regarding the Board Meeting held on 17th September, 2018.

With reference to your Email dated 19th September, 2018, please find below the clarification pertaining to the subject matter:

1. Brief details of change in shareholding pattern (if any) of listed entity-
All the subsidiaries are wholly owned subsidiaries of Onelife Capital Advisors Limited. Hence no share capital is required to be issued. Therefore, there is No change in the shareholding
2. In case of cash consideration amount or otherwise share entitlement/exchange ratio-
No consideration since the transferor Companies are wholly owned subsidiaries.
3. Rationale for amalgamation/ merger-
 - The Transferor Companies are wholly owned subsidiaries of Transferee Company. In order to consolidate the business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with Transferee Company.
 - The independent operations of the Transferor Companies and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps,



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which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.

- The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.
- The synergies created by scheme of arrangement would increase operational efficiency and integrate business functions.
- The proposed arrangement will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.
- The other benefits the proposed amalgamation include:
 - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
 - (b) Enhancement of competitive strengths including financial resources;
 - (c) Obtaining synergy benefits;
 - (d) Better management and focus on growing the businesses;
 - (e) Reduction of overheads, administrative, managerial and other expenditure.
 - (f) Simplify shareholding structure and reduce shareholding tiers

In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies with the Transferee Company in accordance with this Scheme, pursuant to Sections 230 and 232 of the Companies Act, 2013.



4. Area of business of the entity(ies):-

Objects of the entities:

Sr. No.	Name of the entity	Area of business
1.	Onelife Gas Energy & Infrastructure Limited	City gas distribution
2.	Good Yield Fertilisers and Pesticides Private Limited	Farming activity
3.	Leadline Software and Trading Private Limited	Information technology services
4.	Onelife Ecopower & Engineering Limited	Electricity, gas, steam and air condition supply
5.	Goodyield Farming Limited	Farming activity
6.	Purple India Holdings Limited	Financial services

5. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"; -

The merger is between holding company and its wholly owned subsidiaries and hence no consideration is required to be paid.

6. Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:-

As Annexure -1

7. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).-

Background: Dealmoney Insurance Broking Private Limited (DIBPL) was incorporated on 3rd August, 2017. DIBPL proposes to carry on the business insurance broking and performs all the functions of Insurance Broking Company as are stated in the Insurance Broker Regulations as amended from time to time. DIBPL has applied for the direct (life and general) insurance broker license with the Insurance Regulatory & Development Authority of India. The same is under process.

Since the Company has not started the business, the history of last 3 years turnover is not applicable.

8. Percentage of shareholding / control acquired and / or number of shares acquired-

Acquisition of 10,00,000 equity shares i.e. 100% Shareholding of Dealmoney Insurance Broking Private Limited.



9. Nature of consideration - whether cash consideration or share swap and details of the same -
Cash consideration of Rs. 1 Crore.
10. Cost of acquisition or the price at which the shares are acquired;-
10,00,000 equity shares of Rs. 10 each at a consideration of Rs. 1 Crore
11. Indicative time period for completion of the acquisition-
Approximately within six (6) months.
12. Brief details of any governmental or regulatory approvals required for the acquisition-
No regulatory approvals required
13. Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity-
The Company is a listed Company and its subsidiaries are in the business of Commodities broking, etc. Hence, it will be more convenient to include insurance broking business and thus the Company is acquiring Dealmoney Insurance Broking Private Limited.
14. Industry to which the entity being acquired belongs; -
Insurance business
15. Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"-
Dealmoney Insurance Broking Private Limited (Target Company) is the step down wholly owned subsidiary of Onelife Capital Advisors Limited.
16. Name of the target entity, details in brief such as size, turnover etc;-
Dealmoney Insurance Broking Private Limited (CIN: U74992MH2017PTC298178). The date of incorporation is 3rd August, 2017. The Paid up share capital is Rs. 1,00,00,000. The Company has not started the business activities and has applied for the insurance broking license with the Insurance Regulatory & Development Authority of India.
17. Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.-
Not applicable.



18. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";

Dealmoney Distribution and Advisory Services Private Limited is a step down wholly owned subsidiary of Onelife Capital Advisors Limited.

19. Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof.

Dealmoney Distribution and Advisory Services Private Limited is a step down wholly owned subsidiary of Onelife Capital Advisors Limited.

20. Consideration received from such sale/disposal:-

Dealmoney Distribution and Advisory Services Private Limited is a step down subsidiary and it will sale/transfer to Dealmoney Commodities Private Limited which is a step down subsidiary of our company and consideration will be at cost i.e. Rs. 4 Crores.

21. The expected date of completion of sale/disposal-

Approximately Six (6) months.

22. Date on which the agreement for sale has been entered into-

Not applicable.

