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## Chairman's Speech

### **Dear Esteemed Shareholders,**

On behalf of Onelife Capital Advisors Limited (“OCAL”) and its Board of Directors, I am pleased to present before you the 17<sup>th</sup> Annual Report of the Company for the Financial Year 2023-2024. I hope all of you and your families are keeping safe and well.

India's significance in the global economic landscape has enhanced manifold over the past decade. In this world of volatility and uncertainty, India is shining as a beacon of stability and prosperity. Robust growth across all sectors, fuelled by the collective 'can do' spirit of 1.4 billion Indians and bolstered by our rich heritage, is steadily driving the nation's economic progress.

Due to solid macroeconomic fundamentals, the Indian economy has shown extraordinary resilience in the face of the worsening global scenario. India has become a desirable location for foreign investors thanks to measures to encourage ease of doing business, skilled labor, and the abundance of natural resources, as well as open FDI rules, a sizable domestic market, and expectations for robust GDP development. India is therefore anticipated to experience relatively faster growth in the future.

During the year, Onelife Capital Advisors Limited (OCAL) was in the process of developing and exploring the opportunities in the Broking services, E-commerce and Information technology (IT) Services. For gaining expertise in the IT sector, the Company has team of expertise the IT and is constantly trying to retain employees with maximum talent which will strive the company to grow in the IT, Artificial Intelligence (AI) and Data Science sectors. The Company is planning to diversify the business and increase the scope of growth of the Company as it has started growing in sectors of Financial Services after making the strategic investments in Dealmoney Group companies.

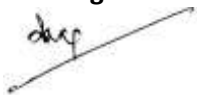
The strategic objective is to build sustainable organizations that remain relevant to the agenda of the clients, while creating growth opportunities for the employees and generating profitable returns for the investors. Many of the businesses where we are operating and intend to operate are highly regulated. Hence, all our final management decision will be based on regulator and market growth considerations based on our business strengths.

During the FY, your Company's standalone income stood at Rs. 622.90 Lakhs. With our ongoing strategy to keep growth and investments 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.

I extend my sincere gratitude for your trust and support to all of our customers, business partners, shareholders, investors and communities, through the years. At OCAL, we often say that we are only as good as what we do next. So, I look forward to your continued partnership as we craft the best years of OCAL.

Thank you for your ongoing trust and confidence.

**Best Regards**



**Yours sincerely**

**TKP Naig**

**Date: 06 September 2024**

## CORPORATE INFORMATION

**BOARD OF DIRECTORS:**

Mr. Prabhakara Naig	Chairman and Whole-time Director
Mr. Pandoo Naig	Executive Director
Mr. Dhananjay Parikh	Director (Non – Executive Independent Director)
Mr. Aneish Kumar	Director (Non – Executive Independent Director)
Mrs. Sonam Jain	Director (Non – Executive Independent Director)

**BOARD COMMITTEES:****AUDIT COMMITTEE**

Mr. Dhananjay Parikh	Chairman
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**STAKEHOLDER RELATIONS COMMITTEE**

Mrs. Sonam Jain	Chairperson
Mr. Dhananjay Parikh	Member
Mr. Aneish Kumar	Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Dhananjay Parikh	Chairman
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Dhananjay Parikh	Chairman
Mrs. Sonam Jain	Member
Mr. Aneish Kumar	Member

**INTERIM CHIEF FINANCIAL OFFICER:**

Mr. Pandoo Naig

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

Mrs. Kajal Shethia

**STATUTORY AUDITORS:**

M/s. N R Tibrewala & Co LLP  
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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://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](mailto:dalvianil.shantaram@karvy.com)

**Website:** [www.karvycomputershare.com](http://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

<b>NOTICE OF THE 17<sup>TH</sup> ANNUAL GENERAL MEETING</b>
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**NOTICE IS HEREBY GIVEN THAT THE 17<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ONELIFE CAPITAL ADVISORS LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER 2024 AT 02:00 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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.

**SPECIAL BUSINESSES:**

**3. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2018-19:**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other’s resources and reimbursement of expenses; (iii) Availing fund based support including loan / Inter-corporate deposits (‘ICD’), in connection with loans availed and interest and other related expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein,

during the financial year 2018-19, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularised, validated and confirmed in all respects."

#### **4. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2019-20**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the "**Act**") read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other's resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits ('ICD') etc., in connection with loans availed / provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularized, validated and confirmed in all respects.”

#### 5. RATIFICATION OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2020-21

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “**Act**”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby approve, ratify, regularise, validate and confirm the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Availing / rendering of any services; (ii) Sharing or usage of each other’s resources and reimbursement of expenses; (iii) Availing / Providing fund based support including loans / Inter-corporate deposits (‘ICD’) etc., in connection with loans availed /provided and interest and other related income / expenses; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) were carried out in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularized, validated and confirmed in all respects.”

#### 6. APPROVAL OF THE RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED BY THE COMPANY DURING THE FINANCIAL YEAR 2024-25

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”),

the applicable provisions of the Section 186 & Section 188 of Companies Act, 2013 (the “Act”) read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI Listing Regulations in the course of: (i) Sharing or usage of each other’s resources and reimbursement of expenses, licensing of technology / property; (ii) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements; (iii) Any transfer of resources, services or obligations to meet its objectives / requirements; with the Related Parties as detailed in the Explanatory Statement to this Resolution, on such material terms and conditions as mentioned therein, during the financial year 2024-25, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”

#### **7. TO RATIFY THE EXCEEDING AMOUNT UNDER SECTION 186 FOR THE FY 2021-2022.**

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to Ratify the made loan(s) in one or more tranches and/or given guarantee(s)/provided any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate In FY 2021-2022 of Rs. 64,50,00,000 (Rupees Sixty Four Crores & Fifty Lakhs Only)



**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified, regularized, validated and confirmed in all respects.”

**8. TO AUTHORIZE THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, EXTEND GUARANTEE, PROVIDE SECURITY, MAKE INTER CORPORATE LOANS UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR THE FY 2024-2025.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto a limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) for the FY 2024-2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**9. TO AUTHORIZE THE BOARD OF DIRECTORS TO BORROW MONEY/MONEYS UPTO AN AMOUNT NOT EXCEEDING RS. 100 CRORES FOR THE FY 2024-2025:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts,

laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit for FY 2024-2025, any sum or sums of money not exceeding Rs. 100,00,00,000/- (INR One Hundred Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

**10. TO SELL, LEASE OTHERWISE DISPOSE OF THE ASSET OF THE COMPANY/CREATION OF CHARGE ON THE ASSETS:**

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

**"RESOLVED THAT** pursuant to the provisions of section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any consent of the shareholders be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as "the Board") to sell, mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on such terms and conditions at such time (s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding 100,00,00,000/- (INR One Hundred Crore only) at any point of time.

**RESOLVED FURTHER THAT** the Board be and are hereby severally authorised to finalise with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

**Registered Office:**

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

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

**CIN:** L74140MH2007PLC173660

**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

**Sd/-**

**Prabhakara Naig  
Executive Chairman  
DIN: 00716975**

**Place: Thane**

**Date: 06 September 2024**



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## **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 9<sup>th</sup> 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 at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [cs@onelifecapital.in](mailto:cs@onelifecapital.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

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

- 1) **Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- 2) **Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
  - (i) The voting period begins on 27<sup>th</sup> September, 2024 (09.00 A.M. IST) and ends on 29<sup>th</sup> September, 2024 (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 Monday, 23<sup>rd</sup> September, 2024 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to</li> </ol>

	<p>register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting .</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Onelife Capital Advisors Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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](mailto: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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.
7. 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.- 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item 3:**

As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The details of Transactions entered during the Financial Year 2018-19 that require approval / ratification are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	Name of the related party	Scandent Imaging Limited	Oodnap Securities (India) Limited	Pran Fertilisers & Pesticides Pvt. Ltd
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter- corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.	Unsecured Profit Sharing bearing loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand	Unsecured Profit Sharing bearing loan amounting to INR 80 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 500 lakhs	INR 100 lakhs	INR 80 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the	86.94%	17.39%	13.91%

	transaction			
9	Justification of the transaction	Refer Note No. (II) below		
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	96.37%	Not Applicable	Not Applicable
14	Any other relevant information	<p>These transactions entered during the financial year 2018-19 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars	
		4	5
1	Name of the related party	Pandoo Naig	Dealmoney Securities Private Limited

2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter and Director of the company having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses	
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Non-interest bearing loan amounting to INR 100 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.	Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches)
5	Particulars of transactions	Same as above	Same as above
6	Tenure of transaction	One Year	One Year
7	Value of the transaction	INR 100 lakhs	INR 200 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	17.39%	34.77%
9	Justification of the transaction	Refer Note No. (I) below	C. Refer Note No (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable	Not Applicable
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Prabhakara Naig	Mr. Pandoo Naig & Mr. Prabhakara Naig
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the	Not Applicable	2.55%

	RPT	
14	Any other relevant information	<p>These transactions entered during the financial year 2018-19 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>

**Note I:**

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

**Note II:**

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

**Note III:**

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

**Note IV:**

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.

**Item 4:**

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The details of Transactions entered during the Financial Year 2019-20 that require approval / ratification are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	Name of the related party	Pran Fertilizers & Pesticides Private Limited	Oodnap Securities (India) Limited	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit Sharing bearing loan amounting to INR 600 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	Unsecured Profit Sharing bearing loan amounting to INR 50 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	<p>A. Unsecured loan amounting to INR 200 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.</p> <p>B. Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 118 Lakhs for a period of one year (in one or more tranches)</p> <p>C. Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 232 Lakhs for a period of one year (in one or more tranches)</p>

5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 600 lakhs	INR 50 lakhs	INR 550 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	72.19%	6.02%	66.18%
9	Justification of the transaction	Refer Note No. (II) below		A. Refer Note No. (II) below B. Refer Note No (III) below C. Refer Note No (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	5.13%
14	Any other relevant information	These transactions entered during the financial year 2019-20 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of		



		the transactions were in the best interest of all stakeholders and of the Company.  All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
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Sr. No.	Description	Particulars		
		4	5	6
1	Name of the related party	Dealmoney Distribution & Advisory Services	Scandant Imaging Limited (Family Care Hospital Ltd)	Pandoo Naig
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence	Promoter and Director of the company having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	A. Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 65 Lakhs for a period of one year (in one or more tranches) B. Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 115 Lakhs for a period of one year (in one or more tranches)	Unsecured loan amounting to INR 150 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.	Unsecured Non-interest bearing loan amounting to INR 15 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 180 lakhs	INR 150 lakhs	INR 15 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the	21.65%	18.04%	1.80%

	value of the transaction			
9	Justification of the transaction	A. Refer Note No (III) below B. Refer Note No (IV) below	Refer Note (II) below	Refer Note (I) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	124.03%	10.57%	Not Applicable
14	Any other relevant information	<p>These transactions entered during the financial year 2019-20 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.



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**Item 5:**

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm’s length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm’s length basis.

The details of Transactions entered during the Financial Year 2020-21 that require approval / ratification are given below:

Sr. No	Description	Particulars	
		1	2
1	Name of the related party	Pandoo Naig	Dealmoney Securities Private Limited
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter and Director of the company having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other’s resources and reimbursement of expense	
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Non-interest bearing loan amounting to INR 5 lakhs availed for a period of one year (in one of more tranches) and repayable on demand.	<p>A) Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.</p> <p>B) Unsecured loan amounting to INR 25 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 258 Lakhs for a period of one year (in one or more tranches</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 267 Lakhs for a period of one year (in one or more tranches)</p>
5	Particulars of transactions	Same as above	

6	Tenure of transaction	One Year	
7	Value of the transaction	INR 5 lakhs	INR 1050 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	0.71%	150.05%
9	Justification of the transaction	Refer Note No. (I) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable	
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Prabhakara Naig	Mr. Pandoo Naig & Mr. Prabhakara Naig
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>		
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	8.83%
14	Any other relevant information	These transactions entered during the financial year 2020-21 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any	

		<p>disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
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Sr. No.	Description	3	4	5
1	Name of the related party	Oodnap Securities (India) Limited	Pran Fertilizers & Pesticides Private Limited	Scandant Imaging Limited (Family Care Hospital Ltd)
2	Nature of relationship [including nature of its interest financial or otherwise]]	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company, Director and Key Managerial Person is having significant influence	Promoter Group company and relative of Director and Key Managerial Person is having significant influence
3	Type of the Transaction	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Unsecured Profit Sharing bearing loan amounting to INR 1500 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	Unsecured Profit Sharing bearing loan amounting to INR 600 lakhs given for a period of one year (in one or more tranches) and repayable on project completion/Sales & on demand.	Unsecured loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable in demand.
5	Particulars of transactions	Same as above		
6	Tenure of transaction	One Year		
7	Value of the transaction	INR 1500 lakhs	INR 600 lakhs	INR 500 lakhs
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction	215.05%	86.02%	71.68%
9	Justification of the	Refer Note No. (II)	Refer Note No. (II)	Refer Note No. (II) below

	transaction	below	below	
10	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable		
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	37.75%
14	Any other relevant information	<p>These transactions entered during the financial year 2020-21 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

## Note I:

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

## Note II:

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other

transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

Note III:

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

Note IV:

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.



**Item 6:**

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. The Company works with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

The details of Transactions proposed to be entered during the Financial Year 2024-25 that require approval are given below:

Sr. No.	Description	Particulars		
		1	2	3
1	<b>Name of the related party</b>	D P Engineering and Consulting Pvt Ltd	Pran Fertilisers and Pesticides Pvt Ltd	Oodnap Securities (India) Ltd
2	<b>Nature of relationship [including nature of its interest financial or otherwise]</b>	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	<b>Type of the Transaction</b>	Availing / Providing fund based support including loans / Inter- corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Unsecured Non-interest bearing & Profit Share Bearing loan amounting to INR 200 lakhs availed for a period of one year (in one of more tranches) and repayable on project completion/ sales and on demand.	A) Unsecured Profit Sharing loan amounting to INR 350 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit Sharing loan amounting to INR 350 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand..	Unsecured Profit Sharing loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.
5	<b>Particulars of transactions</b>	Same as above		
6	<b>Tenure of transaction</b>	One Year		
7	<b>Value of the transaction</b>	INR 200 lakhs	INR 700 lakhs	INR 500 lakhs

8	<b>Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction</b>	6.17%	21.6%	15.42%
9	<b>Justification of the transaction</b>	Refer Note No. (I) below	A) Refer Note No. (II) below B) Refer Note No. (I) below	Refer Note No. (II) below
10	<b>Details of the valuation report or external party report (if any) enclosed with the Notice</b>	Not Applicable		
11	<b>Name of the Director or Key Managerial Personnel, who is related</b>	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	% of the counter party's annual consolidated turnover that is represented by the value of the RPT	Not Applicable	Not Applicable	Not Applicable

14	<b>Any other relevant information</b>	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
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Sr. No.	Description	Particulars		
		4	5	6
1	<b>Name of the related party</b>	Vaaman Pesticides Pvt Ltd	Sowgau Estates Private Limited	Dealmoney Commodities Private Limited
2	<b>Nature of relationship [including nature of its interest financial or otherwise]</b>	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	<b>Type of the Transaction</b>	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		

4	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Unsecured Profit Sharing loan amounting to INR 100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	Unsecured Profit Sharing loan amounting to INR 100 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	A) Unsecured Profit Sharing loan amounting to INR 500 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. B) Unsecured Profit Sharing loan amounting to INR 500 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand. C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches) D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 250 Lakhs for a period of one year (in one or more tranches)
5	<b>Particulars of transactions</b>	Same as above		
6	<b>Tenure of transaction</b>	One Year		
7	<b>Value of the transaction</b>	INR 100 lakhs	INR 100 lakhs	INR 1500 lakhs
8	<b>Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction</b>	3.09%	3.09%	46.28%

9	<b>Justification of the transaction</b>	Refer Note No. (II) below	Refer Note No. (I) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below
10	<b>Details of the valuation report or external party report (if any) enclosed with the Notice</b>	Not Applicable		
11	<b>Name of the Director or Key Managerial Personnel, who is related</b>	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			
13	<b>% of the counter party's annual consolidated turnover that is represented by the value of the RPT</b>	Not Applicable	Not Applicable	69.66%
14	<b>Any other relevant information</b>	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

Sr. No.	Description	Particulars		
		7	8	9
1	<b>Name of the related party</b>	Dealmoney Financial Services Pvt Ltd	Dealmoney Distribution and E-Marketing Private Limited	Family Care Hospitals Limited
2	<b>Nature of relationship [including nature of its interest financial or otherwise]</b>	Promoter Group company, Director and Key Managerial Person is having significant influence		
3	<b>Type of the Transaction</b>	Availing / Providing fund based support including loans / Inter-corporate deposits (ICD) etc., in connection with loans availed /provided and interest and other related income / expenses and Sharing or usage of each other's resources and reimbursement of expenses		
4	<b>Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement</b>	Unsecured Profit bearing loan amounting to INR 10 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.	<p>A) Unsecured Profit bearing loan amounting to INR 50 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured Profit bearing loan amounting to INR 50 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches)</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 200 Lakhs for a period of one year (in one or more tranches)</p>	<p>A) Unsecured Profit bearing loan amounting to INR 1200 lakhs availed for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>B) Unsecured Profit bearing loan amounting to INR 1100 lakhs given for a period of one year (in one or more tranches) at an interest rate of 12% p.a. and repayable on project completion/ sales and on demand.</p> <p>C). Professional Services provided to Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches)</p> <p>D) Advisory Services taken by Onelife Capital Advisors Limited Amounting to INR 100 Lakhs for a period of one year (in one or more tranches)</p>
5	<b>Particulars of</b>	Same as above		

	<b>transactions</b>			
6	<b>Tenure of transaction</b>	One Year		
7	<b>Value of the transaction</b>	INR 10 lakhs	INR 500 lakhs	INR 2500 lakhs
8	<b>Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction</b>	0.31%	15.43%	77.13%
9	<b>Justification of the transaction</b>	Refer Note No. (II) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below	A) Refer Note No. (II) below B) Refer Note No. (I) below C) Refer Note No. (III) below D) Refer Note No. (IV) below
10	<b>Details of the valuation report or external party report (if any) enclosed with the Notice</b>	Not Applicable		
11	<b>Name of the Director or Key Managerial Personnel, who is related</b>	Mr. Pandoo Naig & Mr. Prabhakara Naig		
12	<p><b>Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</b></p> <p>A. Sources of funds - <b>Not Applicable</b></p> <p>B. In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> <li>• Nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure of the indebtedness - <b>Not Applicable</b></li> </ul> <p>C. Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security) - <b>Refer Point No. 4 Above</b></p> <p>D. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT - <b>Not Applicable</b></p>			

13	<b>% of the counter party's annual consolidated turnover that is represented by the value of the RPT</b>	Not Applicable	29.83%	62.49%
14	<b>Any other relevant information</b>	<p>These transactions entered during the financial year 2024-25 were at arm's length basis and in ordinary course of business. It is to be noted that the promoter and promoter group have not derived any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>		

**Note I:**

The Company had availed the financial assistance from the related parties on the need basis, in the form of inter corporate deposits/loans/ advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet its cash flow requirements/ exigencies.

**Note II:**

The Company provided the financial assistance to related parties on the need basis, in the form of inter corporate deposits/loans/advances, reimbursement of expenses / business support services or any other transfer of resources / services / obligations in order to meet their cash flow and business objectives/ requirements/ exigencies. The loans/advances were made in order to augment the long term resources of the Company and to render support for the business requirements of the Promoter Group entities.

**Note III:**

The Company engaged the services of specialized professionals from related parties who possess the necessary expertise to address specific needs and challenges as they arise. These services were utilized on an as-needed basis, ensuring that the Company had access to the required knowledge and skills at appropriate times to effectively support its operations and objectives. The transaction was on Arms' length Basis.

**Note IV:**

The company offered Advisory Services in areas where it possessed specialized expertise to its related parties whenever such services were needed. These advisory services were provided on an arms-length basis.



**ITEM 7:**

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors of the Company had made investment/ extend guarantee/ provided security/ given loan upto an amount of Rs. 64,50,00,000/- (Rupees Sixty Four Crores & Fifty Lakhs only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company & no personal benefit was derived.

Since, decisions for investment or for providing loan/guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it was not be feasible for the Company to seek shareholders' consent. The Board proposes to ratify the Transaction.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought for Rs. 64,50,00,000/- (Rupees Sixty Four Crores & Fifty Lakhs only) , for the loans/investments made, security/guarantee provided by the Board of Directors of the Company.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through Postal Ballot or may be transacted at a General Meeting providing the facility to members to vote by electronic means. The said Special Resolution is being recommended for the approval of the Members in AGM.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

**ITEM 8:**

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is proposed that the Board of Directors of the Company be authorized to make investment/ extend guarantee/ provide security/ give loan upto an amount of Rs. 100 Crores (Rupees One Hundred Crores only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company.

Since, decisions for investment or for providing loan/guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it may not be feasible for the Company to seek shareholders' consent. The Board proposes to make investment/ give loan, inter-alia, out of internal accruals/mobilizations including external financing, as may be done by the Company from time to time.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought to fix the ceiling of Rs 100 Crores, upto which loans/investments can be made, security/guarantee may be provided by the Board of Directors of the Company. In accordance with the provisions of the Companies Act, 2013, the said limit may also be considered as an annual limit for the FY 2024-2025.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through Postal Ballot or may be transacted at a General Meeting providing the facility to members to vote by electronic means. The said Special Resolution is being recommended for the approval of the Members in AGM.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

**ITEM 9:**

The Board Members of the Company at their Meeting held on September 06,2024 passed a resolution authorizing the Company to borrow from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100,00,00,000/- (INR One Hundred Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, subject to approval of the shareholders, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

In contemplation of business expansion projects to be materialized, the Board may have to resort to multiple financing alternatives, total amount so borrowed by the Board shall not, at any time, exceed the limit of Rs.100 Crores (Rupees One Hundred Crores only).

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 9 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

**ITEM 10:**

The Board Members of the Company at their Meeting held 06 September 2024 passed a resolution authorizing the Company, subject to approval of the shareholders, to sell, mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on such terms and conditions at such time (s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore only) at any point of time.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of this Notice and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

**ANNEXURE A:**

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2024 Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

(I)

<b>Name of the Directors</b>	<b>Mr. Pandoo Naig (DIN: 00158221)</b>
Date of Birth	15/04/1981
Date of Appointment	March 23, 2023
Brief Resume	Businessman with experience of running various companies related to capital markets, real estate, agricultural, software, healthcare etc.
Relationship with the Directors and Key Managerial Personnel	Son of Mr. Prabhakara Naig – A Promoter
Expertise in specific Functional Area	Capital Market and Investment Banking & Finance
Qualification	HSC
Board Membership of other Listed Companies as on 31 <sup>st</sup> March, 2024	1 (Family Care Hospitals Limited)
Chairman /Member of the Committee of the Board of Directors of other listed companies as on 31 <sup>st</sup> March, 2024	
a) <i>Audit Committee</i>	Nil
b) <i>Nomination And Remuneration Committee</i>	Nil
c) <i>Stakeholder's Relationship Committee</i>	Nil
d) <i>Risk Management Committee</i>	1
Number of shares held in Company as on 31 <sup>st</sup> March, 2024	54999

**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 2023-24 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 17<sup>th</sup> Annual Report together with the Audited Financial Statements of your Company for the year ended 31<sup>st</sup> March, 2024.

**1. FINANCIAL PERFORMANCE:**

The Financial performance of the Company for the year ended 31<sup>st</sup> March, 2024 is summarized below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Current Year 2023-24	Previous year 2022-23	Current Year 2023-24	Previous year 2022-23
Revenue from Operations	348.80	313.00	3699.91	444.41
Other Income	274.10	257.36	317.15	97.91
<b>Total</b>	<b>622.90</b>	<b>570.36</b>	<b>4017.06</b>	<b>542.32</b>
<b>Expenditure</b>				
Purchase of stock in trade	-	-	3562.80	-
Changes in Inventories of Finished Goods, Work –in – Progress & Stock in Trade	-	-	(2262.80)	-
Employee Benefit Expenses	106.68	115.04	403.94	280.53
Depreciation & Amortization expenses	0.53	0.66	53.44	5.44
Finance costs	24.07	126.89	178.19	149.92
Other Expenses	493.80	322.22	1440.38	354.39
<b>Total</b>	<b>625.08</b>	<b>564.81</b>	<b>3375.95</b>	<b>790.27</b>
<b>Profit / (Loss) from ordinary activities before exceptional items</b>	<b>(2.18)</b>	<b>5.55</b>	<b>641.11</b>	<b>(247.95)</b>
Exceptional items	-	-	-	-
<b>Profit / (Loss) from ordinary activities before tax</b>	<b>(2.18)</b>	<b>5.55</b>	<b>641.11</b>	<b>(247.95)</b>
<b>Tax Expense</b>				
Current Year Tax	-	1.44	250.08	3.44
Deferred Tax Credit	2.64	3.19	329.18	(3.41)
Earlier year	(1.44)	-	(1.44)	-
<b>Profit after Tax</b>	<b>(3.38)</b>	<b>0.92</b>	<b>63.29</b>	<b>(247.98)</b>
Other Comprehensive income for the year	1.20	-0.36	(0.50)	(0.36)
<b>Total Comprehensive income for the year</b>	<b>(2.18)</b>	<b>0.56</b>	<b>62.79</b>	<b>(248.34)</b>
Basic and Diluted Earnings per equity	<b>(0.03)</b>	<b>0.007</b>	<b>0.47</b>	<b>(1.86)</b>

share (Rs.)				
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**COMPANY'S PERFORMANCE:****Standalone**

The standalone revenue from operations in FY 2023-24 stood at Rs.622.90 Lakhs. Total expenses for the year stood at Rs. 625.08 Lakhs. The loss stood at Rs. 2.18 Lakhs. Reported net loss after tax for the year came in at Rs. 3.38 Lakhs.

**Consolidated**

The consolidated revenue for the year stood at Rs. 4017.06 Lakhs. Total expenses for the year stood at Rs. 3375.95 Lakhs. The profit before taxation (PBT) stood at Rs. 641.11 Lakhs.

There has been no change in the nature of business of the Company during the year under review. 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 31<sup>st</sup> March, 2024 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. DIVIDEND:**

Your Directors do not recommend any dividend for the year 2023-24.

**4. TRANSFER TO RESERVES:**

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

**5. PUBLIC DEPOSITS:**

During the financial year 2023-2024, 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.

## **6. 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.

## **7. 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 Chairman & 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.

## **8. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **BOARD'S COMPOSITION AND INDEPENDENCE**

As on date, the Board is comprised of Two Executive Directors and Three 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 six (6) meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

### **RETIREMENT BY ROTATION**

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

### **APPOINTMENT & RESIGNATION DURING THE YEAR**

1. Mr. Gurunath Mudlapur (DIN: 00009485) resigned from the post of Non-Executive Non-Independent Director of the Company with effect from 20 July 2023.



2. Ms. Divya Modi, an Associate Member of ICSI having Membership No. A69806 appointed as Company Secretary and Compliance Officer of the Company with effect from 14<sup>th</sup> August 2023.
3. Mr. Pandoo Naig (DIN: 00158221) who was appointed as an Additional (Executive) Director on 23<sup>rd</sup> March 2023 was regularized in the 16<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2023.
4. Mr. Aneish Kumaran Kumar (DIN: 08766256) who was appointed as an Additional Director (Non-Executive & Independent) with effect from 23<sup>rd</sup> March 2023 was regularized in the 16<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2023.
5. Mr. Manoj Malpani (DIN: 05174775) was appointed as an Additional Director (Non-Executive & Non- Independent) Of the Company on 05<sup>th</sup> February 2024.

(Note:

- Mr. Manoj Malpani resigned from the post of CFO & Directorship on 01<sup>st</sup> April, 2024.
- Ms. Divya Modi resigned as Company Secretary and Compliance Officer of the Company on 13<sup>th</sup> April, 2024
- Mr. Pandoo Naig was appointed as the Interim CFO of the Company on 03<sup>rd</sup> June 2024.
- Mrs. Kajal Shethia was appointed as the Company Secretary & Compliance Officer of the Company on 03<sup>rd</sup> June 2024.)

#### **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.

#### **9. 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.

#### **10. 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, 2024 and of the profit/loss 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.

#### **11. SECRETARIAL STANDARDS**

The Company complies with all applicable secretarial standards.

#### **12. SUBSIDIARIES:**

As on 31<sup>st</sup> March, 2024, 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 (Subsidiary)
6. Dealmoney Financial Services Private Limited (Subsidiary)

Step-down Subsidiary of Onelife Capital Advisors Limited and Wholly Owned Subsidiary of Dealmoney Commodities Private Limited are namely:

1. Dealmoney Real Estate Private Limited
2. Dealmoney Distribution & E-marketing Private Limited

#### **NAME OF THE COMPANIES WHICH HAVE BECAME / CEASED TO BE SUBSIDIARIES / ASSOCIATES OR JOINT VENTURES DURING THE YEAR**

\*None of the Companies 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](mailto:cs@onelifecapital.in). The financial statements including the Consolidated Financial Statements, financial statements of each Subsidiary have been uploaded on the website of the Company i.e. [www.onelifecapital.in](http://www.onelifecapital.in).

(\*Note: Continental Controls have become an Associate Company in the FY 2024-2025 due to the Share Purchase Agreement entered by Onelife Capital Advisors Limited for purchase of 24.56% of voting & Equity Capital)

### **13. 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. You may write to the Company Secretary on [cs@onelifecapital.in](mailto:cs@onelifecapital.in) and also the same are placed on the Company's website [www.onelifecapital.in](http://www.onelifecapital.in).

### **14. 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.

### **15. 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](http://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.

### **16. 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, 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.

**17. LISTING OF EQUITY SHARES:**

Pursuant to the provisions of Listing Agreement with the Stock Exchanges, the Company declares that the Equity Shares of the Company are listed at the BSE Limited and NSE Limited.

The Company confirms that it has paid Annual Listing Fees due to stock exchanges up to the Financial Year – 2023-24.

**18. AUDITORS AND AUDITORS’ REPORT:**

- **STATUTORY AUDITORS**

M/s. N R Tibrewala & Co. LLP, Chartered Accountants (Firm Registration No: W100608) was appointed as Statutory Auditors of your Company at the 16<sup>th</sup> Annual General Meeting (“AGM”) held on 29th September, 2023 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors was required to be ratified by Members at every Annual General Meeting. Pursuant to the amendment in Section 139 of the Act vide Companies (Amendment) Act, 2017 effective from May 7, 2018; the requirement relating to ratification of appointment of Statutory Auditors by the Members of the Company at every AGM has been dispensed with. Hence, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, M/s. N R Tibrewala & Co. LLP, Chartered Accountants (Firm Registration No: W100608) hold office for a consecutive period of five (5) years until the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company to be held for the year 2028 without following the requirement of ratification of their appointment every year.

Explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013 are as follows:

**A. Standalone Independent Audit Report**

Sr. No	Qualified observation of Statutory Auditors Report	Managements Explanation/Comments
1	The company has not done any fair valuation in respect of Investments aggregating to Rs.1300 Lakhs in two subsidiaries nor evaluated any impairment provisions for expected credit losses (ECL) as required under Ind AS 109 “Financial Instruments” in respect of loans and advances aggregating to Rs.1083.45 lakhs given to its two subsidiaries.	The company accounts all investments at cost and evaluates the fair value annually as required under Ind AS 113. The investment of Rs. 900 lakhs is in one of its wholly owned subsidiaries Eyelid Infrastructure Private Limited. The Subsidiary is having the prime property at Juhu Tara Road, Mumbai. The present market value as per ready reckoner is much higher than the investment and the loans given by the company. The company feels that the investment and the loans provided to subsidiaries are fully secured and the question of impairment does not arise and

		hence no provision is required for the same. Further, the company had invested Rs. 400 lakhs in another wholly owned subsidiary named Dealmoney Distribution & Advisory Services Private Limited. The company had acquired this subsidiary from NSR group which is non-resident as a package with the 3 more companies. The total consideration was paid for this subsidiary was Rs. 400 lakhs. The subsidiary is in the business of real estate development. Due to the market conditions, the company had not taken any project for development. The company is confident that the investment and loans given by the company to its subsidiary is fully secured and no provision is required for the impairment for Investment and/or loans.
2	TDS has been reversed amounting to Rs. 66.95 lakhs and the same has been transferred to respective vendors account.	As the recipient has paid the taxes and filed their income tax returns and requested the company to pay the balance outstanding to them, since they have discharged their liabilities towards taxes.
3	An outstanding liability of Rs.39.60 lakhs of GST is pertaining to previous years as on March 31, 2024 which has been disputed with GST appellate authority whose decision is awaited.	Since we have obtained legal opinion and according to us it is an exempted product. The company had also filed an appeal to GST appellate authority and the decision is awaited.

#### B. Consolidated Independent Audit Report

Sr. No	Qualified observation of Statutory Auditors Report	Managements Explanation/Comments
1	TDS has been reversed amounting to Rs. 66.95 lakhs and the same has been transferred to respective vendors account.	Since the recipient has paid the taxes and filed their income tax returns and requested the company to pay the balance outstanding to them, since they have discharged their liabilities towards taxes.
2	An outstanding liability of Rs.39.60 lakhs of GST is pertaining to previous years as on March 31, 2024 which has been disputed with GST appellate authority whose decision is awaited.	Since we have obtained legal opinion and according to us it is an exempted product. The company had also filed an appeal to GST appellate authority and the decision is awaited.
3	Merger of DSPL and DCPL was approved by NCLT on 19.07.2021 and prepared/issued on 16.08.2021. However, the transferee company awaited approval for the said merger from NSE, MSEI and BSE, which were received on 01.02.2023, 25.01.2024 and 01.02.2024 respectively. The merger process is ongoing and books of accounts	The effect of merger is given from 1st April, 2017

	of DSPL and DCPL are in process to merge as on 31.03.2024	
4	As a result of merger of DSPL and DCPL, Subsidiaries of DSPL became subsidiary of DCPL but were not consolidated by DCPL while submitting their financial information for consolidation. Separate audited financials of such subsidiaries were consolidated while preparing consolidated financials for quarter and year ended March 31, 2024. All the accounting effects of merger and consolidation has been accounted in the quarter ended March 31, 2024 and not from the appointed date i.e. 1st April, 2017.	As per Ind AS 110, if the ultimate holding company is consolidating the accounts. In that case in between holding companies are not required to separately consolidate subsidiaries accounts. Further, the Ind AS 103 "Business Combinations" is not applicable in our case. Since the company is consolidating subsidiaries as per Ind AS 110. The effect of the merger is given from the appointed date i.e. 1st April, 2017.
5	The auditors of subsidiary company "Sarsan Securities Private Limited" have modified their opinion and have highlighted the fact regarding the TDS not deducted on amount aggregating to Rs. 183.45 lakhs on interest provided in the books of accounts.	The wholly owned subsidiary "Sarsan Securities Private Limited" provided the Interest payable as on 31st March, 2024 to parties whose income are below taxable limit and all the parties will file their Income Tax returns and pay the taxes if any. In such circumstances, the subsidiary has not deducted their TDS. As per the Income Tax Act, 1961 if any expenditure on which the TDS is not deducted, in such case, their expenses to the extent of 30% will be disallowed while computing the total income of the subsidiary. Since, the revenue of the Government is not affected hence there will be no impact for the same.

(Note: Consolidated Audit Report as on 03 June 2024 contained Limited Review Report of Dealmoney Commodities Private Limited, however now Audited Report of the same has been received and there has been no change in the Assets, Liabilities or Investments as that reported earlier)

- **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 2023-24.

- **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, and the Secretarial Audit Report of unlisted Material Subsidiary i.e Dealmoney Commodities Private Limited is annexed herewith as “Annexure-[4]”

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except to the extent as mentioned below:

- i. There is delay in filing disclosures within 24 hours as required under regulation 30 and schedule III Para A of securities Exchange Board of India ( Listing Obligation and Disclosure Requirements) Regulations, 2015 , the details of which are as under :

Sr. No.	Particulars	Disclosure to Stock Exchange	Number of days delayed
1.	Resignation of Mr. Gurunath Subramanyam Mudlapur as Director w.e.f 20.07.2023	25.07.2023	4 days

- ii. Mr Himanshu Bipin Unadkat resigned as Company Secretary and Compliance officer of the Company w.e.f 14.10.2022. The Vacancy of Company Secretary caused upon his resignation as Company Secretary should have been filled up within 6 months, i.e. latest by 13.04.2024 within the time limit as prescribed under section 203(4) of the Companies Act, 2013. However, there was a delay of 4 months 1 day in filling up the said vacancy since Ms. Divya Modi was appointed as Company Secretary on 14.08.2023. This is a non compliance of Section 203(4) of Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personal) rule, 2014.
- iii. The Vacancy of Compliance Officer caused upon the resignation of Mr Himanshu Bipin Unadkat as Compliance Officer should have been filled up within 3 months, i.e. latest by 13.01.2023 within the time limit as prescribed under Regulation 6 (1A) of SEBI (LODR) Regulations, 2015. However there was a delay of 7 months 1 day in filling up the said vacancy since Ms. Divya Modi was appointed as Compliance officer on 14.08.2023. This is a non compliance of Regulation 6 (1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
- iv. A fine of Rs. 1,22,000/- was imposed on the Company from BSE for non-compliance of Regulation 6(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September, 2023. However the company had requested for the waiver for the said fine so imposed. After due consideration BSE accepted the waiver request on 09.01.2024 and reduced the fine amount to 5000/- which was paid on 09.01.2024.
- v. A fine of Rs. 5,000/- was imposed on the Company from BSE for non-compliance of Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September, 2023. The Company paid the said fine on 18.12.2023.
- vi. A fine of Rs. 3,65,000/- was imposed on the Company from BSE for non-compliance of Regulation 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December, 2023. However the company has requested for the waiver for the said fine so imposed on 05.03.2024 & response from BSE is awaited.

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 2023-24, 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.

**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, 2024 is available on the Company's website at [www.onelifecapital.in](http://www.onelifecapital.in).

**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.

Details with respect to transactions with related parties entered into by the Company during the year under review are disclosed in the accompanying financial results and the details pursuant to clause (h) of Section 134(3) of act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in "Annexure - [5]" in the form AOC-2.

Further, details of related party transactions are presented in Note No. 39 of notes to consolidated financial statements of the Company.

**21. PARTICULARS OF LOANS, GUARANTEE OR 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 2024:

- No. of complaints received: Nil
- No. of complaints disposed off: Nil
- 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. 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.

**29. ACKNOWLEDGEMENT:**

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.

**Registered Office:**

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

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

**CIN:** L74140MH2007PLC173660

**E-mail:** [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

**Sd/-**

**Prabhakara Naig**

**Whole Time Director**

**DIN: 00716975**

**Place: Thane**

**Date: 06 September 2024**

## 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, 2024

(Amount in Lakhs)

Particulars	1	2
	Eyelid Infrastructure Private Limited	Dealmoney Insurance Broking Private Limited
Capital	10.00	100.00
Other Equity	621.00	(47.23)
Total Assets	244.10	52.77
Total Liabilities	372.16	53.21
Investments	210.31	-
Total Income	1.14	-
Profit/(Loss) Before Taxation	(17.32)	(1.78)
Provision for Taxation	-	-
Profit/(Loss) After Taxation	(17.32)	(1.78)
Proposed Dividend	-	-

(Amount in Rs.)

Particulars	3	4	5	6
	Dealmoney Distribution and Advisory Services Private Limited	Dealmoney Commodities Private Limited	Dealmoney Financial Services Private Limited	Sarsan Securities Private Limited
Capital	2,40,00,000	18,28,70,060	10,00,000	1,36,34,350
Other Equity	(4,67,48,507)	15,79,60,662	(1,34,304)	5,47,30,468
Total Assets	6,71,73,459	91,40,90,630	875696	34,17,94,467
Total Liabilities	8,99,21,966	57,32,59,908	10,000	27,34,29,518
Investments	-	19,36,27,097	-	385
Total Income	-	23,82,39,668	-	2,83,46,948
Profit/(Loss) Before Taxation	(44,90,581)	8,13,08,497	17,834	80,45,532
Provision for Taxation	-	-	-	-
Profit/(Loss) After Taxation	(44,90,581)	2,56,66,104	17,834	60,25,653
Proposed Dividend	-	-	-	-

**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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

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

**Sd/-**

**Prabhakara Naig**

**Whole Time Director**

**DIN: 00716975**

**Place: Thane**

**Date: 06 September 2024**

## 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 2023-2024, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2023-2024:

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	4.29	Nil
2	Mr. Pandoo Naig	Executive Director	4.29	Nil
3	Ms. Divya Modi	Company Secretary	0.78	Nil

**Notes:**

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2023-24.
  2. Median remuneration of the Company for all its employees is Rs. 350004/- for the financial year 2023-24.
  3. The Non-Executive Directors of the Company are entitled for sitting fee. The details of sitting fees 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 21.91%
- iii. The Company has 17 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2024.
- 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

**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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

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

**Sd/-  
Prabhakara Naig  
Whole Time Director  
DIN: 00716975**

**Place: Thane**

**Date: 06 September 2024**

## Annexure [3] to Board's Report

**Form No. MR- 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

[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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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, 2018; (Not applicable during the Audit period)

- (d) The Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (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, 2018;(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, except to the extent as mentioned below:

- i. There is delay in filing disclosures within 24 hours as required under regulation 30 and schedule III Para A of securities Exchange Board of India ( Listing Obligation and Disclosure Requirements) Regulations, 2015 , the details of which are as under :

Sr. No.	Particulars	Disclosure to Stock Exchange	Number of days delayed
1.	Resignation of Mr. Gurunath Subramanyam Mudlapur as Director w.e.f 20.07.2023	25.07.2023	4 days

- ii. Mr Himanshu Bipin Unadkat resigned as Company Secretary and Compliance officer of the Company w.e.f 14.10.2022. The Vacancy of Company Secretary caused upon his resignation as Company Secretary should have been filled up within 6 months, i.e. latest by 13.04.2024 within the time limit as prescribed under section 203(4) of the Companies Act, 2013. However, there was a delay of 4 months 1 day in filling up the said vacancy since Ms. Divya Modi was appointed as Company Secretary on 14.08.2023. This is a non compliance of Section 203(4) of Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personal) rule, 2014.



- iii. The Vacancy of Compliance Officer caused upon the resignation of Mr Himanshu Bipin Unadkat as Compliance Officer should have been filled up within 3 months, i.e. latest by 13.01.2023 within the time limit as prescribed under Regulation 6 (1A) of SEBI (LODR) Regulations, 2015. However there was a delay of 7 months 1 day in filling up the said vacancy since Ms. Divya Modi was appointed as Compliance officer on 14.08.2023. This is a non compliance of Regulation 6 (1A) of SEBI ( Listing Obligation and Disclosure Requirement) Regulations, 2015.
- iv. A fine of Rs. 1,22,000/- was imposed on the Company from BSE for non-compliance of Regulation 6(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September, 2023. However the company had requested for the waiver for the said fine so imposed. After due consideration BSE accepted the waiver request on 09.01.2024 and reduced the fine amount to 5000/- which was paid on 09.01.2024.
- v. A fine of Rs. 5,000/- was imposed on the Company from BSE for non-compliance of Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September, 2023. The Company paid the said fine on 18.12.2023.
- vi. A fine of Rs. 3,65,000/- was imposed on the Company from BSE for non-compliance of Regulation 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December, 2023. However the company has requested for the waiver for the said fine so imposed on 05.03.2024 & response from BSE is awaited.

**I further report that:**

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review has been 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 at the meeting.
- iii) All decisions at Board Meetings & Committee Meetings are carried out at majority 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:

- (i) Mr. Pandoo Prabhakar Naig was appointed as Additional Director through Resolution by Circulation w.e.f 23.03.2023 and was regularized by passing Ordinary Resolution in the Annual General meeting held on 29.09.2023. Form DIR 12 to be filed on appointment was filed with Registrar of Companies on 10.10.2023.
- (ii) Mr. Aneish Kumaran Kumar was appointed as Additional Independent Director through Resolution by Circulation w.e.f 23.03.2023 and was regularized by passing Ordinary Resolution in the Annual General Meeting held on 29.09.2023. Form DIR 12 to be filed on appointment was filed with Registrar of Companies on 10.10.2023.
- (iii) The company withdrew the appointment of Mrs. Ruchika Goyal as Company Secretary and Compliance Officer by Passing Board Resolution in the Board Meeting held on 30.05.2023,
- (iv) Mr. Gurunath Subramanyam Mudlapur has resigned as Director of the company w.e.f 20.07.2023 Form DIR 12 was filed with Registrar of Companies on 09.12.2023 belatedly.
- (v) Ms. Divya Modi has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 14.08.2023. Form MGT 14 filed with Registrar of Companies on 09.12.2023 belatedly.
- (vi) M/s. Bagaria & Co. LLP, Chartered Accountant resigned as Statutory Auditors of the Company w.e.f 28.08.2023.
- (vii) M/s. N R Tibrewala & Co. LLP, Chartered Accountant has been appointed as Statutory Auditors of the Company in the Board Meeting held on 05.09.23 and by passing Ordinary Resolution in Annual General Meeting held on 29.09.2023.
- (viii) Mr. Manoj Malpani has been appointed as Additional Director in the Board meeting held on 05.02.2024 who shall hold office till the conclusion of ensuing Annual General Meeting.
- (ix) The Company has passed a resolution in the Board meeting held on 06.03.2023 to make an open offer for acquisition of up to 15,98,027 equity shares, constituting 26% of the voting capital of Continental Controls Limited (“Conticon” or the “target Company”). The said offer is made the company at a price of Rs. 4/- per share to be paid in cash, in accordance with the SEBI (Substantial Acquisition of Shares & Takeover) Regulations 2014. The said open offer is triggered upon execution of Share purchase agreement and it is not subject to any Minimum acceptance level.
- (x) The Company has passed a special resolution at Annual General Meeting held on 29.09.23 to increase the overall managerial remuneration of Directors pursuant to the provisions of Section 197 read with schedule V and other applicable provisions of the Companies Act, 2013.
- (xi) Form MGT 14 to be filed for Reappointment of Secretarial Auditor, Re appointment of Internal Auditor filed with Registrar of Companies on 09.12.2023 belatedly.
- (xii) Form AOC 4 XBRL filed with Registrar of Companies on 28.11.2023 belatedly.

(xiii) Form MGT 7 filed with Registrar of Companies on 30.11.2023 belatedly.

**I further report**

**Auditor's Responsibility**

- (i) The Audit has been conducted as per the applicable Auditing standards issued by ICSI.
- (ii) The Auditor has obtained reasonable assurance about the statements prepared; documents and records maintained by the Company are free from misstatement.
- (iii) The Auditor has responsibility only to express an opinion on the evidences collected, information received and records maintained by the Company and given by the management.
- (iv) The Company has followed applicable laws, act, rules or regulations in maintaining their records, documents, statements while performing any corporate action.
- (v) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Sd/-**

**(Ajay Kumar)**

**Ajay Kumar & Co.**

**FCS No. 3399**

**C.P. No. 2944**

**UDIN: F003399F000479413**

**Peer Review Certificate No. 1119/2021**

**Date: 29-05-2024**

**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.

onelife

**'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/-**

**(Ajay Kumar)**

**Ajay Kumar & Co.**

**FCS No. 3399**

**C.P. No. 2944**

**UDIN: F003399F000479413**

**Peer Review Certificate No. 1119/2021**

**Date: 29-05-2024**

**Place: Mumbai**

## Annexure [4] to Board's Report

**Form No. MR- 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

[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**  
**DEALMONEY COMMODITIES PRIVATE LIMITED**  
 Plot No. A356/357, Road No. 26,  
 Wagle Industrial Estate,  
 MIDC,  
 Thane (West)- 400604.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DEALMONEY COMMODITIES PRIVATE 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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; (Not applicable during the Audit period)
- (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; (Not applicable during the Audit period)
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable during the Audit period)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the Audit period)

- (d) The Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (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; (Not applicable during the Audit period)
  - (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, 2018;(Not applicable during the Audit period)
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;(Not applicable during the Audit period except Regulation 24(1) and 24A)
- (vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY
1. The Securities and Exchange Board of India (Stock Broker) Regulations, 1992
  2. The Securities and Exchange Board of India (Depositories and Participants ) Regulations, 2018
  3. The Depositories Act, 1996
  4. BSE Bye-Laws
  5. NSE Bye-Laws
  6. CDSL Bye-Laws
  7. MCX Bye-Laws
  8. NCDEX Bye-Laws

**(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 Director, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review has been 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 except where the notice, agenda and detailed notes on agenda at a shorter notice and decisions were taken by majority of directors in the said meetings itself, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) All decisions at Board Meetings & Committee Meetings are carried out at majority 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:

- (i) Mr. Anil Ramchandra Bapardekar was appointed as Additional Director of the Company w.e.f 03.06.2023 and his appointment was regularized by passing Ordinary Resolution at the Annual General Meeting held on 30.09.2023. The Form DIR-12 for appointment was filed on 30.11.2023 belatedly.
- (ii) Mr. Premkumar Harikrishan has resigned as Director of the Company w.e.f 20.06.2023. The form DIR 12 for his resignation has been filed on 11.07.2023 within the time limit.
- (iii) Mr. Anil Ramchandra Bapardekar has been appointed as Compliance Officer of the company by passing board resolution at the board meeting held on 05.08.2023, in pursuance of Regulation 18A of Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 .

**I further report**

**Auditor's Responsibility**

- (i) The Audit has been conducted as per the applicable Auditing standards issued by ICSI.
- (ii) The Auditor has obtained reasonable assurance about the statements prepared; documents and records maintained by the Company are free from misstatement.
- (iii) The Auditor has responsibility only to express an opinion on the evidences collected, information received and records maintained by the Company and given by the management.
- (iv) The Company has followed applicable laws, act, rules or regulations in maintaining their records, documents, statements while performing any corporate action.
- (v) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Sd/-

(Ajay Kumar)

Ajay Kumar & Co.

FCS No. 3399

C.P. No. 2944

UDIN: F003399F000610491

Peer Review Certificate No. 1119/2021

Date: 24-06-2024

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**  
**DEALMONEY COMMODITIES PRIVATE LIMITED**  
Plot No. A356/357, Road No. 26,  
Wagle Industrial Estate,  
MIDC,  
Thane (West)- 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/-**  
**(Ajay Kumar)**  
**Ajay Kumar & Co.**  
**FCS No. 3399**  
**C.P. No. 2944**  
**UDIN: F003399F000610491**  
**Peer Review Certificate No. 1119/2021**

**Date: 24-06-2024**  
**Place: Mumbai**



## Annexure [5] to Board's Report

**FORM AOC – 2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr. No.	Name(s) of the related parties & Nature of Relationship	Nature of contracts/Arrangement /transactions	Duration of the contracts /arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advance, if any: (in Rs.)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NA	NA	NA	NA	NA	NA	NA	NA	NA

2. Details of contracts or arrangements or transactions at arm's length basis:

- **Name(s) of the related parties & Nature of Relationship:** As provided below
- **Nature of contracts/Arrangement /transactions:** As provided below
- **Duration of the contracts /arrangements /transactions:** On ongoing basis in ordinary course of business
- **Salient terms of the contracts or arrangements or transactions including the value, if any:** As agreed between parties
- **Date(s) of approval by the Board, if any:** 03 June 2024
- **Transactions and amount outstanding with related parties as per Standalone Basis**

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	<b>Loans Given</b>				
	Vaaman Pesticides Pvt. Ltd	NIL	NIL	NIL	1.20
		(NIL)	(NIL)	(NIL)	(1.25)
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(1,706.55)	(NIL)	(NIL)	(NIL)
	Oodnap Securities (India) Limited	NIL	NIL	NIL	4.20
		(NIL)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and Advisory Service Private Limited	17.79	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	466.00	NIL	NIL	NIL
(NIL)		(NIL)	(NIL)	(NIL)	
Pandoo Naig	NIL	12.63	NIL	NIL	
	(NIL)	(NIL)	(NIL)	(NIL)	
II	<b>Loans Taken</b>				
	Family Care Hospitals Ltd.	NIL	NIL	NIL	65.08
		(NIL)	(NIL)	(NIL)	(570.74)
	DP Engineering and Consulting Pvt Ltd.	NIL	NIL	NIL	105.00
		(NIL)	(NIL)	(NIL)	(20.00)
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	82.70	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	200.00	
	(NIL)	(NIL)	(NIL)	(NIL)	
III	<b>Loans Repaid</b>				
	Family Care Hospitals Ltd.	NIL	NIL	NIL	696.59
(NIL)		(NIL)	(NIL)	(813.95)	
IV	<b>Loans Received Back</b>				
	Oodnap Securities (India) Limited	NIL	NIL	NIL	465.10
		(NIL)	(NIL)	(NIL)	(431.45)
Dealmoney Commodities Private	NIL	NIL	NIL	NIL	

	Limited (Formerly known as Dealmoney Securities Private Limited)	(549.33)	(NIL)	(NIL)	(NIL)
	Eyelid Infrastructure Private Limited	NIL	NIL	NIL	NIL
		(50.00)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	105.50	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	696.79
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	12.63	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)

V	<b>Interest Expenses</b>				
	Family Care Hospitals Ltd.	NIL	NIL	NIL	24.07
		(NIL)	(NIL)	(NIL)	(71.04)
VI	<b>Interest Income</b>				
	Eyelid Infrastructure Private Limited	18.29	NIL	NIL	NIL
		(20.53)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	127.34	NIL	NIL	NIL
		(97.49)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and Advisory Service Private Limited	43.23	NIL	NIL	NIL
(43.11)		(NIL)	(NIL)	(NIL)	
VII	<b>Advisory Services Income</b>				
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(64.75)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	348.80	NIL	NIL	NIL
(248.25)		(NIL)	(NIL)	(NIL)	
VIII	<b>Rent Paid</b>				
	Eyelid Infrastructure Private Limited	1.14	NIL	NIL	NIL
		(1.14)	(NIL)	(NIL)	(NIL)
IX	<b>Remuneration to Key Management Personnel</b>				
	T. K. P. Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Pandoo Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Manoj Malpani	NIL	17.95	NIL	NIL
		(NIL)	(17.95)	(NIL)	(NIL)
	Divya Modi	NIL	0.93	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Himanshu Unadkut	NIL	NIL	NIL	NIL
(NIL)		(2.94)	(NIL)	(NIL)	
X	<b>Professional Fees</b>				
	Dealmoney Commodities Private	NIL	NIL	NIL	NIL

	Limited (Formerly known as Dealmoney Securities Private Limited)	(30.00)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	376.15	NIL	NIL	NIL
		(215.45)	(NIL)	(NIL)	(NIL)
XI	<b>Issue of shares of DCPL</b>				
	Gautam Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Sowmya Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Anandhi Naig	NIL	NIL	34.40	NIL
(NIL)		(NIL)	(NIL)	(NIL)	
Dealmoney Commodities Pvt. Ltd. (Conversion of Loan into Equity)	3,606.61	NIL	NIL	NIL	
	(NIL)	(NIL)	(NIL)	(NIL)	

<b>Outstanding as at March 31, 2024</b>					
<b>Loan Receivables</b>					
	Eyelid Infrastructure Pvt. Ltd.	220.85	NIL	NIL	NIL
		(202.56)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Pvt. Ltd.	1,624.84	NIL	NIL	NIL
		(1,136.99)	(NIL)	(NIL)	(NIL)
	Dealmoney Commodities Pvt. Ltd.	NIL	NIL	NIL	NIL
		(3,606.00)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and Advisory Services Private Limited	862.99	NIL	NIL	NIL
		(801.98)	(NIL)	(NIL)	(NIL)
	Oodnap Securities (India) Limited	NIL	NIL	NIL	381.69
		(NIL)	(NIL)	(NIL)	(842.59)
	Vaaman Pesticides Pvt. Ltd	NIL	NIL	NIL	60.15
		(NIL)	(NIL)	(NIL)	(58.95)
	Pran Fertilisers & Pesticides Pvt. Ltd.	NIL	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(691.49)
<b>Borrowings</b>					
	Dealmoney Insurance Broking Pvt Ltd	52.55	NIL	NIL	NIL
		(52.80)	(NIL)	(NIL)	(NIL)
	Anandhi Naig	NIL	NIL	34.40	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Gautam Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Sowmya Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	NIL	NIL	NIL
		(NIL)	(8.00)	(NIL)	(NIL)
	DP Engineering and Consulting Pvt Ltd.	NIL	NIL	NIL	125.00
		(NIL)	(NIL)	(NIL)	(20.00)

Pran Fertilisers & Pesticides Pvt. Ltd.	NIL	NIL	NIL	200.00
	(NIL)	(NIL)	(NIL)	(NIL)
Sowgau Estates Pvt. Ltd.	NIL	NIL	NIL	92.15
	(NIL)	(NIL)	(NIL)	(92.15)
Family Care Hospitals Ltd.	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(631.50)
Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	82.70	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(NIL)
<b>Trade Receivables</b>				
Dealmoney Distribution And E-Marketing Pvt Ltd	635.87	NIL	NIL	NIL
	(289.71)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	109.94	NIL	NIL	NIL
	(267.61)	(NIL)	(NIL)	(NIL)
<b>Trade Payables</b>				
Dealmoney Distribution And E-Marketing Pvt Ltd	248.54	NIL	NIL	NIL
	(232.69)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
	(247.82)	(NIL)	(NIL)	(NIL)
<b>Investment</b>				
Eyelid Infrastructure Private Limited	900.00	NIL	NIL	NIL
	(900.00)	(NIL)	(NIL)	(NIL)
Dealmoney Distribution and Advisory Services Private Ltd.	400.00	NIL	NIL	NIL
	(400.00)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private Limited	4,367.54	NIL	NIL	NIL
	(525.00)	(NIL)	(NIL)	(NIL)
Dealmoney Insurance Broking Private Ltd.	100.00	NIL	NIL	NIL
	(100.00)	(NIL)	(NIL)	(NIL)
Dealmoney Financial Services Pvt Ltd	8.50	NIL	NIL	NIL
	(8.50)	(NIL)	(NIL)	(NIL)
Sarsan Securities Private Limited	1,102.75	NIL	NIL	NIL
	(1,102.75)	(NIL)	(NIL)	(NIL)

- Transactions and amount outstanding with related parties as per Consolidated Basis

Sr. No.	Particulars	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
<b>I</b>	<b>Loans Given</b>			
	Vaaman Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	1.20 (1.25)
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	4.20 (NIL)
	Pandoo Naig	12.63 (NIL)	NIL (NIL)	NIL (NIL)
<b>II</b>	<b>Loans Taken</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	65.08 (570.74)
	DP Engineering and Consulting Pvt Ltd.	NIL (NIL)	NIL (NIL)	105.00 (20.00)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	200.00 (NIL)
<b>III</b>	<b>Loans Repaid</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	696.59 (813.95)
<b>IV</b>	<b>Loans Received Back</b>			
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	465.10 (431.45)
	Pran Fertilisers & Pesticides Private Ltd	NIL (NIL)	NIL (NIL)	NIL (691.49)
	Pandoo Naig	12.63 (NIL)	NIL (NIL)	NIL (NIL)
<b>V</b>	<b>Remuneration to Key Management Personnel</b>			
	T. K. P. Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Anil Bapardekar	8.94 (NIL)	NIL (NIL)	NIL (NIL)
	Manoj Malpani	17.95 (17.95)	NIL (NIL)	NIL (NIL)
	Sheetal Duggar	5.52 (1.42)	NIL (NIL)	NIL (NIL)
	Himanshu Unadkut	NIL (2.94)	NIL (NIL)	NIL (NIL)
	Divya Modi	0.93 (NIL)	NIL (NIL)	NIL (NIL)