23. The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;

Name of the Company	Income (in Rs.)	Networth (in Rs.)
Dealmoney Distribution and Advisory Services Private Limited	25,223,190	82,92,605
Dealmoney Insurance Broking Private Limited	NA	1,00,00,000
Dealmoney Commodities Private Limited	37,126,154	13,789,092

Thanking you,
Yours faithfully,

FOR ONELIFE CAPITAL ADVISORS LIMITED


Aditi Mahamunkar
Company Secretary & Compliance officer



Annexure-1

1.ONELIFE GAS AND ENERGY INFRASTRUCTURE LTD (OGEIL):- A wholly owned subsidiary of OCAL, OGEIL was setup to bid for getting into the business of city gas distribution. It tied up with Gernison Lyold, a UK based multinational as its technical partner and bid for the region of Kutch East for city gas distribution conducted by PNGRB. PNGRB has scrapped the bidding thereafter and hence the company currently has given certain ICDS from which earns interest.

Future Plans: The Company may look at other business opportunities since the management does not see any future in the gas distribution business for smaller players. Because of its large capital base the management is currently exploring opportunities to merge or sell the entire company.

Income Outlook: Interest on Loans

2.GOODYIELD FARMING LTD (GFL): A wholly owned subsidiary of OCAL, GFL was a company engaged in corporate farming. The company undertook farming activity on leased land. Due to rising labour cost and lease rentals, the business becomes unviable and hence the management has decided to exit its farming business and has invested in plantation assets which are expected to yield income not before 2020.

Future Plans: To monetise the plantation assets. Further the Company may look at other business opportunities since the management does not see any future scope of farming for large players in India due to the problems of small land holding and lack of government support for large farmers. The management is currently exploring opportunities to merge or sell the entire company along with its subsidiary.

Income Outlook: Sale of plantation as appearing in Fixed Assets.

3.GOODYIELD FERTILIZERS AND PESTICIDES PVT LTD (GFPL): A wholly owned subsidiary of OCAL, GFPL was a company engaged in corporate farming. The company undertook farming activity on leased land. Due to rising labour cost and lease rentals, the business becomes unviable and hence the management has decided to exit its farming business and has invested in plantation assets which are expected to yield income not before 2020.

Future Plans: To monetise the plantation assets. Further the Company may look at other business opportunities since the management does not see any future scope of farming for large players in India due to the problems of small land holding and lack of government support for large farmers. The management is currently exploring opportunities to merge or sell the entire company.

Income Outlook: Sale of plantation as appearing in Fixed Assets.

4. LEADLINE SOFTWARE AND TRADING PRIVATE LIMITED

Leadline Software And Trading Private Limited (“LSTPL”) (CIN:U51909MH2004PTC145171), a Company incorporated on 18th March, 2004 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai- 400049, Maharashtra. LSTPL is wholly owned subsidiary of Transferee Company.

The Company is engaged in the business as developers, traders, dealers, importers, exporters and intermediaries in all types of computer systems, software and hardware and as traders, merchants, wholesalers, retailers, liaisoners, stockists, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, clearing & forwarding agents, commission agents etc. in all types of machinery, equipments, components, goods, articles, things products, commodities, consumables and to carry on business as traders, merchants, wholesalers, retailers, liaisoners, stockiest in all types machinery, equipments, commodities etc., in detail mentioned in the main object clause of Memorandum of Association of the said transferor company. The management is currently exploring opportunities to merge or sell the entire company.

5. ONELIFE ECOPOWER & ENGINEERING LIMITED

Onelife Ecopower & Engineering Limited (“OEEL”) (CIN:U40101MH2010PLC209142), a Company incorporated on 19th October, 2010 under the Companies Act, 1956 and having its Registered Office at 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai- 400049, Maharashtra. OEEL is wholly owned subsidiary of Transferee Company.

The Company is engaged in the business of producers, manufacturers, generators, suppliers, distributors, transformers, converters, transmitters, processors, developers, stores, procurers, carriers, and dealers in electricity, all form of energy and any such products and by-products derived from such business, in detail

mentioned in the main object clause of the Memorandum of Association of the said Transferor Company.

The management is currently exploring opportunities to merge or sell the entire company.

6. PURPLE INDIA HOLDINGS LIMITED

Purple India Holdings Limited (PIHL)(CIN:U65993MH2012PLC229356), a Company incorporated on 09th April, 2012 under the Companies Act, 1956 and having its registered office at 307, Raut Lane, Opp. ISKCON Vile Parle (West) Mumbai- 400049, Maharashtra. PIHL is wholly owned subsidiary of Transferee Company.

The Company is engaged in the business to carry on and undertake the business or businesses of a holding and investment Company, and to buy, underwrite and to invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, units, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes treasury bills obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options futures, money market securities, marketable or non-marketable securities, derivatives mortgages etc., in detail explained in Main object clause of Memorandum of Association of the said Transferor Company. The management is currently exploring opportunities to merge or sell the entire company.