Sr. No.	Particulars	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
<b>VI</b>	<b>Cost Sharing Expenses</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	81.41 (NIL)
<b>VII</b>	<b>Coupon</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	605.00 (NIL)
<b>VIII</b>	<b>Security Deposit received</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	700.00 (NIL)
<b>IX</b>	<b>Issue of shares of DCPL</b>			
	Gautam Deshpande	NIL (NIL)	NIL (NIL)	80.37 (NIL)
	Sowmya Deshpande	NIL (NIL)	NIL (NIL)	80.37 (NIL)
	Anandhi Naig	NIL (NIL)	NIL (NIL)	34.40 (NIL)
<b>X</b>	<b>Interest Expenses</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	24.07 (71.04)
<b>Outstanding as at March 31, 2024</b>				
<b>Loan Receivables</b>				
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	2,574.45 (631.50)
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	381.69 (842.59)
	Vaaman Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	60.15 (58.95)
	Pran Fertilisers & Pesticides Pvt. Ltd.	NIL (NIL)	NIL (NIL)	NIL (691.49)
<b>Borrowings</b>				
	Anandhi Naig	NIL (NIL)	34.40 (NIL)	NIL (NIL)
	Gautam Deshpande	NIL (NIL)	80.37 (NIL)	NIL (NIL)
	Sowmya Deshpande	NIL (NIL)	80.37 (NIL)	NIL (NIL)
	Pandoo Naig	NIL (8.00)	NIL (NIL)	NIL (NIL)
	DP Engineering and Consulting Pvt Ltd.	NIL (NIL)	NIL (NIL)	125.00 (20.00)
	Pran Fertilisers & Pesticides Pvt. Ltd.	NIL (NIL)	NIL (NIL)	200.00 (NIL)
	Sowgau Estates Pvt. Ltd.	NIL (NIL)	NIL (NIL)	92.15 (92.15)

**Registered Office:**

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

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

CIN: L74140MH2007PLC173660

E-mail: [cs@onelifecapital.in](mailto:cs@onelifecapital.in)

Website: [www.onelifecapital.in](http://www.onelifecapital.in)

Tel no.: 022-25833206

Place: Thane

Date: 06 September 2024

Sd/-

Prabhakara Naig

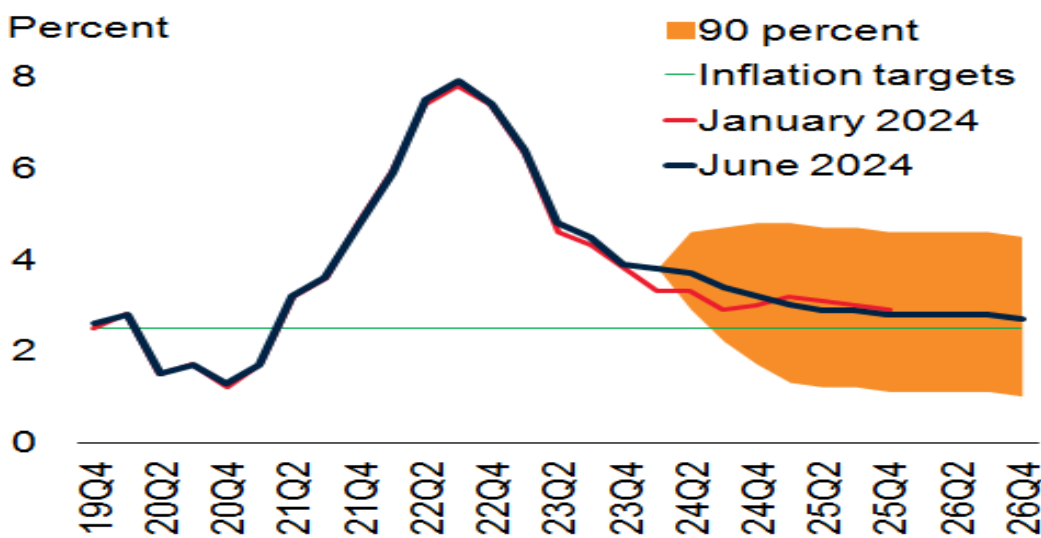
Whole Time Director

DIN: 00716975

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**GLOBAL ECONOMY OVERVIEW**

The global economy is stabilizing, following several years of overlapping negative shocks. Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economies. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic

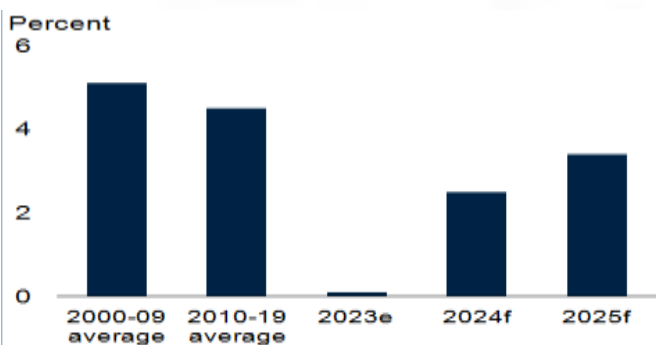


Inflation continues to wane globally, making progress toward central bank targets in advanced economies and EMDEs, but at a slower pace than previously expected. Core inflation has remained stubbornly high in many economies, supported by rapid growth of

Sources: Consensus Economics; Oxford Economics; World Bank.  
 Note: Model-based GDP-weighted projections of consumer price inflation using Oxford Economics' Global Economic Model. Sample includes 65 economies, including 31 EMDEs, and excludes Argentina and República Bolivariana de Venezuela. Confidence bands are derived from Consensus Economics forecast errors using the pre-pandemic sample. Horizontal line shows the average of most recent country-specific inflation targets, where available, or the 2015-19 average.

services prices. Over the remainder of 2024, continued tight monetary policy stances and slowing wage increases should help reduce inflation further. By the end of 2026, global inflation is expected to settle at an average rate of 2.8 percent, broadly consistent with central bank targets.

Global trade in goods and services was nearly flat in 2023—the weakest performance outside of global recessions in the past 50 years. Amid a sharp slowdown in global industrial production, the volume of goods trade contracted for most of 2023 and fell by 1.9 percent for the year as a whole.



Sources: CPB Netherlands Bureau of Economic Analysis; World Bank.  
 Note: Trade in goods is measured as the average of export and import volumes. Panel shows goods trade volumes. Last observation is March 2024.

Source: World Bank.  
 Note: e = estimate, f = forecast. Trade in goods and services is measured as the average of export and import volumes.



Global trade growth is projected to pick up to 2.5 percent this year, a significant improvement from last year but well below the average rates observed in the two decades preceding the pandemic

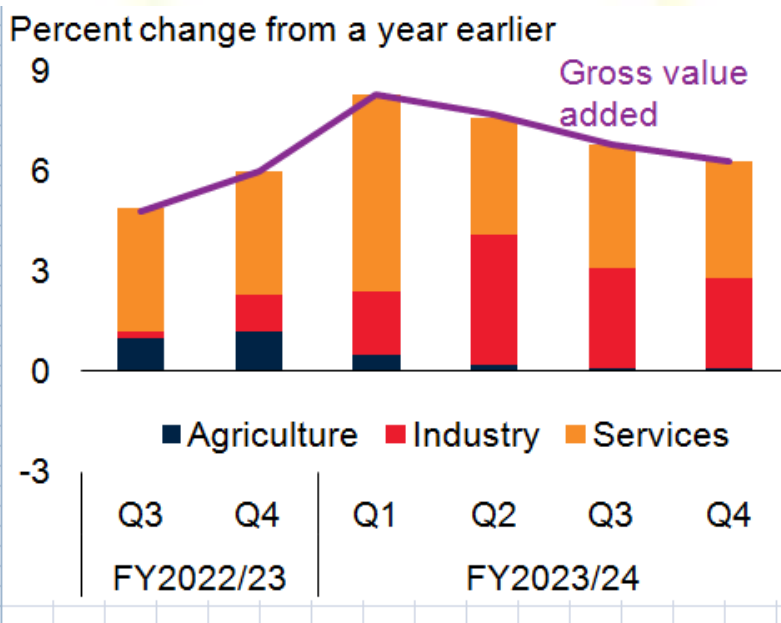
The good news is that global growth is holding steady, having slowed for three consecutive years. Inflation has been cut to a three-year low. Financial conditions have brightened. The world economy, in short, appears to be in final approach for a “soft landing.”

Yet, more than four years after the upheavals of the COVID-19 pandemic and subsequent global shocks, it’s clear the world—and developing economies, in particular—has yet to rediscover a reliable path to prosperity. Global growth is stabilizing at a rate insufficient for progress on key development goals—2.7 percent a year on average through 2026, well below the 3.1 percent average in the decade before COVID-19. By the end of this year, one in four developing economies will be poorer than it was on the eve of the pandemic.

By 2026, countries that are home to more than 80 percent of the world’s population would still be growing more slowly, on average, than they were in the decade before COVID-19. Without better policies, it would take a stroke of luck for that outlook to improve: global interest rates are expected to average 4 percent through 2026, double the average of the previous two decades.

**INDIAN ECONOMY OVERVIEW**

India’s economy has been buoyed by strong domestic demand, with a surge in investment, and robust services activity. It is projected to grow an average of 6.7 percent per fiscal year from 2024 through 2026—making South Asia the world’s fastest-growing region.



Sources: Haver Analytics; World Bank.

Note: FY = fiscal year. Percent change in real gross value added from a year earlier, with sectoral contributions (in percentage points), in India.

In India, growth is estimated to have picked up to 8.2 percent in fiscal year (FY) 2023/24 (April 2023 to March 2024)—1.9 percentage points higher than estimated in January. Growth in industrial activity, including manufacturing and construction, was stronger than expected, alongside resilient services activity, which helped offset a slowdown in agricultural production partly caused by monsoons. Growth of domestic demand remained robust, with a surge in investment, including in infrastructure, offsetting a moderation of consumption growth as post pandemic pent-up demand eased.

India will remain the fastest-growing of the world’s largest economies, although its pace of expansion is expected to moderate. After a high growth rate in FY2023/24, steady growth of 6.7 percent per year, on average, is projected for the three fiscal years beginning in FY2024/25. This moderation is mainly due to a slowdown in investment from a high base. However, investment growth is still expected to be stronger than previously envisaged and remain robust over the forecast period, with strong public investment accompanied by private investment. Private consumption growth is expected to benefit from a

recovery of agricultural production and declining inflation. Government consumption is projected to grow only slowly, in line with the government's aim of reducing current expenditure relative to GDP.

In FY 2023-24, the CPI inflation averaged 5.4 percent with rural inflation exceeding urban inflation. Lower production and erratic weather led to a spike in food inflation. In contrast, core inflation averaged at 4.5 percent, a sharp decline from 6.2 percent in FY 23. The softening of global commodity prices led to a moderation in core inflation. In India, inflation has kept within the Reserve Bank's target range of 2 to 6 percent since September 2023

The nation's foreign exchange reserves achieved a historic milestone, reaching \$645.6 billion. The credit quality of Indian companies remained strong between October 2023 and March 2024 following deleveraged Balance Sheets, sustained domestic demand and government-led capital expenditure. Rating upgrades continued to surpass rating downgrades in H2 FY24. UPI transactions in India posted a record 56 per cent rise in volume and a 43 per cent rise in value in FY24.

### **INDIAN FINANCIAL INDUSTRY OVERVIEW**

The country's financial services sector consists of capital markets, the insurance sector and non-banking financial companies (NBFCs). In 2023, India's gross savings stood at 30.2% of GDP. The number of Ultra High Net Worth Individuals (UHNWI) is estimated to increase from 12,069 in 2022 to 19,119 in 2027.

India's UHNWIs are likely to expand by 63% in the next 5 years. India is expected to have 16.57 lakh HNWI in 2027. India has scored a perfect 10 in protecting shareholders' rights on the back of reforms implemented by the Securities and Exchange Board of India (SEBI) in the World Bank's Ease of Doing Business 2020. India's Mutual Fund industry has experienced immense growth. In May 2021, the mutual fund industry crossed over 10 crore folios. As of March 2024, AUM managed by the mutual funds industry stood at Rs. 53.40 lakh crore (US\$ 641.75 billion).

Inflow in India's mutual fund schemes via systematic investment plans (SIP) from April 2023 to March 2024 stood at Rs. 2 lakh crore (US\$ 24.04 billion). Equity mutual funds registered a net inflow of Rs. 22.16 trillion (US\$ 294.15 billion) by the end of December 2021. The net inflows were Rs. 7,303.39 crore (US\$ 888 million) in December as compared to a 21-month low of Rs. 2,258.35 crore (US\$ 274.8 million) in November 2022. About 18% of assets in the mutual fund industry were generated from B30 locations in April 2024. These assets increased by 3%, from Rs. 9.83 lakh crore (US\$ 118.13 billion) in March 2024 to Rs. 10.16 lakh crore (US\$ 122.10 billion) in April 2024.

The Government of India has taken various steps to deepen reforms in the capital market, including simplification of the IPO process, which allows qualified foreign investors (QFIs) to access the Indian bond market. In 2019, investment in Indian equities by foreign portfolio investors (FPIs) touched a five-year high of Rs. 101,122 crore (US\$ 14.47 billion). Investment by FPIs in India's capital market reached a net Rs. 11,631 crore (US\$ 1.42 billion) in April 2023. Investment by FPIs in India's capital market reached a net Rs. 12.52 lakh crore (US\$ 177.73 billion) between FY21 (till August 10, 2020).

In FY22, US\$ 14.55 billion was raised across 127 initial public offerings (IPOs). The number of companies listed on the BSE increased from 135 in 1995 to 5,357 as of March 2024. India's market capitalization had surged by 25% from October 2021, it was at US\$ 3.15 trillion. Indian stock market rally made investors Rs. 80.62 lakh crore (US\$ 973.67 billion) in 2023 and Sensex reached an all-time high of 76,009.68 on May 27, 2024. According to Goldman Sachs, investors have been pouring money into India's stock market, which is likely to reach >US\$ 5 trillion, surpassing the UK, and become the fifth-largest stock market worldwide by 2024. The number of companies listed on the BSE increased from 135 in 1995 to 5,357 as of March 2024.

**INDUSTRY OVERVIEW- COMPANY PERFORMANCE**

The expertise of Onelife Capital Advisors Limited (OCAL) lies in identifying opportunities for growth and channeling investments, talents, customers and implement systems and processes to achieve the end objectives. To aid such businesses, your Company has developed industry specific software to gain depth and control over the business modules with systems and procedures to enhance customer's journey, improve transparency and generate crucial buyer growth.

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 gaining expertise 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, Artificial Intelligence (AI) and Data Science sectors. The Company is planning to diversify the business and increase the scope of growth of the Company as it has started growing in sectors of Financial Services after making the strategic investments in Dealmoney Group companies. The strategic objective is to build sustainable organizations that remain 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.

The Onelife Capital Advisors Limited (OCAL) has developed many software during the past few years. Some of them are under the testing stages and few software are ready to use. The Company is using some of these software for testing purposes in its group companies. The highlights of some of the developed software are as under:

The Holding Company has developed many software and plans to market them under the common brand named "Ready" signifying the business readiness of our software and has a impressive portfolio of software developed in the Financial Services, Healthcare, Automobiles, Real Estate, Inventory Modules, Human Resources Management System, Franchise/Partner Management System, Lead and Marketing Management System.

The Broking software gives entire details about the back office operations, online e-KYC, investment in Mutual Funds and online/offline insurance and its premium comparison with different insurance companies. It gives details about the upcoming IPOs. The software also generates research reports of all the leading companies from different industries, and advice about the different products of the financial market. The company also gives advice for the loan syndication with the different banks/financial institutions and NBFCs.

The Healthcare software is named "Ready HMS". This software gives entire details from the entry of the patients till he gets discharged from the hospital. It provides entire information about the patients, consumptions of the medicines, investigation reports, and visits of the doctors. It helps in providing details of TPA patients' insurance company wise, age wise, etc. The software provides the online consultation with doctors, delivery of the medicines pan India basis, maintaining of the inventory at pharmacy and hospital consumables.

Automobile Software deals with Aggregator model, Dealer Model, Spare part Model and Garage Model. In brief one can engage with different dealers, garages and shops of the automobiles parts across India.

The Company has also developed software relating to Human Resources, processing of attendance, salaries and other different mandatory government records relating to staff.

The Real Estate modules gives the entire details builder wise, area wise, city wise, budget wise, property available, on sale and rental basis.

Partner Management System, Lead Management System and Marketing Management System, these software are generally used by the Financial Service segment, the broking franchises, and their sub-brokers. By use of LMS, the Company can track lead status and its conversion into the final business.

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. 622.90 Lakhs. The Company reported a loss after Tax of Rs. 3.38 Lakhs. The consolidated income has increased compared to last year from Rs. 542.32 lakhs to Rs. 4017.06 Lakhs. With our ongoing strategy to keep growth and investments 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 subsidiaries namely "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", and "Sarsan Securities Private Limited".

The above subsidiary companies are engaged in the business of broking of shares, commodities and currencies. The companies are also engaged in the insurance business, both life and general (mediclaim and other non life insurance), investment in Mutual funds, advisory business. Sarsan Securities Private Limited 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.

### **OPPORTUNITIES AND THREATS**

#### ***Opportunities***

- A positive long-term economic outlook will lead to opportunities for financial services
- Growing Financial Services industry's share of wallets for disposable income
- Regulatory reforms would aid greater participation by all classes of investors
- Leveraging technology to enable best practices and processes
- Corporate looking at consolidation/acquisitions/ restructuring opens out opportunities for the corporate advisory business

#### ***Threats***

- Execution risk
- Short-term economic slowdown impacting investor sentiments and business activities
- Slowdown in global liquidity flows
- Increased intensity of competition from local and global players
- Market trends making other assets relatively attractive as investment avenues

### **OUR STRENGTHS**

#### **1. Focus on Technology and Analytics**

In today's data driven world we need strategic leverage technology and analytics. We use technology for our innovative products and Services that address customer's needs and stand out in markets. We also utilize our data analytic tools and make data driven decisions. We continuously monitor and evaluate the performance of our technology and analytics initiatives.

#### **2. Differentiating our Services**

Our Company enables customers with an experience of strategic propelling of their business by providing customized and value-added services. We meet the customers need in the most effective and efficient way by reaching out to their underlying needs and declogging their business perspectives. We achieve this by blending creativity and service at a reasonable cost vis-à-vis their growth aspirations.

#### **3. Improved Customer Experience**

Digital transformation provides customers with a seamless and convenient experience. Today's tech-savvy customer expects fast-paced services, and digitization takes financial services to their fingertips. It helps financial service companies positively engage customers and offer personalized products and

services. It enables customers to access financial assistance anytime and from any location, improving their satisfaction with the services.

#### **4. Professional and Experienced Management Team**

The management team has immense knowledge of our industry. They also have rich experience in various industries. The Promoters and Directors have been involved in the day- to- day business and management of our Company. We also have a dedicated and experienced management group who are in charge of operation, quality management and delivery to each of our customers and functions well as a team along-with the expertise and vision to expand our business. We believe that our management team's experience and their understanding of the relevant industry will enable us to continue to take advantage of both current and future market opportunities.

### **OUR STRATEGIES**

#### **1. Enhancing our brand image**

We are looking to enhance our recognition in current competitive market through Quality Products and Services, exceeding customer's expectations, consistent Branding and Building relations with customer will enhance our brand image and reputation.

#### **2. Customer Relationship Management**

We are in the highly competitive Industry, building Strong relationships with customers is extremely important and strategic. A focused Customer Relationship is key to understanding, Satisfying and keeping customers in this field by following comprehensive customer Relationship, Our Company cannot only build and maintain strong relationships with customer but also become a trusted partner in the industry. This leads to increase customer loyalty, higher customer lifetime value, and competitive advantage in constantly changing markets.

#### **3. Continuous Improvement and Innovation**

We are focusing on a culture of innovation and continuous improvement within our Company. Our Company encourages employees to think creatively, experiment with new ideas, and embrace emerging technologies to stay ahead of the curve and drive growth.

### **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 an organization where dynamic and progressive work culture is promoted and 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.

The company emphasizes continuous training to enhance employees' skills and competencies, ensuring effective job performance. Employee incentivization, professional growth and recognition are core elements of human resource management, improving job satisfaction and overall quality of life. Our Talent Management Process & Practices like identifying, developing, engaging, nurturing, succession planning enables to build sustainability for future growth. We are actively focused on developing people manager capabilities to foster a culture of development, transparency, and meritocracy. To develop & nurture the talent, we provide different learning avenues like classroom, on the job, mentoring & digital.

**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.



## 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 2023-2024. Onelife Capital Advisors Limited has complied with the statutory and regulatory requirements stipulated in the applicable laws, including Listing Regulations, 2015.

### 1. 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.

### 2. BOARD OF DIRECTORS

The Board meets at least 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.

### 3. COMPOSITION AND CATEGORY OF THE BOARD OF DIRECTORS:

As on date, Onelife’s Board consists of 5 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- Executive Director
Non Executive Non Independent Director	Mr. Gurunath Mudlapur* Mr. Manoj Malpani*



Non Executive Independent Directors	Mr. Dhananjay Parikh Mr. Aneish Kumaran Kumar Mrs. Sonam Satish Kumar Jain
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\* Mr. Gurunath Mudlapur has vide the letter dated 20th July 2023 informed the Company of his inability to render services as Director of the Company due to pre-occupations and has resigned.

\*Mr. Manoj Malpani has vide the letter dated 01 April, 2024 informed the Company of his inability to render services as Director & CFO of the Company due to pre-occupations and has resigned

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.

#### **4. 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. The Independent Directors of the Company at their meeting held on 05<sup>th</sup> February, 2024 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.

#### **5. 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 31<sup>st</sup> March, 2024.

#### **6. 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.

#### **7. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:**

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

**8. CONFIRMATION ON INDEPENDENCE OF THE INDEPENDENT DIRECTORS**

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

**9. 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. Aneish Kumar	Mr. Manoj Malpani
	Business expertise	√	√	√	√	√	√	√
	Strategy & Planning	√	√	√	√	√	√	√
	Leadership	√	√	√	√	√	√	√
	Governance, Risk and Compliance	√	√	√	√	√	√	√
	Accounts, Audit & Finance	√	√	√	√	√	√	√
	Global Exposure	√	√	√	√		√	√
	Stakeholder engagement	√	√	√		√	√	√
	Government/Regulatory	√	√	√	√	√	√	√

**10. DIRECTORSHIP IN OTHER LISTED ENTITIES:**

Name of Directors	Name of the Listed Entity	Category Of Directorship
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Mr. Pandoo Naig	Family Care Hospitals Limited	Executive Director
Dr. Prabhakara Naig	NIL	NA
Mr. Dhananjay Parikh	Family Care Hospitals Limited	Non Executive-Independent Director
Mrs. Sonam Jain	NIL	NA
Mr. Aneish Kumaran Kumar	1. Family Care Hospitals Limited 2. Flomic Global Logistics Limited 3. Canopy Finance Limited	Non Exec-Independent Director
Mr. Manoj Malpani	NIL	NA

## 11. PARTICULARS OF SENIOR MANAGEMENT AND THE CHANGES THEREIN

Company Secretary- Ms. Divya Modi\*

(\* Ms. Divya Modi resigned from the post of Company Secretary & Compliance Officer on 13 April 2024. Mrs. Kajal Shethia filled the vacant spot of Company Secretary & Compliance Officer on 03 June 2024.)

Chief Finance Officer – Manoj Malpani\*

(\*Mr. Manoj Malpani resigned from the post of CFO on 01 April 2024. Mr. Pandoo Naig was appointed as an interim CFO of the company on 03 June 2024)

## 12. CONFIRMATION ABOUT INDEPENDENCE:

The Company has received declarations from the Independent Directors that they meet the criteria of Independence laid down under Section 149 of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b) & 25 of the SEBI LODR. The Independent Directors have also confirmed that they have registered themselves with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs. Further, during the year there has been no change in the circumstances affecting their status as Independent Directors of the Bank. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfil the conditions of independence specified in the SEBI LODR and the Act and are independent of the management of the Company

## 13. POLICY ON APPOINTMENT OF DIRECTORS:

The Company believes in Board Diversity. Company has a detailed process for appointment of Directors including the required skill sets, experience, qualification, etc. as required under the Companies Act, 2013, SEBI LODR. The Nomination & Remuneration Committee after evaluate Fit & Proper Criteria and Succession Planning recommended appointment of Directors.

## 14. CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:

The Nomination & Remuneration Committee while considering the proposal for appointment of Independent Directors considers the criteria of independence as prescribed under the Companies Act, 2013 and SEBI LODR.

**15. INFORMATION SUPPLIED / AVAILABLE TO THE BOARD:**

The Directors are presented with important/critical information on the operations of the as well as information which requires deliberations at the highest level. The Board has complete access to all the relevant information within the Company and also has access to the Top Management of the Company and any additional information to make informed decision.

**16. NUMBERS OF BOARD MEETINGS:**

Most Board meetings are held at our Registered Office, dates of which are informed in advance. The Board meets at least 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 6 times during the year in review. Details of the Board Meetings and the attendance of the directors are as follows:

Sr. No.	Date of the Board Meeting	Total Number of Directors as on date of the meeting	Number of Directors present (All directors present including Independent Directors)
1	30/5/2023	6	5
2	14/08/2023	5	5
3	05/09/2023	5	4
4	31/10/2023	5	5
5	05/02/2024	5	5
6	06/03/2024	6	6

**17. ATTENDANCE OF THE DIRECTORS AT THE BOARD MEETINGS, LAST AGM AND NUMBER OF OTHER DIRECTORSHIPS, CHAIRMANSHIPS / MEMBERSHIPS OF THE COMMITTEES OF DIRECTORS IN THE VARIOUS COMPANIES:**

Sr. No.	Name of the Directors	Attendance at meetings during 2023-2024		No of Directorship in listed entities including this listed entity	No of post of Membership / Chairperson in the Committees held in listed entities including this listed entity
		Board Meetings	Last AGM		

		Meetings held during the tenure	Attended during the tenure			Chairman	Member
	Mr. Prabhakara Naig	06	06	Yes	1	Nil	Nil
	Mr. Pandoo Naig	06	06	Yes	2	01	Nil
	Mr. Gurunath Mudlapur*	01	00	No	1	01	03
	Mrs. Sonam Jain	06	05	Yes	1	01	03
	Mr. Dhananjay Parikh	06	06	Yes	2	04	04
	Mr. Aneish Kumar	06	06	Yes	3	02	04
	Mr. Manoj Malpani*	01	01	No	01	Nil	Nil

\* Mr. Gurunath Mudlapur has vide the letter dated 20<sup>th</sup> July 2023 informed the Company of his inability to render services as Director of the Company due to pre-occupations and has resigned.

\*Mr. Manoj Malpani has vide letter dated 01<sup>st</sup> April 2024 informed the Company of his inability to render services as Director of the Company

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.

#### **18. 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.

#### **19. 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.

## **20. 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.

## **21. BRIEF PROFILE OF THE DIRECTORS:**

### **MR. PRABHAKARA NAIG - WHOLE TIME DIRECTOR AND CHAIRMAN**

Mr. TKP Naig is the Whole Time Director and Chairman of Onelife Capital Advisors Limited. He has rich and extensive experience in management of the overall affairs of corporate bodies. He holds a bachelor degree in Commerce from Madras University and has more than 33 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 FII's 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 - EXECUTIVE DIRECTOR AND INTERIM CHIEF FINANCIAL OFFICER**

Mr. Pandoo Naig has experience in Capital Market and Investment Banking. Mr. Pandoo Naig, aged 43 is an Executive Director and Interim Chief Financial Officer of our Company. Mr. Naig is a co-founder of our Company and has more than 18 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.

### **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. Gurunath Mudlapur has vide the letter dated 20th July 2023 informed the Company of his inability to render services as Director of the Company due to pre-occupations and has resigned.

**✚ MR. D.C. PARIKH - NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. D.C. Parikh is the founder 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.

**✚ MR. MANOJ MALPANI - NON-EXECUTIVE NON INDEPENDENT DIRECTOR \***

Mr. Manoj Malpani, aged 58 was the CFO & Additional Non Executive Non Independent Director of the Company. He was appointed on Board on 5<sup>th</sup> February 2024. He has completed Graduation in Commerce. He has extensive experience in the fields of finance and management. Mr. Manoj Malpani (DIN: 05174775) resigned from the post of CFO & Non Executive Non Independent Director with effect from 01 July 2024. Mr. Manoj Malpani had vide their letter dated 01 April 2024 informed the Company of their inability to render services as CFO & Non Executive Non Independent Director of the Company due to personal reasons. He further confirmed that there are no material reasons other than the above mentioned reason for his resignation.

**✚ MR. ANEISH KUMAR – NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. Aneish Kumar is a top banking and finance professional having 38 years of experience with expertise in Marketing Trade finance, Corporate Banking, Correspondent Banking, Cash Management, Industrial credit, Loan syndications, Leasing & Hire purchase, Product & Business Development, and in an advisory role for upcoming industries having Record achievements of revenue growth, strategic initiative, developing a profitable product, innovative techniques. He had been the Managing Director & Country Manager in The Bank of New York from 1998 to 2020. Prior to that, he had been holding position of the Senior Vice President – Corporate Finance, Retail Credit, Lease & Hire Purchase in Lloyds Finance Limited from the year 1994 to 1998. Academically, he has done Masters in Business Administration Finance, Master in International Business along with Certification in Leasing, USA.

**22. 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.

### **23. 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. 15<sup>th</sup> 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").

### **24. 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 05<sup>th</sup> February, 2024 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.

The independent directors present elected Mr. D.C. Parikh 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 05<sup>th</sup> February 2024.

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:**

There was no resignation of Independent Director during the year.

**25. 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>

**26. 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.

**27. REMUNERATION OF DIRECTORS****Executive Directors:**

Details of remuneration paid/payable to Executive Directors during 2023-2024

(Amount p.a. in Lakhs)

Name of Executive Directors	Remuneration paid
Mr. Prabhakar Naig	15.00
Mr. Pandoo Naig	15.00

**Non Executive Directors:**

(Amount p.a. in Lakhs)

Name of Non Executive Non Independent Directors	Sitting Fees
Mr. Manoj Malpani	0.00
Mr. Gurunath Mudlapur	0.00

Name of Non Executive Independent Directors	Sitting Fees
Mr. Dhananjay Parikh	0.80
Mrs. Sonam Jain	0.80
Mr. Aneish Kumar	0.80

**Note-** Other than abovementioned remuneration/sitting fees there is no pecuniary relationship or transactions with the non-executive directors and no other payment like stock option, performance linked incentives, severance fees and any other service contract has been made to executive/non-executive directors.

**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 2023-2024 is provided in the Annual Return (Web link provided in point number 19 of the Board's report i.e., extract of the Annual Return).

#### **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.

#### **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](http://www.onelifecapital.in)

## **28. SHAREHOLDING OF DIRECTORS**

### **Executive Directors**

Name of the Director	No. of Shares	% of Shares
Prabhakara Naig	69,05,000	51.68
Pandoo Naig	54,999	0.41
<b>Total</b>	<b>69,59,999</b>	<b>52.10</b>

### **Non-Executive Directors**

None of the Non- Executive Directors of the company hold shares or convertible instruments of the company

## **29. 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 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, 2024 (Rs. in Lakhs)	March 31, 2023 (Rs. in Lakhs)
Statutory Audit	6.46	10.13
Tax Audit	0.25	0.50
Consolidation of Subsidiaries/Income Tax Matters	0	2.00
Limited Reviews	0	0.30
Others	0	1.05

Out of Pocket Expenses	0	0.03
<b>Total</b>	<b>6.71</b>	<b>14.01</b>

### 30. 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:

- A. Audit Committee,
- B. Nomination and Remuneration Committee,
- C. Stakeholders Relationship Committee and
- D. Risk Management Committee.

#### 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 2023-2024, Audit Committee met Four times i.e. 30<sup>th</sup> May 2023, 14<sup>th</sup> August 2023, 31<sup>st</sup> October 2023 and 05<sup>th</sup> February, 2024.

The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings. The necessary quorum was present for all the 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 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.

**COMPOSITION OF THE AUDIT COMMITTEE AND ATTENDANCE RECORD OF MEMBERS FOR 2023-2024**

Name	Designation	Status	No. of Meetings during the year 2023-2024	
			Held during the tenure	Attended during the tenure
Mrs. Sonam Jain*	Chairperson/ Member	Non Executive Independent Director	4	4
Mr. D.C. Parikh*	Member/ Chairperson	Non Executive Independent Director	4	4
Mr. Gurunath Mudlapur*	Member	Non Executive Non Independent Director	1	1
Mr. Aneish Kumar*	Member	Non Executive Independent Director	3	3

\*Mrs. Sonam Jain was the Chairperson for the first 2 meetings of the Audit Committee held on 30-05-2023 & 14-08-2023. Later the Audit Committee was reconstituted and she was the member of Audit Committee

\*Mr. D C Parikh was the member for the first 2 meetings of the Audit Committee held on 30-05-2023 & 14-08-2023. Later the Audit Committee was reconstituted and he was appointed as the Chairperson of Audit Committee.

\*Mr. Gurunath Mudlapur has vide the letter dated 20th July 2023 informed the Company of his inability to render services as Director of the Company due to pre-occupations and has resigned.

\*Mr. Aneish Kumar has been appointed as the member of the Committee as to fill the vacant position created due to resignation of Mr. Gurunath Mudlapur

## **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 Three times i.e. 14<sup>th</sup> August 2023, 31<sup>st</sup> October 2023, and 05<sup>th</sup> February, 2024.



**THE COMPOSITION 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 2023-2024	
			Held during the tenure	Attended during the tenure
Mr. D. C. Parikh	Chairman	Independent Director	3	3
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	3	3
Mr. Aneish Kumar	Member	Independent Director	3	3

**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://www.onelifecapital.in/investorrelations.html>

**PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

The Board of Directors of the Company carried out an Annual Evaluation of its own performance, Performance of its Committees, and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance evaluation was conducted through structured questionnaires which covered various aspects such as the Board / Committee Composition, Structure, Effectiveness and Contribution to Board / Committee processes, adequacy, appropriateness and timeliness of information and the overall functioning of the Board / Committees etc. The Individual Director's response to the questionnaire on the performance of the Board, Committee(s), Individual Directors and the Chairman, was analyzed. The Directors were satisfied with the evaluation process.

In compliance with Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has formulated criteria for evaluation of the Company's Independent Directors' performance. The performance evaluation of Independent Directors is carried out on the basis of their role and responsibilities, effective participation in the Board and Committee meetings, expertise, skills and exercise of independent judgment in major decisions of the Company.

**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 30<sup>th</sup> May, 2023.

**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 2023-2024	
			Held during the tenure	Attended during the tenure
Mr. D. C. Parikh	Chairman	Independent Director	1	1
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	1	1
Mr. Gurunath Mudlapur*	Member	Non-Executive Non-Independent Director	1	1

**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:**

<b>Investor Complaints</b>	<b>No. of complaints Attended/resolved during 2023-2024</b>
Pending at the beginning of the year	0
Received during the year	2
Disposed of during the year	2
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 31<sup>st</sup> March, 2024, no complaint was outstanding.

**🚩 Name, Designation and Address of Compliance Officer:**

**Mrs. Kajal Shethia (Appointed from 03 June, 2024)**

**Company Secretary & Compliance Officer**

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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://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 twice i.e. 30<sup>th</sup> May 2023 and 31 October 2023.

The terms of reference of Risk Management Committee ('NRC'), *inter alia*, includes the following:

- a. To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.

**✚ 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 2023-2024	
			Held during the tenure	Attended during the tenure
Mr. D. C. Parikh	Chairman	Independent Director	2	2
Mrs. Sonam Satish Kumar Jain	Member	Independent Director	2	2
Mr. Gurunath Mudlapur*	Member	Non-Executive Non-Independent Director	1	1
Mr. Aneish Kumar*	Member	Independent Director	1	1

\* Mr. Gurunath Mudlapur has vide the letter dated 20<sup>th</sup> July 2023 informed the Company of his inability to render services as Director of the Company due to pre-occupations and has resigned.

\*Mr. Aniesh Kumar has been appointed as the member of the committee to fill in the vacant position.

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.

### **31. SUBSIDIARY COMPANIES:**

As on 31<sup>st</sup> March, 2024, the Company has 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 (Subsidiary)
6. Dealmoney Financial Services Private Limited (Subsidiary)

Step-down Subsidiary of Onelife Capital Advisors Limited and Wholly Owned Subsidiary of Dealmoney Commodities Private Limited are namely:

3. Dealmoney Real Estate Private Limited
4. Dealmoney Distribution & E-marketing Private Limited

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://www.onlifecapital.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.

### **32. 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.

### **33. 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. 32 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://www.onlifecapital.in/pdf/related-party-transaction-policy.pdf>

### **34. 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 require 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://www.onlifecapital.in/pdf/whistle-blower-policy.pdf>

**35. 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.

**36. 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.

**37. 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](http://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.

The Company publishes financial results and Notice of general meeting in the prescribed format as and when required under SEBI LODR Regulation.

During the year Company not made presentation to institutional investors or to the analysts.

**38. GENERAL BODY MEETINGS:**

- ANNUAL GENERAL MEETING (AGM):**

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

Year	Date	Time	Venue
2022-2023	29 <sup>th</sup> September 2023	03:00 PM	Through Video Conferencing or other Audio Visual Means and in accordance with the relevant circulars issued by the Ministry Of Corporate Affairs
2021-2022	30 <sup>th</sup> September	11.00 A.M.	Through Video Conferencing or other Audio Visual

	2022		Means and in accordance with the relevant circulars issued by the Ministry Of Corporate Affairs
2020-2021	10 <sup>th</sup> November, 2021	12:30 P.M.	Through Video Conferencing or other Audio Visual Means and in accordance with the relevant circulars issued by the Ministry Of Corporate Affairs

- **EXTRAORDINARY GENERAL MEETING (EGM):**

No Extraordinary General Meeting of the Members was held during the year 2023-2024.

- **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
<b>16<sup>th</sup> AGM</b>	29 <sup>th</sup> September 2023 at 03:00 PM	To increase the overall Managerial Remuneration of the directors of the company
<b>15<sup>th</sup> AGM</b>	30 <sup>th</sup> September 2022 at 11.00 A.M.	Approval for making investment, providing loans, guarantee and securities beyond the prescribed limits
<b>14<sup>th</sup> AGM</b>	10 <sup>th</sup> November, 2021 at 12.30 P.M.	Re-appointment of Mr. Pandoo Naig (DIN: 00158221) as a Managing Director of the Company Re-appointment of Mr. Prabhakara Naig (DIN: 00716975) as a Whole-Time Director of the Company Issue of Warrants on Preferential Basis

- **DETAILS OF SPECIAL RESOLUTIONS PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:**

None of the resolutions proposed to be passed through Postal Ballot.

- **STOCK EXCHANGE(S) AT WHICH THE ENTITY'S SECURITIES ARE LISTED:**

Company is listed with **Bombay Stock Exchange** (Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001) and **National Stock Exchange**(Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051)

As on the date of Report, the Company has paid listing fees at both the exchanges.

### 39. 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 2023-2024.

**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 had unintentionally delayed the filing of Regulation 23 (9) - disclosure of related party transactions on consolidated basis by one day and the penalty of Rs. 5900 was paid towards the same.
- Mr. Himanshu Unadakat was appointed as Company Secretary of the Company on 23.06.2022. He served his first resignation letter on 14.10.2022. As per the general policy of the Company Mr. Himanshu Unadakat did not serve a proper notice period and the same has been communicated to him. Further he happily withdraws his resignation and requested to rejoin the Company. It was a withdrawal of resignation; his final resignation was effective from 10.02.2023.

Further final resignation of Mr. Himanshu, Ms. Ruchika Goyal was appointed on 12.04.2023 looking at the availability of Directors her appointment was decided to be taken in coming Board Meeting. Though, she withdraws her appointment before the Board Meeting. After searching for suitable candidate Ms. Divya Modi was appointed as Company Secretary on 14.08.2023.

The penalty was attracted under Regulation 6(1) of LODR Regulations and the company applied for Waiver. Partial Waiver was granted on 28 December 2023 and penalty of Rs. 5900 was paid towards the same as final amount.

- Board in their meeting held on 31/10/2023 approved the proposal for appoint of Mr. Manoj Malpani and for this purpose authorised the Board to make application for allotment of Director Identification Number (DIN). Further after approval of Board, Company made efforts to make application for allotment of DIN but the MCA sites always remains down during working hours. Therefore, it took time to get DIN. After getting DIN of Mr. Manoj Malpani and after considering the availability of Board Mr. Manoj Malpani was appointed as Additional Director in the Board Meeting held on 05/02/2024.

The Company has pleaded for Partial Waiver on the basis that According to the Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 the candidature was approved by the Board was delayed by 10 days only. Hence the company adhered to the Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 there was only slight delay. 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 Chairman 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 2023-2024. 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**

During the year, the Company has complied with all applicable mandatory corporate governance requirements of the Listing Regulations. Specifically, Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

**h. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In compliance of the terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act") and Rules made thereunder, the Company has in place a policy to prevent and deal with sexual harassment at workplace.

The Company has not received any complaints under POSH Act during the Financial Year 2023-24.

**i. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT.**

The Company has granted loans to its Subsidiaries during the year in review. The Company has received back loans/advances granted. Please refer to the Note No. 32 "Disclosure of Related Parties Transactions" of Notes to the Financial Statements for the year ended March 31, 2024.

**j. DETAILS OF MATERIAL SUBSIDIARIES**

Name of Material Subsidiary	Incorporation		Statutory Auditor	
	Date	Place	Name	Date of Appointment
Dealmoney Distribution & E-marketing Private Limited	01-11-18	Mumbai	Chaturvedi & Chaturvedi, Chartered Accountants	11-12-20
Dealmoney Commodities Private Limited	29-06-10	Mumbai	Chaturvedi & Chaturvedi, Chartered Accountants	11-12-20

**40. GENERAL SHAREHOLDERS' INFORMATION:**

**a. DETAILS:**

<b>Annual General Meeting</b>	Monday, September 30, 2024 at 02.00 P.M.
<b>Financial Year</b>	2023-2024
<b>Venue</b>	Through Video Conferencing ("VC") or other audiovisual means ("OAVM")
<b>Date of Book Closure</b>	From September 24, 2024 to September 30, 2024
<b>Listing on Stock Exchanges (Equity Shares)</b>	<p><b>BSE Limited</b> (Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001 Phones : 91-22-22721233/4, 91-22-66545695)</p> <p><b>National Stock Exchange of India Limited</b> (National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Tel. No: 022 2659 8100/ 2659 8114 / 66418100)</p>
<b>Stock Code (Equity)</b>	BSE Scrip Code: 533632 NSE Code: ONELIFECAP
<b>CIN</b>	L74140MH2007PLC173660

**b. FINANCIAL REPORTING FOR 2024-2025**

Results for First Quarter	Within 45 days from end of quarter
Results for Second Quarter	Within 45 days from end of quarter

Results for Third Quarter	Within 45 days from end of quarter
Results for Fourth Quarter and Annual	Within 60 days from end of financial year
Annual General Meeting for the year ended 31 <sup>st</sup> March 2024	On or before 30 <sup>th</sup> September, 2023

#### c. DATES OF BOOK CLOSURE

The register of members and share transfer books of the Company will remain closed from September 24, 2024 to September 30, 2024 (both inclusive).

#### d. SHARE TRANSFER AGENT

<b>Registrar and Share Transfer Agent</b>	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 <b>Contact Details:</b> +91 40 67161631 <b>E-mail:</b> <a href="mailto:dalvianil.shantaram@karvy.com">dalvianil.shantaram@karvy.com</a> <b>Website:</b> <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>
<b>Share Transfer System</b>	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					NSE				
HIGH AND LOW PRICE AS ON APRIL 2023 –MARCH 2024					HIGH AND LOW PRICE AS ON APRIL 2023 –MARCH 2024				
MONTH	OPEN	HIGH	LOW	CLOSE	OPEN	HIGH	LOW	CLOSE	
Apr 23	12.30	15.32	12.00	12.81	13.20	15.30	11.80	12.65	
May 23	12.50	14.95	11.00	11.46	12.55	13.40	10.95	11.50	
Jun 23	11.62	14.85	11.50	12.30	11.35	14.20	11.35	12.05	
Jul 23	12.30	13.37	10.80	12.32	12.45	13.40	11.85	12.10	

Aug 23	12.10	13.85	11.01	12.11	12.25	13.85	10.90	12.10
Sep 23	12.85	16.49	12.04	14.41	12.15	16.70	11.95	14.45
Oct 23	14.00	18.66	13.10	16.16	14.80	18.50	14.10	16.10
Nov 23	17.11	23.84	15.80	18.93	16.40	23.90	15.70	19.10
Dec 23	19.00	21.39	15.82	17.05	18.90	21.00	16.00	16.75
Jan 24	16.99	17.99	16.00	17.24	16.95	18.10	15.90	17.05
Feb 24	16.55	20.89	16.15	18.63	17.50	20.65	16.70	18.55
Mar 24	19.50	29.84	14.00	29.84	18.45	30.25	13.00	30.25

**f. SHARE PERFORMANCE IN COMPARISON TO BSE SENSEX:**



**g. DISTRIBUTION SCHEDULE OF THE SHAREHOLDING AS ON 31<sup>ST</sup> MARCH 2024:**

DESCRIPTION	No. of shareholders	% of shareholders	Amount	%
Upto 1 - 5000	8,428	83.84	8,737,580.00	6.54
5001 - 10000	779	7.75	6,489,900.00	4.86
10001 - 20000	407	4.05	6,298,660.00	4.71
20001 - 30000	147	1.46	3,802,430.00	2.85
30001 - 40000	68	0.68	2,402,440.00	1.80
40001 - 50000	59	0.59	2,792,390.00	2.09
50001 - 100000	83	0.83	6,149,440.00	4.60
100001 - Above	82	0.82	96,927,160.00	72.55
<b>Total</b>	<b>10,053</b>	<b>100.00</b>	<b>13,36,00,000.00</b>	<b>100.00</b>

h. SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH 2024:

Category	No. of shares	Shareholding %
<b>(A) Shareholding of Promoter and Promoter Group</b>		
Indian Individuals/Hindu Undivided Family	6959999	52.10
<b>Sub Total (A)</b>	<b>6959999</b>	<b>52.10</b>
<b>(B) Public Shareholding</b>		
<b>(1) Institutions</b>		
Foreign Institutional Investors	0	0
Financial Institutions/Banks	0	0
NBFCs registered with RBI	700	0.01
<b>Sub-Total (B)(1)</b>	<b>700</b>	<b>0.01</b>
<b>(2) Public Shareholding (Non-Institutions)</b>		
Individual shareholders holding nominal share capital up to Rs. 2 lakh	3938174	29.48
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1865741	13.97
Non- Resident Indians	46009	0.34
Clearing Member	200	0.00
HUF	139346	1.04
Bodies Corporate	409831	3.07
<b>Sub-Total (B)(2)</b>	<b>6399301</b>	<b>47.90</b>
<b>Total B (B1+B2)</b>	<b>6400001</b>	<b>47.90</b>
<b>TOTAL (A+B)</b>	<b>13360000</b>	<b>100</b>

## i. DEMATERIALIZATION OF SHARES:

The Equity Shares of the Company are to be traded compulsorily in Dematerialized Form. About 99.99% of paid-up Equity Capital has been dematerialized as on 31<sup>st</sup> March, 2024 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

j. SHARES HELD IN DEMAT AND PHYSICAL MODE AS AT 31<sup>ST</sup> MARCH, 2024:

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

Particulars	No. of Shares	Percentage (%) of Total Shares
NSDL	22,31,026	16.70
CDSL	1,11,28,972	83.30
<b>Total</b>	<b>1,33,59,998</b>	<b>100.00</b>

k. **Dividend:** During the year no dividend paid by the Company.

**I. Address for Correspondence:**

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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**41. 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 31<sup>st</sup> March 2024, there were no pending issues to be addressed or resolved. Designated email address for the investor complaints is [redressal@onelifecapital.in](mailto:redressal@onelifecapital.in).

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Prabhakara Naig, Chairman and Whole Time Director of Onelife Capital Advisors Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company, applicable to them as laid down by the Board of Directors in terms of Schedule V of SEBI (LODR) Regulations, 2015, for the year ended 31st March, 2024.

**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](mailto:cs@onelifecapital.in)

**Website:** [www.onelifecapital.in](http://www.onelifecapital.in)

**Tel no.:** 022-25833206

**Place:** Thane

**Date:** 06 September 2024

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

**Sd/-**

**Prabhakara Naig  
Executive Chairman  
DIN: 00716975**

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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 31<sup>st</sup> March 2024, 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.**  
**FCS No. 3399**  
**C.P. No. 2944**  
**UDIN: F003399F000479721**  
**Peer Review Certificate No. 1119/2021**

**Date: 29-05-2024**  
**Place: Mumbai**



**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) - 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](http://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 31<sup>st</sup> March, 2024 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. Gurunath Mudlapur	00009485	15/09/2020	20/07/2023
2.	\$Mr. Pandoo Prabhakar Naig	00158221	23/03/2023	-
3.	Mr. Prabhakara Naig	00716975	31/08/2017	-
4.	Mr. Dhananjay Chandrakant Parikh	02934120	15/09/2020	-
5.	Mrs. Sonam Jain	06848245	31/03/2015	-
6.	#Mr. Aneish Kumaran Kumar	08766256	23/03/2023	-
7	@Mr. Manoj Malpani	00158221	31/08/2007	-

\*Mr. Gurunath Subramanyam Mudlapur has resigned as Director of the Company w.e.f. 20.07.2023

@ Mr. Manoj Malpani has been appointed as Additional Director By passing board Resolution at Board Meeting held on 05.02.2024.

\$ Mr. Pandoo Prabhakar Naig was appointed as additional Director of the Company by passing Resolution by Circulation w.e.f. 23.03.2023 and the said Appointment has been regularized by passing ordinary resolution at the Annual General Meeting held on 29.09.2023

# Mr. Aneish Kumaran Kumar was appointed as Additional Independent Director of the Company by passing Resolution by Circulation w.e.f. 23.03.2023 and the said Appointment has been regularized by passing ordinary resolution at the Annual General Meeting held on 29.09.2023

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.

**Sd/-**

**(Ajay Kumar)**

**Ajay Kumar & Co.**

**FCS No. 3399**

**C.P. No. 2944**

**UDIN: F003399F000479655**

**Peer Review Certificate No. 1119/2021**

**Date: 29-05-2024**

**Place: Mumbai**

**onelife**

<b>CERTIFICATION BY THE EXECUTIVE DIRECTOR &amp; CFO OF THE COMPANY</b>
-------------------------------------------------------------------------

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

**To,  
The Board of Directors,  
Onelife Capital Advisors Limited**

We, Prabhakara Naig, Chairman and Whole Time Director and Pandoo Naig, Executive Director and Interim Chief Financial Officer (CFO) of Onelife Capital Advisors Limited hereby certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year 2023-24 and that to the best of our knowledge and belief :
  - i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
  - ii) These statements together present a true and fair view of Companies affair and are in Compliance with existing Accounting Standards, Applicable Laws and Regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, 2023-24 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining the internal controls for the Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have not come across any reportable discrepancies in the design or operation of such internal control.
- d. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed Compliance with the code of conduct as adopted by the Company.
- e. We have indicated to the auditors and the Audit committee that there are
  - (i) No significant changes in internal control over financial reporting during the year;
  - (ii) No significant changes in accounting policies during the year;
  - (iii) No instances of significant fraud of which we have become aware.

**For Onelife Capital Advisors Limited**

**Sd/-  
Mr. Prabhakara Naig  
(Chairman & Whole Time Director)**

**Sd/-  
Mr. Pandoo Naig  
(Executive Director & Interim Chief Financial Officer)**

**Place: Thane**

**Date:**

## Independent Auditor's Report

To The Members of  
Onelife Capital Advisors Limited

### Report on the Audit of Standalone Financial Statements

#### Qualified Opinion

We have audited the accompanying standalone financial statements of Onelife Capital Advisors Limited ("the Company"), which comprises of Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects/possible effects, if any, of the matters described in the "Basis for Qualified Opinion" paragraph of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Qualified Opinion

- a. The Company has not done any fair valuation as per the requirements of Ind AS 113 "Fair Value Measurements" in respect of Investments aggregating to Rs. 1300.00 Lakhs in two subsidiaries nor evaluated any impairment provisions for expected credit losses (ECL) as required under Ind AS 109 "Financial Instruments" in respect of loans and advances aggregating to Rs. 1083.85 Lakhs given to its two Subsidiaries whose net-worth is completely eroded on account of continued losses incurred upto the year ended March 31, 2024.

Accordingly, we are unable to ascertain whether any adjustments are required to the standalone financial statements for the amount of investments and loans and advances aggregating to Rs. 2383.85 Lakhs given in respect of its two subsidiaries as at March 31, 2024 and the consequent impact on Other Comprehensive Income as on that date.

- b. The Company has reversed its outstanding Statutory Liabilities towards Tax Deducted at Source ("TDS") of Rs. 66.95 Lakhs relating to the FY 22-23 and FY 21-22. The Company has transferred these amounts to the respective Vendors Accounts and classified them as payables to Vendors. In view of the Company, these Tax Deducted at Source are not payable anymore as the respective vendors have duly offered this Income in their return of income and due taxes has been paid by the respective vendors. The Company has not recognised any consequential liability payable on delays in relation to such statutory dues. In our opinion, the Income Tax Act, 1961 do not contain any provisions for such reversals of TDS liability in books of accounts.

Accordingly, we are unable to comment on the consequential impact on the financial statements for the year ended March 31, 2024.

- c. The Company has an outstanding liability of Rs.39.60 Lakhs payable pertaining to previous years towards Goods and Services Tax as on March 31, 2024 which has been disputed by the Company with GST appellate authority whose decision is awaited. In absence of the outcome of such appeal, we are unable to comment on the consequential impact due to disallowance of unclaimed and / or ineligible Input Tax Credit and levy of applicable interest and penalty, if any, on the financial statements for the year ended March 31, 2024.

We conducted our audit in accordance with the Standards on Auditing (“SAs”) specified under Section 143(10) of the Companies Act, 2013 (“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 (ICAI) 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 qualified audit opinion on the Standalone financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the financial statements of the current year. 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.

Sr. No	Key Audit Matters	Auditor’s response
1	<b>Evaluation of Provision and Contingent Liabilities</b>	
	<p>As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in Note No. 29 to the Standalone Financial Statements. 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 estimate in relation to the issues of each matter.</p> <p>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.</p>	<p>We have reviewed and held discussion 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.</p> <p>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.</p> <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> <li>- The details of the proceedings before the relevant authorities including communication from the advocates/experts;</li> <li>- Legal advises/opinions obtained by the management, if any from experts in the field</li> </ul>

	<p>Due to the level of judgment relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>of law on the legal cases;          - Status of each of the material matters as on the date of the balance sheet.</p> <p>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.</p>
<b>2</b>	<b>Assessment of carrying value of equity investments in subsidiaries</b>	
	<p>As disclosed in Note No.6 of the standalone financial statements, the Company has investments in various subsidiaries of Rs. 6878.79 Lakhs.</p> <p>The Management carried out impairment assessment for each investment by:</p> <ul style="list-style-type: none"> <li>• Comparing the carrying value of each investment with the net worth of each company based on audited financials.</li> <li>• Comparing the performance of the investee companies with projections used for valuations and approved business plans.</li> </ul> <p>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.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed that the methodology used by management to estimate the recoverable value of each investment in subsidiary is consistent with Ind AS.</li> <li>• Compared the carrying values of the Company's investment in subsidiaries with their respective net asset values (based on the respective subsidiaries audited financial statements), realizable value and discussions with management about their performance and future outlook.</li> <li>• Evaluating the methodology used by the Company in projections used variations, 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.</li> <li>• We read and assessed the presentation and disclosure in the standalone financial statements.</li> </ul>

**Information Other than the Standalone Financial Statements and Auditor's report thereon**

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Business responsibility & Sustainability Report, Corporate Governance report and Shareholder's information, but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with Governance 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), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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, the Management is 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 Director's 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 financial statements 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 control system 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 the management.
- 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 entity'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 upto the date of our auditor's report. However, future events or conditions may cause the entity 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) To evaluate the effect of any identified misstatements in the standalone financial statements.

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 year and are therefore the key audit matters. We describe these matters in our auditor's 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 consequence of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.



2. As required by Section 143(3) of the Act, we report that:
- (a) Except for the matters stated in “Basis for Qualified Opinion” paragraph above, 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. 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) Except for the matters stated in “Basis for Qualified Opinion” paragraphs above, 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 and records.
  - (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) Except for the effects / possible effects of matters described in the “Basis for Qualified Opinion” paragraphs above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
  - (e) The matters described in the “Basis for Qualified Opinion” paragraphs above, in our opinion, may have an adverse effect on the functioning of the Company.
  - (f) On the basis of the written representation received from the directors as on March 31, 2024 taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a Director in terms of Section 164(2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure “B”.
  - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (i) With respect to the matters to be included in the Auditor’s report in accordance with the 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. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the standalone financial statements disclose the impact of pending litigations on its financial position of the company. [Refer Note No. 29 to standalone financial statements]
    - ii. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the Company has made provision, as required under the applicable law or Ind AS for material foreseeable losses, if any, on long-term contracts
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, out of funds advanced during the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, out of funds received - no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to our notice that has causes us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended March 31, 2024 and hence reporting compliance of Section 123 of the Act is not applicable.
- vi. Based on our examination, which included test checks, the Company has not enabled the feature of recording audit trail (edit log) facility in the accounting software used for maintaining its books of account for the financial year ended March 31, 2024.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

Place: Mumbai  
Date: June 03, 2024

For **N R Tibrewala & CO. LLP**  
Chartered Accountants  
Firm registration No. – W-100608

Sd/-  
**CA N R Tibrewala**  
Partner  
Membership No. 046397  
UDIN: 24046397BKHAJL8947

**Annexure “A” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the members of Onelife Capital Advisors Limited for the year ended March 31, 2024:**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

- i. (a) In respect of Company’s Property, Plant and Equipment (PPE) and Intangible Assets:
- (A) The Company has maintained proper records, showing full including quantitative details and situation of Property, Plant and Equipment (PPE) and right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a phased program for physical verification of the PPE for all locations. In our opinion, the frequency of verification is reasonable, considering the size of the Company and nature of its PPE. Pursuant to the program of the physical verification of PPE, physical verification of the assets has been carried out during the year and no material discrepancies were noticed on such verification.
- (c) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- 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 the information and explanations given to us, during the year, the Company has made investments in and granted loans to Companies and other parties during the year and has not provided guarantee or security and granted advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year
- (a) The Company has granted loans to Companies and other parties during the year, as stated below and has not provided guarantee or security and granted advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

S. No.	Particulars	Amount (Rs in Lacs)
A	Aggregate amount granted / provided during the year:	
	- Subsidiaries	6314.68
	- Others	1598.93
B	Balance outstanding as at balance sheet date in respect of above cases:	
	- Subsidiaries	2708.68
	- Others	441.84

- (b) During the year, the investments made and the terms and conditions of the grant of all the above-mentioned loans are, in our opinion, prima facie, not prejudicial to the Company’s interest. Further,

during the year, the Company has not provided guarantees, provided security and granted advances in the nature of loans to Companies, Firms, Limited Liability Partnerships or any other parties.

- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are been regular as per stipulation.
  - (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
  - (e) There were no loans which fell due during the year and were renewed or extended. Further, no fresh loans were granted to same company to settle the existing overdue loans.
  - (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans and making investments. The Company has not provided any security and stood guarantee as specified under Section 186.
  - v. No deposits have been accepted by the Company within the meaning of directives issued by RBI (Reserve Bank of India) and Section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
  - vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the nature of business activity undertaken by the Company. Accordingly, clause 3(vi) of the Order is not applicable to the Company.
  - vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, except for what is stated in para b & para c of the “Basis for Qualified Opinion” section of our Audit report, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable except the following:

Name of Statute	Nature of dues	Amount Rs. in Lakhs	Period to which the amount relates
CGST Act, 2017	Goods and Service Tax	13.81	FY 2018-19
CGST Act, 2017	Goods and Service Tax	21.47	FY 2019-20

CGST Act, 2017	Goods and Service Tax	4.33	FY 2020-21
Income Tax Act, 1961	Tax Deducted at Source	27.77	FY 2023-24

- (b) According to the information and explanations given to us, there are no dues as referred in clause vii (a) above which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the Dues	Amount Rs in Lakhs	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)
* Interest amount at applicable rate is not quantified and not included above.					

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix) (a) of the Order is not applicable to the Company.
- (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- x.
  - (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
  - (b) The Company has not made any preferential allotment, private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi.
  - (a) During 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 fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
  - (b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in rule 13 of Companies (Audit and Auditors) rules, 2014 with the Central Government.
  - (c) Based on our audit procedures performed and according to the information and explanations given to us, no whistle blower complaints have been received during the year by the Company and hence reporting under clause 3 (xi) (c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 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, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the standalone financial statements as required by the applicable Accounting Standard (Refer Note 32 to the standalone financial statements).
- xiv.
  - (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an adequate internal audit system commensurate with the size and nature of its business.
  - (b) We have considered the internal audit reports for the year under audit issued to the Company during the year and till date, in determining nature, timing and extent of our audit procedure
- xv. Based on the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with

them during the year. Therefore, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the “Companies in the Group” as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditor during the year. There were no issues, objections or concerns raised by the outgoing auditor.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us and the records examined by us, no amount was required to be spent by the Company on the activities of CSR, as per provisions of Companies Act, 2013. Accordingly, reporting under paragraph 3(xx) of the Order are not applicable to the Company

Place: Mumbai  
Date: June 03, 2024

For **N R Tibrewala & CO. LLP**  
Chartered Accountants  
Firm registration No. – W-100608

Sd/-  
**CA N R Tibrewala**  
Partner  
Membership No. 046397  
UDIN: 24046397BKHAJL8947

**Annexure “B” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Onelife Capital Advisors Limited for the year ended March 31, 2024:**

## **Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls with reference to standalone financial statements of Onelife Capital Advisors Limited (“the Company”) as of March 31, 2024 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 Board of Directors of the Company 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 component of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 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 Company's internal financial controls with reference to 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”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 judgment, 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 have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to standalone financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

A Company’s internal financial control with reference to 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 with reference to financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management; (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements and (iv) also provide us reasonable assurance by the internal auditors through their internal audit reports given to the organization from time to time.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to 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, the best of our information and according to the explanations given to us, the Company has, broadly in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **N R Tibrewala & CO. LLP**  
Chartered Accountants  
Firm registration No. – W-100608

Sd/-  
**CA N R Tibrewala**  
Partner  
Membership No. 046397  
UDIN: 24046397BKHJL8947

Place: Mumbai  
Date: June 03, 2024

ONELIFE CAPITAL ADVISORS LIMITED			
STANDALONE BALANCE SHEET AS AT MARCH 31, 2024			
			₹ In Lakhs
PARTICULARS	Note No.	AS AT	
		Mar 31, 2024	Mar 31, 2023
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Property, Plant and Equipment	4	0.73	2.47
Other Intangible Assets	5	5.49	5.49
<b>Financial Assets</b>			
Investments	6	7,041.19	3,036.26
Loans	7	813.86	41.40
Non Current Tax Assets	8	116.50	299.18
Other Non - Current Assets	9	87.47	87.47
<b>Total Non - Current Assets</b>		<b>8,065.24</b>	<b>3,472.27</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
Trade Receivables	10	745.80	557.32
Cash and Cash Equivalents	11	42.36	331.15
Loans	12	3,174.67	8,059.25
Other Financial Assets	13	48.32	43.80
<b>Total Current Assets</b>		<b>4,011.16</b>	<b>8,991.51</b>
<b>TOTAL - ASSETS</b>		<b>12,076.40</b>	<b>12,463.79</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	14	1,336.00	1,336.00
Other Equity	15	9,564.12	9,566.30
<b>Total Equity</b>		<b>10,900.12</b>	<b>10,902.30</b>
<b>LIABILITIES</b>			
<b>Non - Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	16	92.15	-
Provisions	17	7.01	7.52
Deferred Tax Liabilities (Net)	18	5.83	3.19

<b>Total Non - Current Liabilities</b>		<b>105.00</b>	<b>10.71</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	19	655.38	804.45
Trade Payables	20	248.54	480.51
Other Financial Liabilities	21	90.44	146.01
Other Current Liabilities	22	70.14	113.61
Provisions	23	6.77	6.19
<b>Total Current Liabilities</b>		<b>1,071.27</b>	<b>1,550.77</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>12,076.40</b>	<b>12,463.79</b>
<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3	-	-
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b>			
As per our report of even date	4 to 47		
<p>For N.R. Tibrewala &amp; Co LLP Chartered Accountants Firm Registration No: - W100608</p> <p>Sd/- N R Tibrewala Partner Membership No: - 046397</p> <p>Place: - Mumbai Date : 03 June 2024</p>		<p>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</p> <p>Sd/- Prabhakara Naig Whole Time Director DIN: 00716975</p> <p>Sd/- Pandoo Naig Executive Director &amp; Interim CFO DIN No.: 00158221</p> <p>Sd/- Kajal Shethia Company Secretary</p> <p>Place: - Thane Date : 03 June 2024</p>	

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2024**

₹ In Lakhs

PARTICULARS	Note No.	YEAR ENDED	
		Mar 31, 2024	Mar 31, 2023
<b>INCOME</b>			
Revenue From Operations	24	348.80	313.00

Other Income	25	274.10	257.36
<b>TOTAL INCOME</b>		<b>622.90</b>	<b>570.36</b>
<b>EXPENSES</b>			
Employee Benefits Expense	26	106.68	115.04
Finance Costs	27	24.07	126.89
Depreciation and Amortisation Expense	4 & 5	0.53	0.66
Other Expenses	28	493.80	322.22
<b>TOTAL EXPENSES</b>		<b>625.08</b>	<b>564.81</b>
<b>Profit / (Loss) before Exceptional Items</b>		<b>(2.18)</b>	<b>5.55</b>
Exceptional Items		-	-
Prior Period Item		-	-
<b>Profit / (Loss) Before Tax</b>		<b>(2.18)</b>	<b>5.55</b>
<b>TAX EXPENSES</b>			
(a) Current Tax	44	-	1.44
(b) Deferred Tax Credit / (Charge)		2.64	3.19
(c) Short / (Excess) provision of tax relating to earlier years		(1.44)	-
<b>Profit / (Loss) for the year</b>		<b>(3.38)</b>	<b>0.92</b>
<b>Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to profit or loss			
Remeasurement of Defined benefit plans		1.20	(0.36)
(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		-	-
<b>Other Comprehensive income for the year</b>		<b>1.20</b>	<b>(0.36)</b>
<b>Total Comprehensive income for the year</b>		<b>(2.18)</b>	<b>0.56</b>
<b>Earnings per equity share</b>			
Basic and Diluted	35	(0.03)	0.007
<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3		

<p><b>The accompanying Notes form an integral part of the Standalone Financial Statements</b> As per our report of even date</p>	4 to 47		
<p>For N.R. Tibrewala &amp; Co LLP Chartered Accountants Firm Registration No: - W100608</p> <p>Sd/- N R Tibrewala Partner Membership No: - 046397</p> <p>Place: - Mumbai Date : 03 June 2024</p>	<p>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</p> <p>Sd/- Prabhakara Naig Whole Time Director DIN: 00716975</p> <p>Sd/- Pandoo Naig Executive Director &amp; Interim CFO DIN No.: 00158221</p> <p>Sd/- Kajal Shethia Company Secretary</p> <p>Place: - Thane Date : 03 June 2024</p>		

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**

₹ In Lakhs

	PARTICULARS	AS ON	
		31.03.2024	31.03.2023
		Audited	Audited
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	<b>Net Profit/(Loss) before tax and Extraordinary Items</b>	<b>(2.18)</b>	<b>5.55</b>
	Adjustments for:		
	Depreciation and Amortisation Expense	0.53	0.66
	Loss on Sale of Assets	1.12	-
	Interest Paid	24.07	126.89
	Interest Income	(274.10)	(237.36)
	<b>Operating Loss Before Working Capital Changes</b>	<b>(250.56)</b>	<b>(104.26)</b>
	<b>Adjustments for:</b>		
	(Increase) / Decrease in Trade Receivables	(188.48)	(88.04)
	(Increase) / Decrease in Other Financial Assets	(4.52)	3.77
	Increase / (Decrease) in Other Current Liabilities	(40.83)	26.84
	Increase / (Decrease) in Provisions	1.27	3.55

	Increase / (Decrease) in Trade Payables		(231.97)	214.09
	Increase / (Decrease) in Other Financial Liabilities		(55.56)	8.84
	<b>Cash Generated from Operations</b>		<b>(770.65)</b>	<b>64.79</b>
	Direct Taxes paid (net of Refunds Received)		181.48	(10.98)
	<b>Net Cash Flow From Operating Activity</b>	<b>[A]</b>	<b>(589.17)</b>	<b>53.80</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>			
	Purchase of Property, Plant & Equip & Other Intangible Assets		-	(0.50)
	Proceeds from Sale of Fixed Assets		0.08	-
	Investments		(4,004.93)	-
	Loan Given		4,112.12	759.78
	Interest Received		274.10	237.36
	<b>Net cash used in Investing Activities</b>	<b>[B]</b>	<b>381.38</b>	<b>996.65</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>			
	Proceeds from Short Term Borrowings		(149.07)	(614.42)
	Proceeds from Long Term Borrowings		92.15	-
	Interest Paid		(24.07)	(126.89)
	<b>Net cash used in Financing activities</b>	<b>[C]</b>	<b>(80.99)</b>	<b>(741.31)</b>
	<b>Net Increase in Cash and Cash Equivalents</b>	<b>[A+B+C]</b>	<b>(288.79)</b>	<b>309.14</b>
	<b>Cash &amp; Cash Equivalents at the beginning of the year</b>		<b>331.15</b>	<b>22.01</b>
	<b>Cash &amp; Cash Equivalents at th end of the period/year</b>		<b>42.36</b>	<b>331.15</b>

**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.

2. Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress during the year.

<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3		
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b> As per our report of even date	4 to 47		
	<b>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</b>		

<p>For N.R. Tibrewala &amp; Co LLP Chartered Accountants Firm Registration No: - W100608</p> <p>Sd/- N R Tibrewala Partner Membership No: - 046397</p> <p>Place: - Mumbai Date : 03 June 2024</p>	<p>Sd/- Prabhakara Naig Whole Time Director DIN: 00716975</p> <p>Sd/- Pandoo Naig Executive Director &amp; Interim CFO DIN No.: 00158221</p> <p>Sd/- Kajal Shethia Company Secretary</p> <p>Place: - Thane Date : 03 June 2024</p>
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**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024**
**A) Equity Share Capital**

₹ in Lakhs

Particulars	Amount
As at March 31, 2022	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2023	1,336.00
Changes in Equity Share Capital	-
As at March 31, 2024	1,336.00

**B) Other Equity**

₹ in Lakhs

Particulars	Reserve and Surplus			Total
	Common Control Transactions Capital Reserve	Securities Premium	Retained Earnings	
As at March 31, 2022	643.33	9,078.06	(155.66)	9,565.73
Profit for the year	-	-	0.92	0.92
Other comprehensive income for the year - Re-measurement of defined benefit plans	-	-	(0.36)	(0.36)
As at March 31, 2023	643.33	9,078.06	(155.10)	9,566.29
Profit for the year	-	-	(3.38)	(3.38)

Other comprehensive income for the year - Re-measurement of defined benefit plans	-	-	1.20	1.20
<b>As at March 31, 2024</b>	<b>643.33</b>	<b>9,078.06</b>	<b>(157.28)</b>	<b>9,564.12</b>
<b>The Description of the nature and purpose of each reserve within equity is as follows:</b>				
<b>a) Common Control Transactions Capital Reserve:</b>				
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>b) Securities Premium:</b>				
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.				
<b>c) Retained earnings:</b>				
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).				
<b>Corporate Information</b>	1			
<b>Significant Accounting Policies</b>	2,3			
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b>	4 to 47			
<b>For N.R. Tibrewala &amp; Co LLP</b> <b>Chartered Accountants</b> <b>Firm Registration No: - W100608</b>  <b>Sd/-</b> <b>N R Tibrewala</b> <b>Partner</b> <b>Membership No: - 046397</b>  Place: - Mumbai Date : 03 June 2024		<b>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</b>  <b>Sd/-</b> <b>Prabhakara Naig</b> <b>Whole Time Director</b> <b>DIN: 00716975</b>  <b>Sd/-</b> <b>Pandoo Naig</b> <b>Executive Director &amp; Interim CFO</b> <b>DIN No.: 00158221</b>  <b>Sd/-</b> <b>Kajal Shethia</b> <b>Company Secretary</b>  Place: - Thane Date : 03 June 2024		

**Notes to Standalone Financial Statements for the year ended March 31, 2024**

**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, 2024 and authorized for issue on June 3, 2024.

## 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.

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.
- **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.

## 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.

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: -

<b>Asset Class</b>	<b>Useful Life(in years)</b>
Vehicles	8
Office Equipment's	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.

**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.

## 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.
- **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
- 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.

**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.

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.

**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.

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.

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.

## **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.

##### **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.

#### **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 recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized 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.

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

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.

## 3 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.

## 4 Property, Plant and Equipment

₹ in Lakhs

Particulars	Leasehold Improvement	Furniture & Fixtures	Office Equipments	Computers & Printers	Air Conditioners	Total
<b>Gross carrying value as at Mar 31, 2022</b>	<b>343.48</b>	<b>4.71</b>	<b>2.56</b>	<b>9.96</b>	<b>2.60</b>	<b>363.32</b>
Additions	-	-	-	-	0.50	<b>0.50</b>
Deletions	-	-	-	-	-	-
<b>Gross carrying value as at Mar 31, 2023</b>	<b>343.48</b>	<b>4.71</b>	<b>2.56</b>	<b>9.96</b>	<b>3.10</b>	<b>363.82</b>
Additions	-	-	-	-	-	-
Deletions	-	4.24	2.08	9.02	2.60	<b>17.94</b>
<b>Gross carrying value as at Mar 31, 2024</b>	<b>343.48</b>	<b>0.47</b>	<b>0.48</b>	<b>0.94</b>	<b>0.50</b>	<b>345.87</b>
<b>Accumulated depreciation as at Mar 31, 2022</b>	<b>343.48</b>	<b>4.25</b>	<b>2.07</b>	<b>8.47</b>	<b>2.43</b>	<b>360.69</b>

Depreciation for the year	-	0.05	0.20	0.37	0.04	<b>0.66</b>
Accumulated depreciation on deletion	-	-	-	-	-	-
<b>Accumulated depreciation as at Mar 31, 2023</b>	<b>343.48</b>	<b>4.30</b>	<b>2.27</b>	<b>8.84</b>	<b>2.47</b>	<b>361.35</b>
Depreciation for the year	-	0.05	0.09	0.30	0.09	<b>0.53</b>
Accumulated depreciation on deletion	-	4.03	1.93	8.35	2.45	<b>16.76</b>
<b>Accumulated depreciation as at Mar 31, 2024</b>	<b>343.48</b>	<b>0.32</b>	<b>0.44</b>	<b>0.79</b>	<b>0.11</b>	<b>345.13</b>
Carrying Value as at March 31, 2022	-	0.46	0.49	1.50	0.17	2.64
Carrying Value as at March 31, 2023	-	0.41	0.29	1.12	0.63	2.47
Carrying Value as at March 31, 2024	-	0.15	0.04	0.15	0.39	0.73

## 5 Other Intangible Assets

₹ in Lakhs

Particulars	Computer Software	Trademark
<b>Gross carrying value as at March 31, 2022</b>	<b>75.37</b>	<b>1.82</b>
Additions	-	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2023</b>	<b>75.37</b>	<b>1.82</b>
Additions	-	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2024</b>	<b>75.37</b>	<b>1.82</b>
<b>Accumulated depreciation as at March 31, 2022</b>	<b>71.70</b>	-
Depreciation for the year	-	-
Accumulated depreciation on deletion	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>71.70</b>	-
Depreciation for the year	-	-
Accumulated depreciation on deletion	-	-
<b>Accumulated depreciation as at March 31, 2024</b>	<b>71.70</b>	-
<b>Carrying Value as at March 31, 2022</b>	<b>3.67</b>	<b>1.82</b>
<b>Carrying Value as at March 31, 2023</b>	<b>3.67</b>	<b>1.82</b>
<b>Carrying Value as at March 31, 2024</b>	<b>3.67</b>	<b>1.82</b>

## 6. Non-Current Investments

₹ in Lakhs

Particulars	Face Value	As At Mar 31, 2024		As At Mar 31, 2023	
		Numbers	Amount	Numbers	Amount
<b>QUOTED</b>					
<b>In Equity Instruments (Fully Paid-up)</b>					
Khazanchi Jewellers Ltd.	10	1,16,000	162.40	-	-
<b>UNQUOTED</b>					
<b>In Equity Instruments (Fully Paid-up)</b>					
<b>Wholly owned Subsidiary Companies (at cost)</b>					
Eyelid Infrastructure Private Limited	10	100,000	900.00	100,000	900.00
Dealmoney Distribution and Advisory Services Private Ltd.	10	2,400,000	400.00	2,400,000	400.00
Dealmoney Commodities Private Limited	10	16,527,719	4,367.54	1,100,000	525.00
Dealmoney Insurance Broking Private Ltd.	10	1,000,000	100.00	1,000,000	100.00
Dealmoney Financial Services Pvt Ltd	10	85,000	8.50	85,000	8.50
Sarsan Securities Private Limited	10	1,363,434	1,102.75	1,363,434	1,102.75
<b>Others (at fair value through Other Comprehensive Income (FVTOCI))</b>		-	-	-	-
<b>Total Non Current Investments</b>	-		<b>7,041.19</b>		<b>3,036.26</b>
Aggregate Amount of Quoted Investments at cost			162.40		-
Aggregate Amount of Quoted Investments at market value			353.92		-
Aggregate Amount of Unquoted Investments			6,878.79		3,036.26
Aggregate amount of impairment in value of investments			-		-

₹ in Lakhs

PARTICULARS		STANDALONE AS ON	
		Mar 31, 2024	Mar 31, 2023
<b>7</b>	<b>NON - CURRENT LOANS</b>		
	<b>Unsecured, Considered Good</b>		
	Loan and Advances (for Strategic Investments)	-	41.40
	Adv. Recoverable in cash or kind	813.86	-
	<b>Total</b>	<b>813.86</b>	<b>41.40</b>



<b>8</b>	<b>NON CURRENT TAX ASSETS</b>		
	Deposits	-	-
	Balance with statutory / government authorities	38.39	21.28
	Advance Tax including TDS (net off provision for Tax)	78.11	277.91
	<b>Total</b>	<b>116.50</b>	<b>299.18</b>
<b>9</b>	<b>OTHER NON - CURRENT ASSETS</b>		
	Deposits	1.12	1.12
	Advance Service Tax	86.35	86.35
	<b>Total</b>	<b>87.47</b>	<b>87.47</b>
<b>10</b>	<b>TRADE RECEIVABLES</b>		
	<b>(Unsecured)</b>		
	Considered Good	745.80	557.32
	Less : Expected credit losses/Credit Impaired	-	-
		<b>745.80</b>	<b>557.32</b>
	<b>Less : Provision for doubtful debts</b>		
	Considered Good	-	-
	Credit Impaired	-	-
		-	-
	<b>Total</b>	<b>745.80</b>	<b>557.32</b>
	<b>Trade receivables ageing schedule</b>		
	Outstanding for the following period from due date of payments		
	Not Due	-	-
	Less than 6 months	370.69	268.11
	6 months-1 years	186.84	69.93
	1-2 years	188.27	197.68
	2-3 years	-	21.60
	More than 3 years	-	-
	<b>Total</b>	<b>745.80</b>	<b>557.32</b>
	Above includes dues from Company in which director is a director		
	Dealmoney Securities Private Limited	109.94	267.61
<b>11</b>	<b>CASH AND CASH EQUIVALANTS</b>		

	<b>Balances with Banks</b>		
	In Current Accounts	41.92	330.46
	Cash on hand	0.44	0.68
	<b>Total</b>	<b>42.36</b>	<b>331.15</b>
<b>12</b>	<b>CURRENT LOANS</b>		
	<b>Unsecured, Considered Good</b>		
	<b>Loan and Advances to Related Parties</b>		
	<b>a. Subsidiary Companies</b>		
	Eyelid Infrastructure Pvt. Ltd.	220.85	202.56
	Sarsan Securities Pvt. Ltd.	1,624.84	1,136.99
	Dealmoney Commodities Pvt. Ltd.	-	3,606.00
	Dealmoney Distribution and Advisory Services Private Limited	862.99	801.98
	<b>b. Companies in which directors are interest</b>		
	Oodnap Securities (India) Limited	381.69	842.59
	Vaaman Pesticides P. Ltd	60.15	58.95
	Pran Fertilisers & Pesticides Pvt. Ltd.	-	691.49
	All the above loans and advances have been given for business purposes		
	<b>c. Others</b>		
	Advance recoverable in cash or kind	24.15	718.69
	<b>Total</b>	<b>3,174.67</b>	<b>8,059.25</b>
<b>13</b>	<b>OTHER FINANCIAL ASSETS</b>		
	Others Receivables	48.32	43.80
	<b>Total</b>	<b>48.32</b>	<b>43.80</b>

<b>14</b>	<b>EQUITY SHARE CAPITAL</b>	<b>As At Mar 31, 2024</b>	<b>As At Mar 31, 2023</b>
	<b>Authorised</b>		
	7,22,20,000 (Previous Year - 7,22,20,000) Equity Shares of ₹ 10/- each	7,222.00	7,222.00
	<b>Total</b>	<b>7,222.00</b>	<b>7,222.00</b>
	<b>Issued, Subscribed and Paid-up</b>		
	<b>Equity Shares</b>		
	13,360,000 (Previous Year - 13,360,000) Equity Shares of ₹ 10/- each fully paid up	1,336.00	1,336.00

		Total	1,336.00	1,336.00	
<b>14.1</b>	<b>Reconciliation of Shares</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>₹</b>	<b>Numbers</b>	<b>₹</b>
	<b>At the beginning of the year</b>	13,360,000	1,336.00	13,360,000	1,336.00
	Issued during the year	-	-	-	-
	<b>Outstanding at the end of the year</b>	<b>13,360,000</b>	<b>1,336.00</b>	<b>13,360,000</b>	<b>1,336.00</b>
<b>14.2</b>	<b>Details of Shareholders holding more than 5% shares in the Company</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>
a.	Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%
<b>14.3</b>	<b>Details of shareholdings by the Promoter/ Promoter Group</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>
a.	Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%
b.	Pandoo Naig	54,999	0.41%	54,999	0.41%
<b>14.4</b>	<b>Rights, Preferences and Restrictions attaching to each class of shares</b>				
	<b>Equity Shares having a face value of ₹ 10</b>				
<b>a</b>	<b>As to Dividend: -</b>				
	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>b</b>	<b>As to Repayment of capital: -</b>				
	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.				
<b>c</b>	<b>As to Voting: -</b>				
	The Company has only one class of shares referred to as equity shares having a face value of ₹ 10. Each holder of the equity share is entitled to one vote per share.				

₹ in Lakhs

PARTICULARS	STANDALONE AS ON	
	Mar 31, 2024	Mar 31, 2023
<b>15 OTHER EQUITY</b>		
A Securities Premium	9,078.06	9,078.06
B Special Reserve	643.33	643.33
C Retained Earnings	(157.28)	(155.10)
<b>Total - (A) + (B) + (C) + (D) + (E)</b>	<b>9,564.12</b>	<b>9,566.29</b>

<b>(i)</b>	<b>Securities Premium Reserve</b>		
	Opening balance	9,078.06	9,078.06
	Increase/(decrease) during the year	-	-
	<b>Closing balance</b>	<b>9,078.06</b>	<b>9,078.06</b>
<b>(ii)</b>	<b>Retained earnings</b>		
	Opening balance	(155.10)	(155.66)
	Net profit/(loss) for the year	(3.38)	0.92
	Reserved on Consolidation		
	Items of other comprehensive income recognised directly in		
	retained earnings		
	Remeasurement of Defined benefit plans	1.20	(0.36)
	Transfer to Special Reverse	-	-
	<b>Closing balance</b>	<b>(157.28)</b>	<b>(155.10)</b>
<b>16</b>	<b>NON - CURRENT BORROWINGS</b>		
	<b>Unsecured</b>		
	Sowgau Estates Pvt. Ltd.	92.15	-
	<b>Total</b>	<b>92.15</b>	<b>-</b>
<b>17</b>	<b>NON - CURRENT PROVISIONS</b>		
	Provision for Gratuity	7.01	7.52
	<b>Total</b>	<b>7.01</b>	<b>7.52</b>
<b>18</b>	<b>DEFERRED TAX LIABILITIES (NET)</b>		
	Deferred Tax Liabilities	5.83	3.19
	<b>Total</b>	<b>5.83</b>	<b>3.19</b>
<b>19</b>	<b>CURRENT BORROWINGS</b>		
	<b>Unsecured</b>		
	Dealmoney Insurance Broking Pvt Ltd	52.55	52.80
	Family Care Hospitals Ltd.	-	631.50
	DP Engineering and Consulting Pvt Ltd.	125.00	20.00
	Pran Fertilisers & Pesticides P. Ltd	200.00	-
	From Related Parties/Director	195.13	8.00
	Sowgau Estates Pvt. Ltd	-	92.15
	Dealmoney Securities Private Limited.	82.70	-
	<b>Total</b>	<b>655.38</b>	<b>804.45</b>

<b>20</b>	<b>TRADE PAYABLES</b>		
	Due to micro enterprises and small enterprises	-	-
	Due to creditors other than micro enterprises and small enterprises	248.54	480.51
	<b>Total</b>	<b>248.54</b>	<b>480.51</b>
	<b>Trade payables ageing schedule</b>		
	Outstanding for the following period from due date of payments		
	<b>Dues to MSME</b>		
	Not Due	-	-
	Less than 1 year	-	-
	1-2 years	-	-
	2-3 years	-	-
	More than 3 years	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
	<b>Others</b>		
	Not Due	-	-
	Less than 1 year	248.54	265.09
	1-2 years	-	215.42
	2-3 years	-	-
	More than 3 years	-	-
	<b>Total</b>	<b>248.54</b>	<b>480.51</b>
<b>21</b>	<b>OTHER FINANCIAL LIABILITIES</b>		
	TDS on Interest Payable	-	12.65
	Salary Payable	6.47	7.27
	Creditors for Expenses	83.98	126.09
	<b>Total</b>	<b>90.44</b>	<b>146.01</b>
<b>22</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Statutory Dues	70.14	113.61
	<b>Total</b>	<b>70.14</b>	<b>113.61</b>
<b>23</b>	<b>CURRENT PROVISIONS</b>		
	Provsion for Tax	-	1.44
	Provision for Gratuity	6.77	4.75
	<b>Total</b>	<b>6.77</b>	<b>6.19</b>

PARTICULARS		STANDALONE AS ON	
		Mar 31, 2024	Mar 31, 2023
<b>24</b>	<b>REVENUE FROM OPERATIONS</b>		
	Advisory Services	348.80	313.00
	<b>Total</b>	<b>348.80</b>	<b>313.00</b>
<b>25</b>	<b>OTHER INCOME</b>		
	Interest income on financial asset measured at amortised cost		
	Interest on Loan	274.10	237.36
	Other Income	-	20.00
	<b>Total</b>	<b>274.10</b>	<b>257.36</b>
<b>26</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	Salary, Wages and Other Benefits	102.81	110.38
	Gratuity	2.71	2.10
	Contribution to Provident Fund and Other Funds	1.15	1.71
	Staff Welfare Expenses	-	0.84
	<b>Total</b>	<b>106.68</b>	<b>115.04</b>
<b>27</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	24.07	126.89
	<b>Total</b>	<b>24.07</b>	<b>126.89</b>
<b>28</b>	<b>OTHER EXPENSES</b>		
	Power & Fuel	6.10	8.11
	Rent	1.14	1.14
	Repairs to Others	3.88	4.13
	Rates and Taxes	0.59	4.77
	Advertisement	2.23	0.57
	Business Development Expenses	0.83	4.08
	Communication Expenses	1.09	1.62
	Professional Fees	439.96	268.02
	Remuneration to Auditors (Refer Note 37)	3.00	3.00
	Penalty Expenses	0.60	5.13
	Travelling and Conveyance	10.65	4.57
	Directors Sitting Fees	2.40	2.00

	Loss on Sale of Assets	1.12	-
	Miscellaneous Expenses	14.35	14.24
	Membership And Subscription	5.86	0.84
	<b>Total</b>	<b>493.80</b>	<b>322.22</b>

### 29. 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) The Company has received order from GST department for the FY 2017-18 and 2018-19 raising demand of Rs. 15.54 lakhs and Rs. 34.60 lakhs respectively. The Company has filed the appeal against these order to Appeal to Appellate Authority. The management is of the opinion that there will be good chance to win the Appeal and hence no provision for GST demand has made in the appeals.

### 30. Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"

#### a) Defined Contribution Plan

During the year, ₹0.90 Lakhs (Previous Year ₹1.30 Lakhs) in respect of the Company's contribution to Provident Fund and contribution to Employees' State Insurance Corporation ₹0.25 Lakhs (Previous Year ₹0.41 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, 2024.**

Particulars	As at	As at
	31-Mar-24	31-Mar-23

<b>Change in Present Value of Obligations</b>		
Obligations at Beginning of the year	12.27	9.81
Interest Cost	0.92	0.71
Service Cost	1.80	1.39
Past Service Cost (Non – Vested Benefits)	-	-
Past Service Cost (Vested Benefits)	-	-
Benefits Paid	-	-
Actuarial (Gains) / Losses on obligations due to change in Demographic Assumptions	-	-
Actuarial (Gains) / Losses on obligations due to change in financial assumptions	0.27	1.36
Actuarial (Gains)/Losses on obligations due to experience	(1.47)	(1.00)
<b>Obligations at the end of the year</b>	<b>13.78</b>	<b>12.27</b>
<b>Change in the fair value of plan assets</b>		
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	-	-
<b>Fair value of plan assets at the end of the year</b>	<b>-</b>	<b>-</b>

<b>Amount recognized in the Balance Sheet</b>		
Present Value Obligation at the end of the period	(13.78)	(12.27)
Fair Value of Plan Assets at the end of the period	-	-
Funded Status – (Surplus / (Deficit))	(13.78)	(12.27)
<b>Net (Liability) / Asset recognized in the Balance Sheet</b>	<b>(13.78)</b>	<b>(12.27)</b>

<b>Net Interest Cost for the Current Year</b>		
Present value benefit obligation at the beginning of the year	12.27	9.81
Fair value of plan assets at the beginning of the year	-	-
Net Liability / (Asset) at the beginning	<b>12.27</b>	<b>9.81</b>
Interest Cost	0.92	0.71
Interest Income	-	-
<b>Interest Cost for the Current Year</b>	<b>0.92</b>	<b>0.71</b>

<b>Expenses recognized in the Statement of Profit or Loss for the Current Year</b>		
Current Service Cost	1.80	1.39
Net Interest Cost	0.92	0.71
Past Service Cost	-	-
Expected Contributions by the Employees	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
<b>Expenses Recognized</b>	<b>2.71</b>	<b>2.10</b>



<b>Expenses recognized in the other comprehensive income (OCI) for current year</b>		
Actuarial (Gains) / Losses on obligation for the year	(1.20)	0.36
Return on plan Assets, excluding Interest Income	-	-
Change in Asset Ceiling	-	-
<b>Net (Income) / Expense for the year recognized in OCI</b>	<b>(1.20)</b>	<b>0.36</b>

<b>Balance Sheet Reconciliation</b>		
Opening Net Liability	12.27	9.81
Expenses Recognized in the Statement of Profit or Loss	2.71	2.10
Expenses Recognized in OCI	(1.20)	0.36
Benefits paid directly by Employer	-	-
<b>Net Liability / (Asset) recognized in the Balance Sheet</b>	<b>13.78</b>	<b>12.27</b>

<b>Net Interest Cost for Next Year</b>		
Present Value of Benefit Obligation at the End of the Period	13.78	12.27
(Fair Value of Plan Assets at the End of the Period)	-	-
Net Liability/(Asset) at the End of the Period	<b>13.78</b>	<b>12.27</b>
Interest Cost	0.99	0.92
<b>(Interest Income)</b>	<b>-</b>	<b>-</b>
<b>Net Interest Cost for Next Year</b>	<b>0.99</b>	<b>0.92</b>
<b>Expenses Recognized in the Statement of Profit or Loss for Next Year</b>		
Current Service Cost	1.49	1.80
Net Interest Cost	0.99	0.92
(Expected Contributions by the Employees)	-	-
<b>Expenses Recognized</b>	<b>2.49</b>	<b>2.71</b>

**Maturity analysis of the benefit payments from the fund**  
**Projected benefits payable in future years from the date of reporting – NIL**

<b>Maturity analysis of the benefit payments from the employer</b>		
<b>Projected benefits payable in future years from the date of reporting</b>		
1st following year	6.77	4.75
2nd following year	0.15	1.58
3rd following year	0.16	0.15
4th following year	0.18	0.17
5th following year	0.20	0.18
Sum of years of 6 to 10	1.38	1.10
Sum of years of 11 and above	20.83	18.84

<b>Sensitivity Analysis</b>		
Projected Benefit Obligation on Current Assumptions	13.78	12.27
Delta Effect of +1% Change in Rate of Discounting	(0.89)	(0.80)
Delta Effect of -1% Change in Rate of Discounting	1.07	0.95

Delta Effect of +1% Change in Rate of Salary Increase	1.06	0.95
Delta Effect of -1% Change in Rate of Salary Increase	(0.90)	(0.81)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.02)	(0.00)
Delta Effect of -1% Change in Rate of Employee Turnover	0.02	(0.00)

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 Rate During Employment	Indian Assured Lives	
	Mortality (2012 – 14) Ultimate	Mortality (2012 – 14) Ultimate
Rate of Discounting	7.21%	7.49%
Rate of Salary Increase	7.00%	7.00%
Rate of Employee Turnover	2.00%	2.00%
Expected Return on Plan Assets	N. A.	N. A.

### 31. 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.

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

#### (I) List of Related Parties

<b>List of Related Parties where control exists - Shareholders in the Company</b>	Mr. Pandoo Naig, Mr. T. P. K. Naig and their relatives together hold 52.10 % share capital of the Company
<b>Subsidiaries</b>	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
<b>Step Down Subsidiary</b>	Dealmoney Real State Private Limited
	Dealmoney Distribution & E Marketing Private Limited
<b>Key Management Personnel</b>	Mr. T. K. P Naig - Whole Time Director
	Mr. Pandoo Naig - Executive Director & Interim CFO
	Mr. Manoj Malpani - Chief Financial Officer (Resigned on April 01, 2024)
	Mrs. Divya Modi - Company Secretary (Appointed w.e.f August 14, 2023 & Resigned on April 13, 2024)
	Mrs. Kajal Shethia - Company Secretary (Appointed w.e.f June 03, 2024)
<b>Relative of Key Management Personnel</b>	Mrs. Sowmya Deshpande (Daughter of TKP Naig-Whole Time Director and Sister of Pandoo Naig-Executive Director & Interim CFO)
	Mr. Gautam Deshpande (Husband of Sowmya Deshpande & Son in law of TKP Naig-Whole Time Director and Brother in law of Pandoo Naig-Executive Director & Interim CFO)
	Mrs. Anandhi Naig (Wife of TKP Naig-Whole Time Director & Mother of Pandoo Naig-Executive Director & Interim CFO)
<b>Companies in which Key Management Personnel / Relative of Key Management Personnel having significant influence</b>	Oodnap Securities (India) Limited
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)
	Family Care Hospitals Limited
	Vaaman Pesticides Pvt. Ltd
	Pran Fertilisers & Pesticides Pvt. Ltd

## (II) Transactions and amount outstanding with related parties

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				

	Vaaman Pesticides Pvt. Ltd	NIL	NIL	NIL	1.20
		(NIL)	(NIL)	(NIL)	(1.25)
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(1,706.55)	(NIL)	(NIL)	(NIL)
	Oodnap Securities (India) Limited	NIL	NIL	NIL	4.20
		(NIL)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and Advisory Service Private Limited	17.79	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	466.00	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	12.63	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	<b>Loans Taken</b>				
II	Family Care Hospitals Ltd.	NIL	NIL	NIL	65.08
		(NIL)	(NIL)	(NIL)	(570.74)
	DP Engineering and Consulting Pvt Ltd.	NIL	NIL	NIL	105.00
		(NIL)	(NIL)	(NIL)	(20.00)
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	82.70	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	200.00
		(NIL)	(NIL)	(NIL)	(NIL)
	<b>Loans Repaid</b>				
III	Family Care Hospitals Ltd.	NIL	NIL	NIL	696.59
		(NIL)	(NIL)	(NIL)	(813.95)
	<b>Loans Received Back</b>				
IV	Oodnap Securities (India) Limited	NIL	NIL	NIL	465.10
		(NIL)	(NIL)	(NIL)	(431.45)
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(549.33)	(NIL)	(NIL)	(NIL)
	Eyelid Infrastructure Private Limited	NIL	NIL	NIL	NIL
		(50.00)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	105.50	NIL	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL	NIL	NIL	696.79
		(NIL)	(NIL)	(NIL)	(NIL)
	Pandoo Naig	NIL	12.63	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
V	<b>Interest Expenses</b>				
	Family Care Hospitals Ltd.	NIL	NIL	NIL	24.07

		(NIL)	(NIL)	(NIL)	(71.04)
VI	<b>Interest Income</b>				
	Eyelid Infrastructure Private Limited	18.29	NIL	NIL	NIL
		(20.53)	(NIL)	(NIL)	(NIL)
	Sarsan Securities Private Limited	127.34	NIL	NIL	NIL
		(97.49)	(NIL)	(NIL)	(NIL)
Dealmoney Distribution and Advisory Service Private Limited	43.23	NIL	NIL	NIL	
	(43.11)	(NIL)	(NIL)	(NIL)	
VII	<b>Advisory Services Income</b>				
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(64.75)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	348.80	NIL	NIL	NIL
(248.25)		(NIL)	(NIL)	(NIL)	
VIII	<b>Rent Paid</b>				
	Eyelid Infrastructure Private Limited	1.14	NIL	NIL	NIL
		(1.14)	(NIL)	(NIL)	(NIL)
IX	<b>Remuneration to Key Management Personnel</b>				
	T. K. P. Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Pandoo Naig	NIL	15.00	NIL	NIL
		(NIL)	(15.00)	(NIL)	(NIL)
	Manoj Malpani	NIL	17.95	NIL	NIL
		(NIL)	(17.95)	(NIL)	(NIL)
	Divya Modi	NIL	0.93	NIL	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Himanshu Unadkut	NIL	NIL	NIL	NIL
(NIL)		(2.94)	(NIL)	(NIL)	
X	<b>Professional Fees</b>				
	Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
		(30.00)	(NIL)	(NIL)	(NIL)
	Dealmoney Distribution and E-Marketing Private Limited	376.15	NIL	NIL	NIL
(215.45)		(NIL)	(NIL)	(NIL)	
XI	<b>Issue of shares of DCPL</b>				
	Gautam Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Sowmya Deshpande	NIL	NIL	80.37	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Anandhi Naig	NIL	NIL	34.40	NIL
		(NIL)	(NIL)	(NIL)	(NIL)
	Dealmoney Commodities Pvt. Ltd. (Conversion of Loan into Equity)	3,606.61	NIL	NIL	NIL
(NIL)		(NIL)	(NIL)	(NIL)	

<b>Outstanding as at March 31, 2024</b>				
<b>Loan Receivables</b>				
Eyelid Infrastructure Pvt. Ltd.	220.85	NIL	NIL	NIL
	(202.56)	(NIL)	(NIL)	(NIL)
Sarsan Securities Pvt. Ltd.	1,624.84	NIL	NIL	NIL
	(1,136.99)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Pvt. Ltd.	NIL	NIL	NIL	NIL
	(3,606.00)	(NIL)	(NIL)	(NIL)
Dealmoney Distribution and Advisory Services Private Limited	862.99	NIL	NIL	NIL
	(801.98)	(NIL)	(NIL)	(NIL)
Oodnap Securities (India) Limited	NIL	NIL	NIL	381.69
	(NIL)	(NIL)	(NIL)	(842.59)
Vaaman Pesticides Pvt. Ltd	NIL	NIL	NIL	60.15
	(NIL)	(NIL)	(NIL)	(58.95)
Pran Fertilisers & Pesticides Pvt. Ltd.	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(691.49)
<b>Borrowings</b>				
Dealmoney Insurance Broking Pvt Ltd	52.55	NIL	NIL	NIL
	(52.80)	(NIL)	(NIL)	(NIL)
Anandhi Naig	NIL	NIL	34.40	NIL
	(NIL)	(NIL)	(NIL)	(NIL)
Gautam Deshpande	NIL	NIL	80.37	NIL
	(NIL)	(NIL)	(NIL)	(NIL)
Sowmya Deshpande	NIL	NIL	80.37	NIL
	(NIL)	(NIL)	(NIL)	(NIL)
Pandoo Naig	NIL	NIL	NIL	NIL
	(NIL)	(8.00)	(NIL)	(NIL)
DP Engineering and Consulting Pvt Ltd.	NIL	NIL	NIL	125.00
	(NIL)	(NIL)	(NIL)	(20.00)
Pran Fertilisers & Pesticides Pvt. Ltd.	NIL	NIL	NIL	200.00
	(NIL)	(NIL)	(NIL)	(NIL)
Sowgau Estates Pvt. Ltd.	NIL	NIL	NIL	92.15
	(NIL)	(NIL)	(NIL)	(92.15)
Family Care Hospitals Ltd.	NIL	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(631.50)
Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	82.70	NIL	NIL	NIL
	(NIL)	(NIL)	(NIL)	(NIL)
<b>Trade Receivables</b>				
Dealmoney Distribution And E-Marketing Pvt Ltd	635.87	NIL	NIL	NIL
	(289.71)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private	109.94	NIL	NIL	NIL

Limited (Formerly known as Dealmoney Securities Private Limited)	(267.61)	(NIL)	(NIL)	(NIL)
<b>Trade Payables</b>				
Dealmoney Distribution And E-Marketing Pvt Ltd	248.54	NIL	NIL	NIL
	(232.69)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private Limited (Formerly known as Dealmoney Securities Private Limited)	NIL	NIL	NIL	NIL
	(247.82)	(NIL)	(NIL)	(NIL)
<b>Investment</b>				
Eyelid Infrastructure Private Limited	900.00	NIL	NIL	NIL
	(900.00)	(NIL)	(NIL)	(NIL)
Dealmoney Distribution and Advisory Services Private Ltd.	400.00	NIL	NIL	NIL
	(400.00)	(NIL)	(NIL)	(NIL)
Dealmoney Commodities Private Limited	4,367.54	NIL	NIL	NIL
	(525.00)	(NIL)	(NIL)	(NIL)
Dealmoney Insurance Broking Private Ltd.	100.00	NIL	NIL	NIL
	(100.00)	(NIL)	(NIL)	(NIL)
Dealmoney Financial Services Pvt Ltd	8.50	NIL	NIL	NIL
	(8.50)	(NIL)	(NIL)	(NIL)
Sarsan Securities Private Limited	1,102.75	NIL	NIL	NIL
	(1,102.75)	(NIL)	(NIL)	(NIL)

### 33. List of Non-Executive Directors

<b>Independent Director</b>	Mr. Aneish Kumaran Kumar
	Mrs. Sonam Jain
	Mr. Dhananjay Parikh
<b>Non Executive Director</b>	Mr. Gurunath Mudlapur (Resigned on July 20, 2023)

₹ In Lakhs

Sitting Fees to Independent Director	
Dhananjay Parikh	0.80
	(0.80)
Sonam Satishkumar Jain	0.80
	(0.80)
Amol Autade	NIL
	(0.40)
Aniesh Kumar	0.80
	(NIL)

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

### 34. Disclosures pursuant to Indian Accounting Standard 17 "Leases"

The Company does not have any lease transaction as on 31<sup>st</sup> March, 2024 (Previous year 31<sup>st</sup> March, 2023) and the disclosures pursuant to Indian Accounting Standard 17 “Leases” does not arise.

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

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Net Profit after tax as per Statement of Profit and Loss	(3.38)	0.92
Number of Equity Shares outstanding	133.60	133.60
Weighted Average Number of Equity Shares	133.60	133.60
Nominal value of equity shares ₹	10.00	10.00
Basic and Diluted Earnings per share ₹	(0.03)	0.007

**36. 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.

**37. Remuneration to auditors**

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Statutory Audit	3.00	3.00
Other Services fees	2.16	-
<b>Total</b>	<b>5.16</b>	<b>3.00</b>

38. 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.

39. (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, 2024.

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

**40. 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	As at	As at
	March 31, 2024	March 31, 2023
<b>Subsidiaries Companies of Onelife Capital Advisors Limited</b>		
Eyelid Infrastructure Private Limited	220.85	202.56



Maximum balance during the year ₹ 220.85 Lakhs (P. Y. ₹ 247.77 Lakhs)		
Dealmoney Distribution and Advisory Services Private Limited	862.99	801.98
Maximum balance during the year ₹ 862.99 Lakhs (P. Y. ₹ 801.98 Lakhs)		
Dealmoney Commodities Private Limited	-	3,606.00
Maximum balance during the year ₹ 3606.00 Lakhs (P. Y. ₹ 3606.00 Lakhs)		
Sarsan Securities Private Limited	1,624.84	1,136.99
Maximum balance during the year ₹ 1624.84 Lakhs (P. Y. ₹ 1403.33 Lakhs)		
<b>Sub – Total</b>	<b>2,708.68</b>	<b>5,747.53</b>

<b>Companies in which directors are interested</b>		
Pran Fertilisers & Pesticides Pvt. Ltd.	-	691.49
Maximum balance during the year ₹ 696.19 Lakhs (P. Y. ₹ 691.49 Lakhs)		
Oodnap Securities (India) Limited	381.69	842.59
Maximum balance during the year ₹ 842.59 Lakhs (P. Y. ₹ 1,274.04 Lakhs)		
Vaaman Pesticides Pvt. Ltd.	60.15	58.95
(Maximum balance during the year ₹ 60.15 Lakhs (P. Y. ₹ 148.13 Lakhs))		
<b>Sub – Total</b>	<b>441.84</b>	<b>1,593.03</b>

Particulars	As at	As at
	March 31, 2024	March 31, 2023
<b>Others</b>		
Bio Medcion Systems (I) Pvt. Ltd.	60.98	54.05
(Maximum balance during the year ₹ 60.98 Lakhs (P. Y. ₹ 54.05 Lakhs))		
Parasmal Khanmal Jain	356.66	313.93
(Maximum balance during the year ₹ 356.66 Lakhs (P. Y. ₹ 313.93 Lakhs))		
Rani Creators Consultant & Ser Pro	233.45	205.24
(Maximum balance during the year ₹ 233.45 Lakhs (P. Y. ₹ 205.24 Lakhs))		
Seema Patidar	-	3.11
(Maximum balance during the year ₹ 3.21 Lakhs (P. Y. ₹ 3.11 Lakhs))		
Spade Realtors LLP	122.15	105.93
(Maximum balance during the year ₹ 122.15 Lakhs (P. Y. ₹ 105.93 Lakhs))		

Trishul Realty Infra Pvt. Ltd.		
(Maximum balance during the year ₹ 33.12 Lakhs (P. Y. ₹ 28.92 Lakhs))	33.12	28.92
Sai Prasad Realtors		
(Maximum balance during the year ₹ 7.50 Lakhs (P. Y. ₹ 7.50 Lakhs))	7.50	7.50
<b>Sub – Total</b>	<b>813.86</b>	<b>718.69</b>

#### 41. 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, 2024 is ₹745.80 Lakhs (Previous Year ₹557.32 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.

#### 42. Financial Instruments

##### 42.1 Financial Assets and Liabilities

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Assets</b>						
Non - Current Financial Assets - Investment	-	-	-	-	-	-
Non - Current Financial Assets - Loans Receivables	-	-	813.86	-	-	41.40
Current Financial Assets - Trade Receivables	-	-	745.80	-	-	557.32
Current Financial Assets - Cash And Cash Equivalents	-	-	42.36	-	-	331.15

Current Financial Assets - Loans Receivables	-	-	3174.67	-	-	8059.25
Current Financial Assets - Other Financial Assets	-	-	48.32	-	-	43.80
<b>Total Financial Assets</b>	-	-	<b>4825.01</b>	-	-	<b>9032.91</b>

<b>Financial Liabilities</b>						
Non Current Financial Liabilities - Borrowings	-	-	92.15	-	-	-
Current Financial Liabilities - Borrowings	-	-	655.38	-	-	804.45
Current Financial Liabilities - Trade Payable	-	-	248.54	-	-	480.51
Current Financial Liabilities - Other Financial Liabilities	-	-	90.44	-	-	146.01
<b>Total Financial Liabilities</b>	-	-	<b>1,086.51</b>	-	-	<b>1,430.97</b>

#### 42.2 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, 2024

₹ In Lakhs

Particulars	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial investment which are measured at FVTOCI</b>			
Non - Current Financial Assets - Investment	-	-	-
<b>Financial assets which are measured at amortized cost</b>			
Non - Current Financial Assets - Loans Receivables	-	813.86	-
Current Financial Assets - Trade Receivables	-	745.80	-
Current Financial Assets - Cash And Cash Equivalents	-	42.36	-
Current Financial Assets - Loans Receivables	-	3,174.67	-
Current Financial Assets - Other Financial Assets	-	48.32	-
<b>Total Financial Assets</b>	-	<b>4,825.01</b>	-
<b>Liabilities is which are amortized cost for which fair value at disclosed</b>			
<b>Financial Liabilities</b>			
Non - Current Financial Liabilities - Borrowings	-	92.15	-
Current Financial Liabilities - Borrowings	-	655.38	-
Current Financial Liabilities - Trade Payable	-	248.54	-
Current Financial Liabilities - Other Financial Liabilities	-	90.44	-
<b>Total Financial Liabilities</b>	-	<b>1,086.51</b>	-

#### Year Ending March 31, 2023

Particulars	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial investment which are measured at FVTOCI</b>			
Non - Current Financial Assets - Investment	-	-	-
<b>Financial assets which are measured at amortized cost</b>			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Current Financial Assets - Trade Receivables	-	557.32	-
Current Financial Assets - Cash And Cash Equivalents	-	331.15	-
Current Financial Assets - Loans Receivables	-	8,059.25	-
Current Financial Assets - Other Financial Assets	-	43.80	-
<b>Total Financial Assets</b>	-	<b>9,032.91</b>	-
<b>Liabilities is which are amortized cost for which fair value at disclosed</b>			
<b>Financial liabilities</b>			
Non - Current Financial Liabilities - Borrowings	-	-	-
Current Financial Liabilities - Borrowings	-	804.45	-
Current Financial Liabilities - Trade Payable	-	480.51	-
Current Financial Liabilities - Other Financial Liabilities	-	146.01	-
<b>Total Financial liabilities</b>	-	<b>1,430.97</b>	-

### 42.3 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

#### 42.3.1 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.

Particulars	Carrying Amount	Less than 12 months	More than 12 months	Total

<b>As at March 31, 2024</b>				
Non - Current Borrowings	92.15	-	92.15	92.15
Current - Borrowings	655.38	655.38	-	655.38
Current - Trade Payable	248.54	248.54	-	248.54
Current - Other Financial Liabilities	90.44	90.44	-	90.44
<b>As at March 31, 2023</b>				
Non - Current Borrowings	-	-	-	-
Current - Borrowings	804.45	120.15	684.30	804.45
Current - Trade Payable	480.51	265.09	215.42	480.51
Current - Other Financial Liabilities	146.01	146.01	-	146.01

### 42.3.2 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, 2024 and March 31, 2023.

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 ₹0.06 Lakhs gain for year ended March 31, 2024 (₹0.32 Lakhs gain for year ended March 31 2023) in Interest expenses. A 0.25% increase in interest rates would have led to an equal but opposite effect.

### 42.3.3 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, 2024 is ₹745.80 Lakhs (March 31, 2023 ₹557.32 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.

### 43. 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.

Particulars	March 31, 2024	March 31, 2023
Non - Current Borrowings	92.15	-
Current – Borrowings	655.38	804.45
Current - Other Financial Liabilities	90.44	146.01
Less: Cash And Cash Equivalents	(42.36)	(331.15)
<b>Net Debt (A)</b>	<b>795.62</b>	<b>619.31</b>
Total Equity	10,900.12	10,902.30
<b>Total Capital (B)</b>	<b>10,900.12</b>	<b>10,902.30</b>
<b>Capital and Net Debt C = (A) + (B)</b>	<b>11,695.74</b>	<b>11,521.62</b>
<b>Gearing Ratio (A) / (C)</b>	<b>0.07</b>	<b>0.05</b>

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, 2024 and March 31,2023.

#### 44. Tax Expenses - Current Tax and Deferred Tax

##### a) Income Tax Expense recognized in statement of profit and loss

Rs. In Lakhs

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Current Tax</b>		
Current Income Tax Charge	-	1.44
Short / (Excess) provision of tax relating to Earlier Years	(1.44)	-
<b>Total</b>	<b>(1.44)</b>	<b>1.44</b>
<b>Deferred Tax Credit / Charge</b>		
In respect of Current Year	2.64	3.19
<b>Total</b>	<b>2.64</b>	<b>3.19</b>
<b>Total tax expense recognized in Statement of Profit and Loss</b>	<b>1.20</b>	<b>4.64</b>

##### b) Income Tax recognized in Other Comprehensive Income

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Deferred Tax (Liabilities) / Assets		
Re-measurement of Defined Benefit Obligations	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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

Rs. In Lakhs

Particulars	March 31, 2024	March 31, 2023
Net Profit as per Statement of Profit and Loss Account (before Tax)	(2.18)	5.55
Corporate Tax Rate as per Income tax Act, 1961		26%
Tax on Accounting Profit	-	1.44
Tax difference on account of:		
Depreciation allowed as per Income Tax Act, 1961	-	3.95
Ind AS Impact - Re-measurement of Defined Benefit Obligation		-
Expenses not allowable under the Income Tax Act, 1961	-	-
Impact of Carry forward of losses and unabsorbed depreciation to the extent of available Income	-	(3.95)
Tax Refund / reversal pertaining to Earlier Years	-	-

Deferred Tax Assets not recognized considering the grounds of prudence	-	-
Tax Expense recognized during the year	-	-

**d) Deferred tax assets / (liabilities) in relation to the year ended March 31, 2024**

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.

**45. Value of Imports on C.I.F. Basis Rs. Nil (previous year Rs. Nil), Expenditure in Foreign Currency Rs. Nil (previous year Rs. Nil), Earning in Foreign Currency Rs. Nil (previous year Rs. Nil).**

**46. Accounting Ratios**

Name of the Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	% Variance	Remarks
Current Ratio	Current Assets	Current Liabilities	3.74	5.80	(35.42)	Current Assets have decreased and Current Liabilities has also decreased in current assets are more than current liabilities hence current ratio reduced
Debt – Equity Ratio	Total Debt (Non-current borrowings + Current Borrowings + Total Lease Liability)	Shareholder’s Equity	0.07	0.07	(7.06)	
Debt Service Coverage Ratio	Net profit after taxes + Exception items + Noncash operating expenses (depreciation) + Finance costs	Interest payments+ Long-term Principal Repayment+ Lease Payments	0.93	1.05	(11.20)	



Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	(0.0003)	0.0005	(160.91)	Loss in current year compare to previous year profit and hence the return on equity is decreased
Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	0.54	0.61	(12.21)	
Net Capital Turnover Ratio	Revenue	Working Capital	0.12	0.04	182.05	Increase due to higher revenue from operation
Net Profit Ratio	Net Profit after taxes	Revenue	(0.97)	1.77	282.97	Negative ratio due to loss in FY 2024 compare with profit FY 2023
Return on Capital Employed (ROCE)	Earnings before interest and taxes	Capital Employed	0.20	1.21	(83.47)	Decreased due to EBIT negative in FY 2024 compare with FY 2023

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

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

Sd/-  
Prabhakara Naig  
Whole Time Director  
DIN: 00716975

For N.R. Tibrewala & Co LLP  
Chartered Accountants  
Firm Registration No: - W100608

Sd/-  
Pandoo Naig  
Executive Director & Interim CFO  
DIN No.: 00158221

Sd/-  
N R Tibrewala  
Partner  
Membership No: - 046397  
Place: - Mumbai  
Date : 03 June 2024

Sd/-  
Kajal Shethia  
Company Secretary  
Place: - Thane  
Date : 03 June 2024

**Statement on Impact of Audit Qualifications**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 – Standalone  
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

**I. Audited Figures**

Sr. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total income	622.90	-
2.	Total Expenditure	626.28	-
3.	Net Profit/(Loss)	(3.38)	-
4.	Earnings Per Share	(0.07)	-
5.	Total Assets	12,076.40	-
6.	Total Liabilities	1,176.27	-
7.	Net Worth	10,900.12	-

**II. Audit Qualification (each audit qualification separately):**

Sl No.	Particulars	Remarks						
a.	Details of Audit Qualification:	<p>a) The company has not done any fair valuation in respect of Investments aggregating to Rs.1300 Lakhs in two subsidiaries nor evaluated any impairment provisions for expected credit losses (ECL) as required under Ind AS 109 “Financial Instruments” in respect of loans and advances aggregating to Rs.1083.45 lakhs given to its two subsidiaries.</p> <p>b) TDS has been reversed amounting to Rs. 66.95 lakhs and the same has been transferred to respective vendors account.</p> <p>c) An outstanding liability of Rs.39.60 lakhs of GST is pertaining to previous years as on March 31, 2024 which has been disputed with GST appellate authority whose decision is awaited.</p>						
b.	Type of Audit Qualification:	<table border="1"> <tr> <td>Qualified Opinion</td> <td>Yes</td> </tr> <tr> <td>Disclaimer of Opinion</td> <td>No</td> </tr> <tr> <td>Adverse Opinion</td> <td>No</td> </tr> </table>	Qualified Opinion	Yes	Disclaimer of Opinion	No	Adverse Opinion	No
Qualified Opinion	Yes							
Disclaimer of Opinion	No							
Adverse Opinion	No							
c.	Frequency of qualification:	<table border="1"> <tr> <td>Appeared first time</td> <td>Yes</td> </tr> <tr> <td>Repetitive</td> <td>NA</td> </tr> <tr> <td>Since how long continuing</td> <td>NA</td> </tr> </table>	Appeared first time	Yes	Repetitive	NA	Since how long continuing	NA
Appeared first time	Yes							
Repetitive	NA							
Since how long continuing	NA							
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not Quantified						
e.	For Audit Qualification(s) where the impact is not quantified by the auditor							

(i)	Management's estimation on the impact of audit qualification:	Not Quantifiable
(ii)	If management is unable to estimate the impact, reasons for the same:	<p>a) The company accounts all investments at cost and evaluates the fair value annually as required under Ind AS 113. The investment of Rs. 900 lakhs is in one of its wholly owned subsidiaries Eyelid Infrastructure Private Limited. The Subsidiary is having the prime property at Juhu Tara Road, Mumbai. The present market value as per ready reckoner is much higher than the investment and the loans given by the company. The company feels that the investment and the loans provided to subsidiaries are fully secured and the question of impairment does not arise and hence no provision is required for the same. Further, the company had invested Rs. 400 lakhs in another wholly owned subsidiary named Dealmoney Distribution &amp; Advisory Services Private Limited. The company had acquired this subsidiary from NSR group which is non-resident as a package with the 3 more companies. The total consideration was paid for this subsidiary was Rs. 400 lakhs. The subsidiary is in the business of real estate development. Due to the market conditions, the company had not taken any project for development. The company is confident that the investment and loans given by the company to its subsidiary is fully secured and no provision is required for the impairment for Investment and/or loans.</p> <p>b) Since the recipient has paid the taxes and filed their income tax returns and requested the company to pay the balance outstanding to them, since they have discharged their liabilities towards taxes.</p> <p>c) Since we have obtained legal opinion and according to us it is an exempted product. The company had also filed an appeal to GST appellate authority and the decision is awaited.</p>
(iii)	Auditors' Comments on (i) or (ii) above:	Refer "Basis of Qualified opinion" in audit report read with relevant notes in the Standalone financial results, the same is self explanatory.

### III. Signatories:

Sd/- Prabhakara Naig (Whole Time Director)	Sd/- Pandoo Naig (Audit Committee Member)
Sd/- Pandoo Naig (Director & Chief Financial Officer)	Sd/- For M/s. N R Tibrewala & Co. LLP (Statutory Auditor)

**Place: Thane**

**Date: June 04, 2024**

## Independent Auditor's Report

To The Members of  
Onelife Capital Advisors Limited

### Report on the Audit of Consolidated Financial Statements

#### Qualified Opinion

We have audited the accompanying consolidated financial statements of Onelife Capital Advisors Limited ("the Holding Company") and its subsidiaries (hereinafter to be referred as "the Group") which comprises of consolidated Balance Sheet as at March 31, 2024, the consolidated statement of Profit & Loss (including other comprehensive income), the consolidated Statement of changes in equity and the consolidated Statement of cash flow for the year then ended (Refer "Other Matters" section below), and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiary as were audited by the other auditors, and except for the effects/ possible effects, if any, of the matters described in the "Basis for Qualified Opinion" paragraphs of our report, 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 Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2024, its consolidated loss, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Qualified opinion

- d. The Holding Company has reversed its outstanding Statutory Liabilities towards Tax Deducted at Source ("TDS") of Rs. 66.95 Lakhs relating to the FY 22-23 and FY 21-22. The Holding Company has transferred these amounts to the respective Vendors Accounts and classified them as payables to Vendors. In view of the Holding Company, this Tax Deducted at Source are not payable anymore as the respective vendors have duly offered this Income in their return of income and due taxes has been paid by the respective vendors. The Holding Company has not recognised any consequential liability payable on delays in relation to such statutory dues. In our opinion, the Income Tax Act, 1961 do not contain any provisions for such reversals of TDS liability in books of accounts.

Accordingly, we are unable to comment on the consequential impact on the financial statements for the year ended March 31, 2024.

- e. The Holding Company has an outstanding liability of Rs.39.60 Lakhs payable pertaining to previous years towards Goods and Services Tax as on March 31, 2024 which has been disputed by the Holding Company with GST appellate authority whose decision is awaited. In absence of the outcome of such appeal, we are unable to comment on the consequential impact due to disallowance of unclaimed and / or ineligible

Input Tax Credit and levy of applicable interest and penalty, if any, on the financial statements for the year ended March 31, 2024.

- f. The auditors of subsidiary company Dealmoney Commodities Private Limited ("DCPL") have drawn attention to the following matters in their Review Report on the financial results of DCPL:
- i. The merger of Dealmoney Securities Private Limited (DSPL) with Dealmoney Commodities Private Limited (DCPL), wherein the Management of the Company had filed a scheme of amalgamation and arrangement with the National Company Law Tribunal under Sections 230 to 232 of the Companies Act, 2013 for amalgamation between M/s. Dealmoney Securities Private Limited ("Transferor Company") with M/s. Dealmoney Commodities Private Limited ("Transferee Company"). The appointed date for the Scheme is 01st April, 2017. The Scheme has been approved by Mumbai Bench National Company Law Tribunal and was delivered on 19.07.2021 and prepared / issued on 16.08.2021 for the purpose of scheme of Amalgamation and Arrangement, however, the transferee company awaited approval for the said merger from NSE, MSEI & BSE, which were received on 01-02-2023, 25-01-2024 & 01-02-2024 respectively. Thus, as the merger process is on-going and also the books of accounts of DSPL and DCPL are in process to merge as on 31 March, 2024. Accordingly, the figures reported in the results are subject to the adjustments of the merger impacts. The other auditor's opinion is modified in respect of this matter.
  - ii. Balance of Receivables and Payables, borrowings taken, loans & advances given and taken, trade payables & trade receivables, security deposits given and taken, other advances given, other liabilities, investments, advances from customers, bank balances etc. are subject to confirmation and consequent reconciliation and adjustments, if any. Hence, the effect thereof, on Profit/ Loss, Assets/Liabilities, if any, is not ascertainable, which may be considerable. The Board of the Directors has established a procedure control to review the reconciliation and recoverability of all the assets and pay ability of all the liabilities, on a regular basis, based on the formal/ informal agreements/ arrangements with the respective parties involved. As per the opinion of the Board, there will be no substantial impact on their reconciliation with their balance confirmations as on the reporting date.
  - iii. Balance appearing in the financial statements are subject to reconciliation with the returns and submissions made with statutory authorities i.e., PF, ESIC, PT, TDS & GST department. Hence, the effect thereof, on Profit/ Loss, Assets and Liabilities, if any, is not ascertainable.
- g. On February 26, 2018, the Board of Directors of the company 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 September 19, 2019, the meeting of the Equity Shareholders and Creditors was held on November 05, 2019. The Petition for the Scheme of Amalgamation of DSPL with DCPL was filed on November 20, 2019 with NCLT, Mumbai Bench. The appointed date for the Scheme is 01st April, 2017. The Scheme has been approved by an order of NCLT Mumbai Bench dated July 19, 2021 for the purpose of scheme of Amalgamation and Arrangement. The company had received all the approvals from the regulatory authorities up to and in the month of February, 2024. The company had given the effect of the merger as on 31st March, 2024 and the merger process is completed.

- h. The auditors of subsidiary company “Sarsan Securities Private Limited “ have modified their opinion and have highlighted the fact regarding the TDS not deducted on amount aggregating to Rs 183.45 lakhs on interest provided in the books of accounts. In absence such non compliances, we are unable to comment on the consequential impact, if any and the resultant impact on profit & loss, other equity and liabilities.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards 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 Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made 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 obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No	Key Audit Matters	Auditor’s response
1.	<p>As at the Balance Sheet date, the Company has significant open litigation and other contingent liabilities as disclosed in Note No. 35 to the consolidated financial statements. 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 estimate in relation to the issues of each matter.</p> <p>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.</p> <p>Due to the level of judgment relating to recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>We have reviewed and held discussion with the management to understand their processes to identity new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on Provisions, Contingent Liabilities and Contingent Assets.</p> <p>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.</p> <p>In addition, we have reviewed:</p> <ul style="list-style-type: none"> <li>- The details of the proceedings before the relevant authorities including communication from the advocates/experts;</li> <li>- Legal advises/opinions obtained by the</li> </ul>

		<p>management, if any from experts in the field of law on the legal cases;</p> <ul style="list-style-type: none"> <li>- Status of each of the material matters as on the date of the balance sheet.</li> </ul> <p>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.</p>
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### 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 other information. The Other information comprises the information included in the Board's Report including Annexures to the Board report but does not include the consolidated financial statement and our auditor's report thereon.

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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management for the Consolidated Financial Statements

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

The respective management 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 of the assets of the Group 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 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 Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group 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 respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiaries has adequate internal financial control system 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 the management.
- 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 entity'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 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 entity 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 the 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 the consolidated financial statements of such entities included in the consolidated financial statements of which we



are 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company 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 year and are therefore the key audit matters. We describe these matters in our auditor's 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:**

- a. We did not audit the financial statements of five subsidiaries & two step down subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 8185.99 Lakhs as at March 31, 2024, total revenue of 1957.26 Lakhs, net profit / (loss) of Rs. (155.35) Lakhs and total comprehensive income of Rs. (190.29) Lakhs for the year ended March 31, 2024 as considered in the consolidated financial statements. The financial statements of these subsidiaries 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 the said subsidiaries, is based solely on the reports of other auditors.

Our opinion on the Statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors except as stated in point (c) of Basis for Qualified Opinion paragraph below.

- b. We did not audit the financial statement of one subsidiary included in the consolidated financial statements, whose financial statement reflect total assets of Rs. 9140.91 Lakhs as at March 31, 2024, total revenue of Rs. 2153.39 lakhs, net profit of Rs. 256.66 Lakhs and total comprehensive income of Rs. 255.26 Lakhs for the year ended March 31, 2024 as considered in the consolidated financial statement. The financial statements of this subsidiary have been certified 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 the said subsidiary, is based solely on the management certified financial statements.

Our opinion on the Statements is modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditor as referred to in point (c) of Basis for Qualified Opinion paragraph below.

- c. The consolidated financial statements of the Holding Company for the year ended 31st March, 2024, were audited by the predecessor auditor; whose report dated 03rd June, 2024 expressed an unmodified opinion on those statements.

Our opinion is not modified in respect of the above matters listed under “Other Matters” paragraph.

### **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 of the subsidiaries as noted in the point ‘a’ of “Other Matters” paragraph above and financial statements referred to in point ‘b’ of “Other Matters” paragraph above, we report, to the extent applicable that:
  - (a) Except for the matters stated in “Basis for Qualified Opinion” paragraph above, 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) Except for the matters stated in “Basis for Qualified Opinion” paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Holding Company and its subsidiaries included in the Group, so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors and information certified by the management;
  - (c) The Consolidated Balance sheet, the Consolidated Statement of Profit & Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) Except for the possible effects of matters described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards prescribed under Section 133 of Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) The matters described in the “Basis for Qualified Opinion” paragraphs above, in our opinion, may have an adverse effect on the functioning of the Company.
  - (f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024, taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Indian subsidiary and the operating effectiveness of such controls, please refer “Annexure B” of the standalone audit report attached with the standalone financial statements included in this annual report.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (i) With respect to the other matters to be included in the Auditor's 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 Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. [Refer Note No. 35 to the standalone financial statements]

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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.

iv. (a) The respective Managements of the Holding Company and its subsidiary which are Companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or by any of the such subsidiary to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. [Refer Note No. 58(a) to consolidate financial statements]

(b) The respective Managements of the Holding Company and its subsidiary which are Companies incorporated in India whose financial statements have been audited under the Act, have represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and by any of the such subsidiary from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; [Refer Note No. 58(b) to consolidate financial statements]

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to the notice that has caused to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.

v. The Holding Company has not declared or paid any dividend during the year ended March 31, 2024 and hence reporting compliance of Section 123 of the Act is not applicable.

- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and step down subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the Group has not enabled the feature of recording audit trail (edit log) facility in the accounting software used for maintaining its books of account for the financial year ended March 31, 2024.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **N R Tibrewala & CO. LLP**  
Chartered Accountants  
Firm registration No. – W-100608

**Sd/-**  
**CA N R Tibrewala**  
Partner  
Membership No. 046397  
UDIN: 24046397BKHAJK9621

Place: Mumbai  
Date: June 03, 2024

<b>ONELIFE CAPITAL ADVISORS LIMITED</b>			
<b>CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024</b>			
			₹ In Lakhs
PARTICULARS	Note No.	AS AT CONSOLIDATED	
		Mar 31, 2024	Mar 31, 2023
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Property, Plant and Equipment	4	888.09	666.52
Investments Property	5	210.31	210.31
Other Intangible Assets	6	43.48	5.49
<b>Financial Assets</b>			
Investments	7	794.40	2,027.00
Loans	8	813.86	41.40
Other Financial Assets	9	263.95	78.93
Deferred Tax Assets (Net)	10	-	4.45
Non Current Tax Assets	11	143.77	301.08
Other Non - Current Assets	12	145.04	160.72
<b>Total Non - Current Assets</b>		<b>3,302.92</b>	<b>3,495.90</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
Inventories	13	2,938.80	-
Trade Receivables	14	2,315.23	580.82
Investment	15	1,936.27	0.00
Cash and Cash Equivalents	16	355.29	409.22
Loans	17	3,168.28	7,625.73
Other Financial Assets	18	850.19	230.46
Other Current Assets	19	1,415.04	0.98
<b>Total Current Assets</b>		<b>13,189.42</b>	<b>8,877.53</b>
<b>TOTAL - ASSETS</b>		<b>16,492.34</b>	<b>12,373.43</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	20	1,336.00	1,336.00
Other Equity	21	3,733.99	6,865.75
<b>Equity attributable to the shareholders of the Company</b>		<b>5,069.99</b>	<b>8,201.75</b>
Non Controlling Interest		25.83	1.27
<b>Total Equity</b>		<b>5,095.82</b>	<b>8,203.02</b>
<b>LIABILITIES</b>			
<b>Non - Current Liabilities</b>			

<b>Financial Liabilities</b>			
Borrowings	22	1,725.25	435.73
Other Non Current Liabilities	23	700.00	-
Provisions	24	36.30	9.50
Deferred Tax Liabilities (Net)	25	73.35	10.46
<b>Total Non - Current Liabilities</b>		<b>2,534.90</b>	<b>455.69</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	26	892.22	881.00
Trade Payables	27	5,076.56	577.76
Other Financial Liabilities	28	350.46	2,092.71
Other Current Liabilities	29	2,533.40	155.33
Provisions	30	8.97	7.92
<b>Total Current Liabilities</b>		<b>8,861.62</b>	<b>3,714.73</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>		<b>16,492.34</b>	<b>12,373.43</b>
<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3		
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b> As per our report of even date	4 to 82		
For N.R. Tibrewala & Co LLP Chartered Accountants Firm Registration No: - W100608  Sd/- N R Tibrewala Partner Membership No: - 046397  Place: - Mumbai Date : 03 June 2024	<b>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</b>  Sd/- Prabhakara Naig Whole Time Director DIN: 00716975  Sd/- Pandoo Naig Executive Director & Interim CFO DIN No.: 00158221  Sd/- Kajal Shethia Company Secretary  Place: - Thane Date : 03 June 2024		

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2024**

PARTICULARS	Note No.	₹ In Lakhs	
		YEAR ENDED CONSOLIDATED	
		Mar 31, 2024	Mar 31, 2023
<b>INCOME</b>			
Revenue From Operations	31	3,699.91	444.41
Other Income	32	317.15	97.91
<b>TOTAL INCOME</b>		<b>4,017.06</b>	<b>542.32</b>
<b>EXPENSES</b>			
Purchase of Stock-In-Trade		3,562.80	-
Change in Inventories		(2,262.80)	-
Employee Benefits Expense	33	403.94	280.53
Finance Costs	34	178.19	149.92
Depreciation and Amortisation Expense	4 & 5	53.44	5.44
Other Expenses	35	1,440.38	354.39
<b>TOTAL EXPENSES</b>		<b>3,375.95</b>	<b>790.27</b>
<b>Profit / (Loss) before Exceptional Items</b>		<b>641.11</b>	<b>(247.95)</b>
Exceptional Items		-	-
Prior Period Item		-	-
<b>Profit / (Loss) Before Tax</b>		<b>641.11</b>	<b>(247.95)</b>
<b>TAX EXPENSES</b>			
(a) Current Tax	47	250.08	3.44
(b) Deferred Tax Credit / (Charge)		329.18	(3.41)
(c) Short / (Excess) provision of tax relating to earlier years		(1.44)	-
<b>Profit / (Loss) for the year</b>		<b>63.29</b>	<b>(247.98)</b>
<b>Attributable to</b>			
Equityholders of the parent		38.73	(247.87)
Non Controlling Interest		24.56	(0.11)
<b>Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to profit or loss			
Remeasurement of Defined benefit plans		(0.50)	(0.36)
(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		-	-
<b>Other Comprehensive income for the year</b>		<b>(0.50)</b>	<b>(0.36)</b>
<b>Total Comprehensive income for the year</b>		<b>62.79</b>	<b>(248.34)</b>

<b>Earnings per equity share</b>			
Basic and Diluted	40	0.47	(1.86)
<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3		
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b> As per our report of even date	4 to 82		
<p>For N.R. Tibrewala &amp; Co LLP Chartered Accountants Firm Registration No: - W100608</p> <p>Sd/- N R Tibrewala Partner Membership No: - 046397</p> <p>Place: - Mumbai Date : 03 June 2024</p>	<p>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</p> <p>Sd/- Prabhakara Naig Whole Time Director DIN: 00716975</p> <p>Sd/- Pandoo Naig Executive Director &amp; Interim CFO DIN No.: 00158221</p> <p>Sd/- Kajal Shethia Company Secretary</p> <p>Place: - Thane Date : 03 June 2024</p>		

<b>CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024</b>			
			₹ In Lakhs
	PARTICULARS	CONSOLIDATED AS ON	
		31.03.2024	31.03.2023
		Audited	Audited
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	<b>Net Profit/(Loss) before tax and Extraordinary Items</b>	<b>641.11</b>	<b>(247.96)</b>
	Adjustments for:		
	Depreciation and Amortisation Expense	53.44	5.44
	Loss on Sale of Assets	1.14	-
	Provision for Doubtful Deposits	8.54	4.38
	Interest Paid	178.19	149.92
	Interest Income	(85.24)	(76.23)



	<b>Operating Loss Before Working Capital Changes</b>		<b>797.18</b>	<b>(164.46)</b>
	<b>Adjustments for:</b>			
	(Increase) / Decrease in Trade Receivables		(1,734.41)	(100.52)
	(Increase) / Decrease in Inventories		(4875.07)	-
	(Increase) / Decrease in Other Financial Assets		(813.30)	28.39
	(Increase) / Decrease in Other Non-Current Assets		15.67	-
	(Increase) / Decrease in Other Current Assets		(1,414.06)	0.46
	Increase / (Decrease) in Other Current Liabilities		3,140.97	18.50
	Increase / (Decrease) in Provisions		27.36	4.83
	Increase / (Decrease) in Trade Payables		4,498.80	249.32
	Increase / (Decrease) in Other Financial Liabilities		(1,742.25)	1,830.34
	<b>Cash Generated from Operations</b>		<b>(2099.12)</b>	<b>1,866.87</b>
	Direct Taxes paid (net of Refunds Received)		(416.07)	(14.86)
	<b>Net Cash Flow From Operating Activity</b>	<b>[A]</b>	<b>(2515.19)</b>	<b>1,852.02</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>			
	Purchase of Property, Plant & Equip & Other Intangible Assets		(314.23)	(665.55)
	Proceeds from Sale of fixed assets		0.08	-
	Investments		1232.60	(1,395.00)
	Loan Given		3,684.99	764.54
	Profit / (Loss) on Consolidation		(3,169.99)	-
	Bank deposits with bank having maturity within 12 months		(179.99)	(0.05)
	Interest Received		85.24	76.23
	<b>Net cash used in Investing Activities</b>	<b>[B]</b>	<b>1338.70</b>	<b>(1,219.82)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>			
	Proceeds from Long Term Borrowings		1,289.52	435.73
	Proceeds from Short Term Borrowings		11.22	(613.15)
	Interest Paid		(178.19)	(149.92)
	<b>Net cash used in Financing activities</b>	<b>[C]</b>	<b>1,122.55</b>	<b>(327.33)</b>
	<b>Net Increase in Cash and Cash Equivalents</b>	<b>[A+B+C]</b>	<b>(53.94)</b>	<b>304.86</b>
	<b>Cash &amp; Cash Equivalents at the beginning of the year</b>		<b>409.22</b>	<b>104.37</b>
	<b>Cash &amp; Cash Equivalents at the end of the year</b>		<b>355.29</b>	<b>409.22</b>
<b>Notes:</b>				
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.				
2. Purchase of Property, Plant and Equipment includes movements of Capital Work-in-Progress during the year.				

<b>Corporate Information</b>	1		
<b>Significant Accounting Policies</b>	2,3		
<b>The accompanying Notes form an integral part of the Standalone Financial Statements</b> As per our report of even date	4 to 82		
<p>For N.R. Tibrewala &amp; Co LLP Chartered Accountants Firm Registration No: - W100608</p> <p>Sd/- N R Tibrewala Partner Membership No: - 046397</p> <p>Place: - Mumbai Date : 03 June 2024</p>	<p><b>For and on behalf of the board of Directors of Onelife Capital Advisors Limited</b></p> <p>Sd/- Prabhakara Naig Whole Time Director DIN: 00716975</p> <p>Sd/- Pandoo Naig Executive Director &amp; Interim CFO DIN No.: 00158221</p> <p>Sd/- Kajal Shethia Company Secretary</p> <p>Place: - Thane Date : 03 June 2024</p>		

**Consolidated Statement of changes in equity for the year Ended March 31, 2024**

<b>A) Equity Share Capital</b>		Rs. In Lakhs
Particulars		Amount
<b>As at March 31, 2022</b>		<b>1,336.00</b>
Changes in Equity Share Capital		-
<b>As at March 31, 2023</b>		<b>1,336.00</b>
Changes in Equity Share Capital		-
<b>As at March 31, 2024</b>		<b>1,336.00</b>

<b>B) Other Equity</b>						
Particulars	Reserve and Surplus					
	Goodwill on Consolidation	Common Control Transactions Capital Reserve	Securities Premium	Special Reserve	Retained Earnings	Total
<b>As at March 31, 2022</b>	<b>(1,622.49)</b>	<b>643.33</b>	<b>9,078.06</b>	<b>17.45</b>	<b>(1,002.38)</b>	<b>7,113.97</b>
On Consolidation	-	-	-	-	-	-

Profit for the year	-	-	-	-	(247.87)	(247.87)
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	-	-	(0.36)	(0.36)
<b>As at March 31, 2023</b>	<b>(1,622.49)</b>	<b>643.33</b>	<b>9,078.06</b>	<b>17.45</b>	<b>(1,250.60)</b>	<b>6,865.75</b>
On Consolidation	(3380.22)	210.23	-	-	-	(3,169.99)
Profit for the year	-	-	-	-	38.73	38.73
Other comprehensive income for the year - Remeasurement of Defined benefit plans	-	-	-	-	(0.50)	(0.50)
<b>As at March 31, 2024</b>	<b>(5002.71)</b>	<b>853.56</b>	<b>9,078.06</b>	<b>17.45</b>	<b>(1,212.37)</b>	<b>3,733.99</b>

**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) 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**

2,3

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

As per our report of even date

4 to 82

For N.R. Tibrewala & Co LLP  
Chartered Accountants  
Firm Registration No: - W100608

Sd/-

N R Tibrewala  
Partner

Membership No: - 046397

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

Sd/-

Prabhakara Naig  
Whole Time Director  
DIN: 00716975

Sd/-

Pandoo Naig  
Executive Director & Interim CFO  
DIN No.: 00158221

Sd/-

Kajal Shethia  
Company Secretary

Place: - Mumbai Date : 03 June 2024	Place: - Thane Date : 03 June 2024
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## Notes to the Consolidate Financial Statements for the year ended March 31, 2024

### 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 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, 2024 and authorized for issue on June 3, 2024.

### 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.

#### 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.
- 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.

## 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.

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.

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.



## 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.

- **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.

#### **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.

- **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.

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.

- **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.

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 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 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).

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 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.

#### **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.

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.

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 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.

### 3. 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 amounts 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.

#### 4. Property, Plant and Equipments

₹ In Lakhs

Particulars	Leasehold Improvement	Furniture & Fixtures	Vehicles	Office Equipment	Computers & Printers	Air Conditioner	Office premises	Total
<b>Gross carrying value as at Mar 31, 2022</b>	<b>343.48</b>	<b>2.13</b>	<b>8.44</b>	<b>6.57</b>	<b>26.74</b>	<b>2.62</b>	-	<b>389.99</b>
Acquisitions/Merger	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	0.50	665.00	<b>665.50</b>
Deletions	-	-	-	-	-	-	-	-
<b>Gross carrying value as at Mar 31, 2023</b>	<b>343.48</b>	<b>2.13</b>	<b>8.44</b>	<b>6.57</b>	<b>26.74</b>	<b>3.12</b>	<b>665.00</b>	<b>1,055.49</b>
Acquisitions/Merger	240.29	120.83	54.00	449.41	664.18	-	0.05	<b>1,528.76</b>
Additions	-	-	-	0.05	7.59	-	-	<b>7.64</b>
Deletions	-	4.24	-	2.08	9.02	2.60	-	<b>17.94</b>
<b>Gross carrying value as at Mar 31, 2024</b>	<b>583.77</b>	<b>118.72</b>	<b>62.44</b>	<b>453.94</b>	<b>689.49</b>	<b>0.52</b>	<b>665.05</b>	<b>2,573.93</b>
<b>Accumulated depreciation as at Mar 31, 2022</b>	<b>343.48</b>	<b>1.58</b>	<b>6.01</b>	<b>5.31</b>	<b>24.75</b>	<b>2.43</b>	-	<b>383.55</b>
Acquisitions/Merger	-	-	-	-	-	-	-	-
Depreciation for the year	-	0.13	-	0.23	0.37	0.04	4.67	<b>5.44</b>

Accumulated depreciation on deletion	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as at Mar 31, 2023</b>	<b>343.48</b>	<b>1.70</b>	<b>6.01</b>	<b>5.54</b>	<b>25.12</b>	<b>2.47</b>	<b>4.67</b>	<b>388.99</b>
Acquisitions/Merger	143.54	73.81	15.39	430.42	604.15	-	-	<b>1,267.31</b>
Depreciation for the year	19.93	8.51	5.13	0.24	1.80	0.09	10.53	<b>46.24</b>
Accumulated depreciation on deletion	-	4.46	-	1.41	8.38	2.45	-	<b>16.70</b>
<b>Accumulated depreciation as at Mar 31, 2024</b>	<b>506.95</b>	<b>79.56</b>	<b>26.53</b>	<b>434.79</b>	<b>622.69</b>	<b>0.11</b>	<b>15.20</b>	<b>1,685.84</b>
Carrying Value as at March 31, 2022	0.00	0.55	2.43	1.26	1.99	0.19	-	6.42
Carrying Value as at March 31, 2023	0.00	0.43	2.43	1.03	1.62	0.65	660.33	666.48
Carrying Value as at March 31, 2024	76.82	39.16	35.92	19.15	66.80	0.40	649.85	888.09

### 5. Investment Property

₹ In Lakhs

Particulars	Amount
<b>Gross carrying value as at March 31, 2022</b>	<b>210.31</b>
Additions	-
Disposals	-
<b>Gross carrying value as at March 31, 2023</b>	<b>210.31</b>
Additions	-
Disposals	-
<b>Gross carrying value as at March 31, 2024</b>	<b>210.31</b>

<b>Accumulated depreciation as at March 31, 2022</b>	-
Depreciation for the year	-
Accumulated depreciation on disposal	-
<b>Accumulated depreciation as at March 31, 2023</b>	-
Depreciation for the year	-
Accumulated depreciation on disposal	-
<b>Accumulated depreciation as at March 31, 2024</b>	-

Carrying Value as at March 31, 2022	210.31
Carrying Value as at March 31, 2023	210.31
Carrying Value as at March 31, 2024	210.31

**Note:**

Investment property has been carried at the cost less accumulated depreciation.

<b>Amounts recognised in profit or loss for investment properties</b>		
<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
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	-	-
<b>Profit from investment properties before depreciation</b>	<b>1.14</b>	<b>1.14</b>
Depreciation	-	-
<b>Profit from investment property</b>	<b>1.14</b>	<b>1.14</b>

**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**

<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
Investment property	290.31	281.85

**6. Intangible Assets**

<b>Particulars</b>	<b>Computer Software</b>	<b>Trademark</b>
<b>Gross carrying value as at March 31, 2022</b>	<b>77.53</b>	<b>1.82</b>
Additions	-	-
Acquisitions	-	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2023</b>	<b>77.53</b>	<b>1.82</b>
Additions	-	-
Acquisitions	48.15	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2024</b>	<b>125.68</b>	<b>1.82</b>
<b>Accumulated depreciation as at March 31, 2022</b>	<b>73.87</b>	-
Depreciation for the year	-	-
Acquisitions	-	-
Accumulated depreciation on deletion	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>73.87</b>	-
Depreciation for the year	7.20	-
Acquisitions	2.94	-
Accumulated depreciation on deletion	-	-
<b>Accumulated depreciation as at March 31, 2024</b>	<b>84.01</b>	-

Carrying Value as at March 31, 2022	3.66	1.82
Carrying Value as at March 31, 2023	3.66	1.82
Carrying Value as at March 31, 2024	41.67	1.82

## 7. Non-Current Investments

₹ In Lakhs

Particulars	Face Value	As At Mar 31, 2024		As At Mar 31, 2023	
		Number s	Amount	Number s	Amount
<b>QUOTED</b>					
<b>In Equity Instruments (Fully Paid-up) - Others</b>					
Khazanchi Jewellers Ltd.	10	116,000	162.40		-
<b>Sub - Total (a)</b>			<b>162.40</b>		<b>-</b>
<b>UNQUOTED</b>					
<b>Others (at fair value through Profit &amp; Loss (FVTPL))</b>					
Investment in Real Estate			632.00		632.00
Dealmoney Distribution & E-marketing Pvt. Ltd.			-		1,395.00
<b>Sub - Total (b)</b>			<b>632.00</b>		<b>2,027.00</b>
<b>Total Non - Current Investments (a) + (b)</b>			<b>794.40</b>		<b>2,027.00</b>
Aggregate Amount of Quoted Investments at cost			162.40		2,027.00
Aggregate Amount of Quoted Investments at market value			353.92		-
Aggregate Amount of Unquoted Investments			632.00		-
Aggregate amount of impairment in value of investments			-		-

₹ In Lakhs

PARTICULARS	CONSOLIDATED AS ON	
	Mar 31, 2024	Mar 31, 2023
<b>8 NON - CURRENT LOANS</b>		
<b>Unsecured, Considered Good</b>		
Loan and Advances (for Strategic Investments)	-	41.40
Adv. Recoverable in Cash	813.86	-
<b>Total</b>	<b>813.86</b>	<b>41.40</b>
<b>9 OTHER NON - CURRENT FINANCIAL ASSETS</b>		
Deposit with Exchanges and Clearing Members	262.55	78.93
TDS Receivables	1.41	-
<b>Total</b>	<b>263.95</b>	<b>78.93</b>
<b>10 DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Liabilities (A)</b>		
Relating to Depreciation on Fixed Assets (A)	-	-

	<b>Deferred Tax Assets (B)</b>		
	Provision for Employee Benefits	-	0.64
	Provision for Debts	-	3.80
	(B)	-	<b>4.45</b>
	<b>Deferred tax assets (Net) - (B) - (A)</b>	-	<b>4.45</b>
	<b>NON CURRENT TAX ASSETS</b>		
<b>11</b>	Balance with statutory / government authorities	38.39	21.28
	Advance Tax including TDS (net off provision for Tax)	105.38	279.80
	<b>Total</b>	<b>143.77</b>	<b>301.08</b>
	<b>OTHER NON - CURRENT ASSETS</b>		
<b>12</b>	Deposits	25.22	25.22
	TDS Receivables (Net of tax provision)	33.47	46.16
	Balance with Statutory / Government Authorities	-	2.99
	Advance Service Tax	86.35	86.35
	<b>Total</b>	<b>145.04</b>	<b>160.72</b>
	<b>INVENTORIES</b>		
<b>13</b>	Inventories	4,875.07	-
	<b>Total</b>	<b>4,875.07</b>	-
	<b>TRADE RECEIVABLES</b>		
	<b>(Unsecured)</b>		
<b>14</b>	Considered Good	2,315.23	580.82
	Less : Expected credit losses/Credit Impaired	-	-
		<b>2,315.23</b>	<b>580.82</b>
	<b>Less : Provision for doubtful debts</b>		
	Considered Good	-	-
	Credit Impaired	-	-
		-	-
	<b>Total</b>	<b>2,315.23</b>	<b>580.82</b>
	<b>Trade receivables ageing schedule</b>		
	Outstanding for the following period from due date of payments	-	-
	Not Due		
	Less than 6 months	1,952.06	269.76
	6 months-1 years	194.18	72.28
	1-2 years	169.00	217.18
	2-3 years	-	21.60
	More than 3 years	-	-
	<b>Total</b>	<b>2,315.23</b>	<b>580.82</b>
	<b>INVESTMENT</b>		
<b>15</b>	Investment	0.00	0.00
	Investments in mutual fund (liquid Bees)		

	(0.348 units at NAV of Rs. 1000 as at 31 March 2023)		
	Previous year: 0.364 units at NAV of Rs. 1000)		
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>16</b>	<b>CASH AND CASH EQUIVALANTS</b>		
	<b>Balances with Banks</b>		
	In Current Accounts	340.67	406.40
	Cash on hand	14.62	2.82
	<b>Total</b>	<b>355.29</b>	<b>409.22</b>
	<b>BANK BALANCES OTHER THAN ABOVE</b>		
	Bank deposits with bank having maturity within 12 months	210.31	30.32
	<b>Total</b>	<b>210.31</b>	<b>30.32</b>
<b>17</b>	<b>CURRENT LOANS</b>		
	<b>Unsecured, Considered Good</b>		
	<b>Loan and Advances to Related Parties</b>		
	Oodnap Securities (India) Limited	381.69	842.59
	Vaaman Pesticides P. Ltd	60.15	58.95
	Pran Fertilisers & Pesticides Pvt. Ltd.	-	691.49
	(All the above loans and advances have been given for business purposes)		
	Loan to Individual (within India)	2,497.76	1,708.01
	Advance recoverable in Cash	228.68	4,324.69
	<b>Total</b>	<b>3,168.28</b>	<b>7,625.73</b>
<b>18</b>	<b>OTHER FINANCIAL ASSETS</b>		
	Deposit with Exchanges and Clearing Member	774.91	148.27
	Others Receivables	75.29	82.19
	<b>Total</b>	<b>850.19</b>	<b>230.46</b>
<b>19</b>	<b>OTHER CURRENT ASSETS</b>		
	Other Assets	1,414.89	0.84
	GST Input Tax Credit	0.15	0.15
	<b>Total</b>	<b>1,415.04</b>	<b>0.98</b>

₹ in Lakhs

<b>20</b>	<b>EQUITY SHARE CAPITAL</b>	<b>As At Mar 31, 2024</b>	<b>As At Mar 31, 2023</b>
	<b>Authorised:</b>		
	15,010,000 (Previous Year - 15,010,000) Equity Shares of ₹ 10/- each	1,501.00	1,501.00
	<b>Total</b>	<b>1,501.00</b>	<b>1,501.00</b>
	<b>Issued, Subscribed and Paid-up</b>		
	<b>Equity Shares</b>		
	13,360,000 (Previous Year - 13,360,000) Equity Shares of ₹ 10/- each fully paid up	1,336.00	1,336.00

		Total		1,336.00	1,336.00
20.1	<b>Reconciliation of Shares</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>₹</b>	<b>Numbers</b>	<b>₹</b>
	<b>At the beginning of the year</b>	13,360,000	1,336.00	13,360,000	1,336.00
	Issued during the year	-	-	-	-
	<b>Outstanding at the end of the year</b>	<b>13,360,000</b>	<b>1,336.00</b>	<b>13,360,000</b>	<b>1,336.00</b>
20.2	<b>Details of Shareholders holding more than 5% shares in the Company</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>
a.	Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%
20.3	<b>Details of shareholdings by the Promoter/ Promoter Group</b>	<b>As At Mar 31, 2024</b>		<b>As At Mar 31, 2023</b>	
		<b>Numbers</b>	<b>%</b>	<b>Numbers</b>	<b>%</b>
a.	Prabhakar Naig	6,905,000	51.68%	6,905,000	51.68%
b.	Pandoo Naig	54,999	0.41%	54,999	0.41%
20.4	<b>Rights, Preferences and Restrictions attaching to each class of shares</b>				
	<b>Equity Shares having a face value of ₹ 10</b>				
	<b>As to Dividend: -</b>				
	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: -</b>				
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.					
<b>As to Voting: -</b>					
The Company has only one class of shares referred to as equity shares having a face value of ₹ 10. Each holder of the equity share is entitled to one vote per share.					

PARTICULARS		CONSOLIDATED AS ON	
		Mar 31, 2024	Mar 31, 2023
<b>21</b>	<b>OTHER EQUITY</b>		
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	17.45
E	Retained Earnings	(4,382.36)	(1,250.60)
	<b>Total - (A) + (B) + (C) + (D) + (E)</b>	<b>3,733.99</b>	<b>6,865.75</b>
<b>(i)</b>	<b>Securities Premium Reserve</b>		
	Opening balance	9,078.06	9,078.06



	Increase/(decrease) during the year	-	-
	<b>Closing balance</b>	<b>9,078.06</b>	<b>9,078.06</b>
<b>(ii)</b>	<b>Retained earnings</b>		
	Opening balance	(1,250.60)	(1,002.38)
	Net profit/(loss) for the year	38.73	(247.87)
	Items of other comprehensive income recognised directly in		
	retained earnings		
	Remeasurement of Defined benefit plans	(0.50)	(0.36)
	Transfer to Special Reserve	-	-
	<b>Closing balance</b>	<b>(1212.37)</b>	<b>(1,250.60)</b>
<b>22</b>	<b>NON - CURRENT BORROWINGS</b>		
	<b>Unsecured</b>		
	DP Engineering and Consulting Pvt Ltd.	1,123.70	-
	Pran Fertilisers & Pesticides P. Ltd	294.91	-
	Loan for Purchase of Thane office	306.65	435.73
	<b>Total</b>	<b>1,725.25</b>	<b>435.73</b>
<b>23</b>	<b>OTHER NON - CURRENT LIABILITIES</b>		
	Deposit- Payable	700.00	-
	<b>Total</b>	<b>700.00</b>	<b>-</b>
<b>24</b>	<b>NON - CURRENT PROVISIONS</b>		
	Provision for Gratuity	23.37	9.50
	Provision for Income Tax ( Net of TDS)	11.11	-
	Provision for Compensated Absences	1.82	-
	<b>Total</b>	<b>36.30</b>	<b>9.50</b>
<b>25</b>	<b>DEFERRED TAX LIABILITIES (NET)</b>		
	Deferred Tax Liabilities	73.35	10.46
	<b>Total</b>	<b>73.35</b>	<b>10.46</b>
<b>26</b>	<b>CURRENT BORROWINGS</b>		
	<b>Unsecured</b>		
	Family Care Hospitals Ltd.	-	631.50
	Sowgau Estates Pvt. Ltd	92.15	92.15
	From Related Parties/Director	195.13	28.00
	Dealmoney Securities Private Ltd	-	29.35
	Inter Corporate Deposits from Others	604.94	100.00
	<b>Total</b>	<b>892.22</b>	<b>881.00</b>
<b>27</b>	<b>TRADE PAYABLES</b>		

	Due to Micro, Small and Medium Enterprises	-	-
	Due to creditors other than Micro Enterprises and Small Enterprises	5,076.56	577.76
	<b>Total</b>	<b>5,076.56</b>	<b>577.76</b>
	<b>Trade payables ageing schedule</b>		
	Outstanding for the following period from due date of payments		
	<b>Dues to MSME</b>		
	Not Due	-	-
	Less than 1 year	3.00	1.50
	1-2 years	1.50	-
	2-3 years	-	-
	More than 3 years	-	-
	<b>Total</b>	<b>4.50</b>	<b>1.50</b>
	<b>Others</b>		
	Not Due	-	-
	Less than 1 year	732.24	360.58
	1-2 years	4,339.82	215.68
	2-3 years	-	-
	More than 3 years	-	-
	<b>Total</b>	<b>5,072.06</b>	<b>576.26</b>
<b>28</b>	<b>OTHER FINANCIAL LIABILITIES</b>		
	Deposit - Payable	165.95	824.68
	Loan for Purchase of Property	67.98	-
	Payable to Related Party	-	1,037.51
	TDS on Interest Payable	-	12.65
	Payable to Others	-	68.14
	Salary Payable	31.14	23.66
	Creditors for Expenses	85.38	126.07
	<b>Total</b>	<b>350.46</b>	<b>2,092.71</b>
<b>29</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Statutory Dues	557.73	143.17
	Deferred income - Entitlement Fees	114.03	-
	Bank overdraft	-	-
	Other Payable	1,865.42	12.16
	Related Party Payable	(3.78)	-
	<b>Total</b>	<b>2,533.40</b>	<b>155.33</b>
<b>30</b>	<b>CURRENT PROVISIONS</b>		
	Provsion for Tax	-	1.44
	Provision for Gratuity	8.56	5.67
	Provision for Compensated Absences	0.41	0.80
	<b>Total</b>	<b>8.97</b>	<b>7.92</b>

PARTICULARS		CONSOLIDATED AS ON	
		Mar 31, 2024	Mar 31, 2023
<b>31</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sale of Services		
	Advisory Services	-	313.00
	Broking Services	216.91	7.01
	Interest on Loans	246.52	120.45
	Income from sale of Coupons	1,300.00	-
	Other Operating Income	1,936.48	3.96
	<b>Total</b>	<b>3,699.91</b>	<b>444.41</b>
<b>32</b>	<b>OTHER INCOME</b>		
	Interest on Loan	85.24	76.23
	Interest on Fixed Deposits	1.98	1.57
	Other Income	229.93	20.10
	<b>Total</b>	<b>317.15</b>	<b>97.91</b>
<b>33</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	Salary, Wages and Other Benefits	399.81	273.68
	Contribution to Provident Fund and Other Funds	10.70	5.52
	Staff Welfare Expenses	3.91	0.94
	Compensated Absences	(10.48)	0.39
	<b>Total</b>	<b>403.94</b>	<b>280.53</b>
<b>34</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	178.19	149.92
	<b>Total</b>	<b>178.19</b>	<b>149.92</b>
<b>35</b>	<b>OTHER EXPENSES</b>		
	Power & Fuel	22.53	8.12
	Rent	8.43	0.35
	Repairs to Others	57.50	4.30
	Rates and Taxes	2.86	8.32
	Advertisement	2.23	0.57
	Brokerage Sharing	36.61	2.16
	Business Development Expenses	80.75	6.44
	Direct cost of Sales-Deal Vacation	84.94	-
	Clearing, Settlement & Other Charges	8.38	-
	Communication Expenses	20.45	1.68
	Professional Fees	166.55	277.08
	Bad Debts Written Off	817.79	0.02
	Remuneration to Auditors (Refer Note 40)	8.46	7.75
	Penalty Expenses	0.60	5.13
	Office Expenses	8.51	4.13

Travelling and Conveyance	32.38	4.81
Water Charges	-	0.19
Directors Sitting Fees	2.40	2.00
Provision for Doubtful Deposit	8.54	4.38
Loss on Sale of Assets	1.14	-
Miscellaneous Expenses	60.03	15.68
Membership And Subscription	9.32	1.28
<b>Total</b>	<b>1,440.38</b>	<b>354.39</b>

### 36. 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 Company has received order from GST department for the FY 2017-18 and 2018-19 raising demand of ₹15.54 lakhs and ₹34.60 lakhs respectively. The Company has filed the appeal against these order to Appeal to Appellate Authority. The management is of the opinion that there will be good chance to win the Appeal and hence no provision for GST demand has made in the appeals.

### 37. Disclosure pursuant to Indian Accounting Standard (Ind AS) 19 "Employee Benefits"

- i Defined Contribution Plan  
During the year, ₹10.46 Lakhs (Previous Year ₹5.03 Lakhs) in respect of the Group's contribution to Provident Fund and other funds, Employees' State Insurance Corporation ₹0.25 Lakhs (Previous Year ₹0.41 Lakhs) and contribution to Employee's Maharashtra Labour Welfare Fund ₹0.00 Lakhs (Previous Year ₹0.00 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, 2024.

Particulars	March 31, 2024	March 31, 2023
<b>Change in Present Value of Obligations</b>		
Obligations at Beginning of the Year	15.17	11.74
Interest Cost	1.88	0.74
Service Cost	5.76	2.23
Past Service Cost (Non – Vested Benefits)	-	-
(Liability Transferred In/ Acquisitions)	11.43	-
Present value of obligation – due but not paid	-	-
Past Service Cost (Vested Benefits)	-	-
Benefits Paid	-	-
Actuarial (gains) / losses on obligations due to change in Demographic Assumptions	-	-
Actuarial (Gains) / losses on obligations due to change in Financial Assumptions	0.82	1.22
Actuarial (Gains) / Losses on Obligations due to Experience	(3.12)	(0.76)
<b>Obligations at the end of the year</b>	<b>31.93</b>	<b>15.17</b>

<b>Amount recognized in the Balance Sheet</b>		
Present Value Obligation at the end of the period	(31.93)	(15.17)
Fair Value of Plan Assets at the end of the period	-	-
Funded Status – (Surplus / (Deficit))	(31.93)	(15.17)
<b>Net (Liability)/Asset recognized in the Balance Sheet</b>	<b>(31.93)</b>	<b>(15.17)</b>

<b>Net interest cost for the current year</b>		
Present value benefit obligation at the beginning of the Year	15.17	11.74
Fair value of plan assets at the beginning of the year	-	-
Net liability / (asset) at the beginning	15.17	11.74
Interest cost	1.88	0.74
Interest income	-	-
<b>Interest cost for the current year</b>	<b>1.88</b>	<b>0.74</b>

Particulars	March 31, 2024	March 31, 2023
<b>Expenses recognized in the statement of profit or loss for the current year</b>		
Current Service cost	5.76	2.23
Net Interest cost	1.88	0.74
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	-	-
<b>Expenses Recognized</b>	<b>7.64</b>	<b>2.97</b>
<b>Expenses recognized in the other comprehensive income (OCI) for current year</b>		
Actuarial (gains) / losses on obligation for the year	(2.30)	0.46
Return on plan assets, excluding interest income	-	-
Change in Asset Ceiling	-	-
<b>Net(Income)/Expense for the year recognized in OCI</b>	<b>(2.30)</b>	<b>0.46</b>
<b>Balance Sheet Reconciliation</b>		
Opening Net Liability	15.17	11.74
Expenses recognized in the statement of profit or loss	7.64	2.97
Expenses recognized in OCI	(2.60)	0.52
(Liability Transferred In/ Acquisitions)	11.43	-
Benefits paid directly by Employer	-	-
<b>Net Liability/(Asset) recognized in the Balance Sheet</b>	<b>31.63</b>	<b>15.23</b>
<b>Category of assets</b>		
NIL, as Funding status in unfunded.		

<b>Net Interest Cost for Next Year</b>		
Present Value of Benefit Obligation at the End of the Period	13.78	12.27
(Fair Value of Plan Assets at the End of the Period)	-	-
Net Liability/(Asset) at the End of the Period	13.78	12.27
Interest Cost	0.99	0.92
<b>(Interest Income)</b>	<b>-</b>	<b>-</b>
<b>Net Interest Cost for Next Year</b>	<b>0.99</b>	<b>0.92</b>

<b>Expenses Recognized in the Statement of Profit or Loss for Next Year</b>		
Current Service Cost	1.49	1.80
Net Interest Cost	0.99	0.92
(Expected Contributions by the Employees)	-	-
<b>Expenses Recognized</b>	<b>2.48</b>	<b>2.72</b>

<b>Maturity analysis of the benefit payments from the employer</b>		
<b>Projected benefits payable in future years from the date of reporting</b>		
1st following year	8.56	6.25
Sum of years of 2 to 5	2.81	2.19
Sum of years of 6 to 10	9.15	1.60
Sum of years of 11 and above	67.90	25.01

Particulars	March 31, 2024	March 31, 2023
<b>Sensitivity Analysis</b>		
<b>Projected Benefit Obligation on Current Assumptions</b>	31.93	15.17
Delta Effect of +1% Change in Rate of Discounting	(2.96)	(1.01)
Delta Effect of -1% Change in Rate of Discounting	3.60	1.22
Delta Effect of +1% Change in Rate of Salary Increase	3.57	1.21
Delta Effect of -1% Change in Rate of Salary Increase	(2.99)	(1.03)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.11)	(0.04)
Delta Effect of -1% Change in Rate of Employee Turnover	0.10	0.03

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	
	Mortality (2012 – 14)	Mortality (2012 – 14)
Discount rate	7.21%- 7.49%	6.90%- 7.27%
Rate of escalation in salary	7.00%- 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
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iii Compensated absences

The obligation for compensated absences is recognized in the same manner and net amount to the statement of profit and loss for the year is ₹(10.48) Lakhs (Previous Year net charges of ₹0.33 Lakhs)

₹in Lakhs

Particulars	Mar 31, 2024	Mar 31, 2023
<b>Amount Recognized in the Balance Sheet</b>		
Current	0.41	0.53
Non – Current	1.82	12.49

### 38. 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.
- 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.

Particulars	Advisory	Broking	Other	Total
	Services	Services	Business	
<b>SEGMENT REVENUE</b>				
External Sales	1,300.00	2,153.39	246.52	3,699.91
	(313.00)	(10.96)	(120.45)	(444.41)
Inter Segment Sales	-	-	-	-
	-	-	-	-
<b>Total Revenue</b>	1,300.00	2,153.39	246.52	3,699.91
	(313.00)	(10.96)	(120.45)	(444.41)
<b>RESULTS</b>				
Segment Results	(278.76)	911.10	186.96	819.30



	(85.05)	(166.50)	104.35	(147.20)
Unallocated Income / (Expenses) Net				-
				(49.16)
<b>Particulars</b>	<b>Advisory Services</b>	<b>Broking Services</b>	<b>Other Business</b>	<b>Total</b>
Profit/(Loss) Before Interest and Tax				819.30
				(98.04)
Interest Expense				178.19
				(149.92)
Profit/(Loss) Before Tax				641.11
				(247.95)
Tax Expense				577.82
				(0.02)
Profit/(Loss) after Tax				63.29
				(247.98)
Minority Interest in Income in Subsidiaries				24.56
				(0.11)
Net Profit/(Loss) after Minority Interest				38.73
				(247.87)
<b>CAPITAL EMPLOYED</b>				
<b>Segment Assets</b>				
Segment Assets	5,812.01	7,719.41	-	13,531.42
	(949.30)	(291.13)	-	(1,240.43)
Unallocated Corporate Assets				2,960.92
				(11,133.00)
<b>Total Assets</b>				<b>16,492.34</b>
				<b>(12,373.43)</b>
<b>Segment Liabilities</b>				
Segment Liabilities	4,429.23	5,455.33	-	9,884.56
	(696.70)	(1,391.09)	-	(2,087.79)
Unallocated Corporate Liabilities				1,511.96
				(2,082.62)
<b>Total Liabilities</b>				<b>11,396.52</b>
				<b>(4,170.42)</b>
<b>CAPITAL EXPENDITURE</b>				
Segment Capital Expenditure	-	-	-	-
	-	-	-	-
Unallocated Capital Expenditure				-
				-

<b>DEPRECIATION AND AMORTIZATION</b>				
Segment Depreciation and Amortization	0.53	51.62	-	52.15
	(0.66)	(4.70)	-	(5.36)
Unallocated Depreciation and Amortization				1.29
				(0.08)
<b>Information about major customers:</b>				
For the Year ended March 31, 2024, in Advisory segment one customer contributed 10% or more to Group's revenue. One customer contributed ₹ 348.80 Lakhs (Previous year ₹ 313.00 Lakhs)				
<b>Adjustments and Eliminations</b>				
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 company 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.

### 39. Disclosure of related parties/related party transactions pursuant to Indian Accounting Standard 24

#### "Related Party Disclosures"

##### i List of Related Parties

<b>Key Management Personnel</b>	Mr. T. K. P Naig - Whole Time Director
	Mr. Pandoo Naig - Executive Director & Interim CFO
	Mr. Manoj Malpani - Chief Financial Officer (Resigned on April 01, 2024)
	Mr. Vikas Pandey – Director
	Sheetal Duggar – Company Secretary
	Manish Zaveri - Director
	Sandeep Kumar - Director
	Anil Bapardekar - Director
	Mrs. Divya Modi - Company Secretary (Appointed w.e.f August 14, 2023 & Resigned on April 13, 2024)
	Mrs. Kajal Shethia - Company Secretary (Appointed w.e.f June 03, 2024)
<b>Relative of Key Management Personnel</b>	Mrs. Sowmya Deshpande (Daughter of TKP Naig-Whole Time Director and Sister of Pandoo Naig-Executive Director & Interim CFO)
	Mr. Gautam Deshpande (Husband of Sowmya Deshpande & Son in law of TKP Naig-Whole Time Director and Brother in law of Pandoo Naig-Executive Director & Interim CFO)

	Mrs. Anandhi Naig (Wife of TKP Naig-Whole Time Director & Mother of Pandoo Naig-Executive Director & Interim CFO)
<b>Companies in which Key Management Personnel / Relative of Key Management Personnel having significant influence</b>	Oodnap Securities (India) Limited
	Pran Fertilisers & Pesticides Pvt. Ltd
	DP Engineering and Consulting Pvt Ltd.
	Sowgau Estates Pvt. Ltd.
	Vaaman Pesticides Pvt. Ltd
	Family Care Hospitals Limited

## ii Transactions and amount outstanding with related parties

Sr. No.	Particulars	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
<b>I</b>	<b>Loans Given</b>			
	Vaaman Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	1.20 (1.25)
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	4.20 (NIL)
	Pandoo Naig	12.63 (NIL)	NIL (NIL)	NIL (NIL)
<b>II</b>	<b>Loans Taken</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	65.08 (570.74)
	DP Engineering and Consulting Pvt Ltd.	NIL (NIL)	NIL (NIL)	105.00 (20.00)
	Pran Fertilisers & Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	200.00 (NIL)
<b>III</b>	<b>Loans Repaid</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	696.59 (813.95)
<b>IV</b>	<b>Loans Received Back</b>			
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	465.10 (431.45)
	Pran Fertilisers & Pesticides Private Ltd	NIL (NIL)	NIL (NIL)	NIL (691.49)
	Pandoo Naig	12.63 (NIL)	NIL (NIL)	NIL (NIL)
<b>V</b>	<b>Remuneration to Key Management Personnel</b>			
	T. K. P. Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Pandoo Naig	15.00 (15.00)	NIL (NIL)	NIL (NIL)
	Anil Bapardekar	8.94 (NIL)	NIL (NIL)	NIL (NIL)
	Manoj Malpani	17.95 (17.95)	NIL (NIL)	NIL (NIL)
	Sheetal Duggar	5.52 (1.42)	NIL (NIL)	NIL (NIL)
	Himanshu Unadkut	NIL (2.94)	NIL (NIL)	NIL (NIL)
	Divya Modi	0.93 (NIL)	NIL (NIL)	NIL (NIL)

Sr. No.	Particulars	Key Management Personnel	Relative of Key Management Personnel	Companies in which Key Management Personnel / Relative of Key Management Personnel Having Significant Influence
<b>VI</b>	<b>Cost Sharing Expenses</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	81.41 (NIL)
<b>VII</b>	<b>Coupon</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	605.00 (NIL)
<b>VIII</b>	<b>Security Deposit received</b>			
	Family Care Hospitals Limited	NIL (NIL)	NIL (NIL)	700.00 (NIL)
<b>IX</b>	<b>Issue of shares of DCPL</b>			
	Gautam Deshpande	NIL (NIL)	NIL (NIL)	80.37 (NIL)
	Sowmya Deshpande	NIL (NIL)	NIL (NIL)	80.37 (NIL)
	Anandhi Naig	NIL (NIL)	NIL (NIL)	34.40 (NIL)
<b>X</b>	<b>Interest Expenses</b>			
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	24.07 (71.04)
<b>Outstanding as at March 31, 2024</b>				
<b>Loan Receivables</b>				
	Family Care Hospitals Ltd.	NIL (NIL)	NIL (NIL)	2,574.45 (631.50)
	Oodnap Securities (India) Limited	NIL (NIL)	NIL (NIL)	381.69 (842.59)
	Vaaman Pesticides Pvt. Ltd	NIL (NIL)	NIL (NIL)	60.15 (58.95)
	Pran Fertilisers & Pesticides Pvt. Ltd.	NIL (NIL)	NIL (NIL)	NIL (691.49)
<b>Borrowings</b>				
	Anandhi Naig	NIL (NIL)	34.40 (NIL)	NIL (NIL)
	Gautam Deshpande	NIL (NIL)	80.37 (NIL)	NIL (NIL)
	Sowmya Deshpande	NIL (NIL)	80.37 (NIL)	NIL (NIL)
	Pandoo Naig	NIL (8.00)	NIL (NIL)	NIL (NIL)
	DP Engineering and Consulting Pvt Ltd.	NIL (NIL)	NIL (NIL)	125.00 (20.00)
	Pran Fertilisers & Pesticides Pvt. Ltd.	NIL (NIL)	NIL (NIL)	200.00 (NIL)
	Sowgau Estates Pvt. Ltd.	NIL (NIL)	NIL (NIL)	92.15 (92.15)

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

- 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.

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

Particulars	March 31, 2024	March 31, 2023
Profit for the year attributable to the Owners of the Company (₹ in Lakhs)	38.73	(247.87)
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 ₹	10.00	10.00
Basic and Diluted Earnings per share ₹	0.47	(1.86)

#### 41. Remuneration to auditors

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
Statutory Audit	8.46	7.75
Other Services fees	2.16	-
<b>Total</b>	<b>10.62</b>	<b>7.75</b>

42. 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.
43. 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, 2023.
- b) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

#### 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
<b>Holding Company</b>								
Onelife Capital Advisors Ltd.	81.40	10,900.12	(5.34)	(3.38)	(241.60)	1.20	(3.47)	(2.18)
<b>Indian Subsidiaries</b>								
Eyelid Infrastructure Pvt. Ltd.	(0.96)	(128.51)	(27.37)	(17.32)	-	-	(27.58)	(17.32)
Dealmoney Insurance Broking Pvt. Ltd.	0.39	52.77	(2.81)	(1.78)	-	-	(2.83)	(1.78)
Dealmoney Distribution & Advisory Services	(1.70)	(227.49)	(70.96)	(44.91)	-	-	(71.52)	(44.91)
Dealmoney Commodities Pvt. Ltd.	25.45	3,408.31	405.55	256.66	281.50	(1.40)	406.53	255.26
Dealmoney Real Estate Pvt. Ltd.	(0.80)	(107.15)	(64.12)	(40.58)	-	-	(64.63)	(40.58)
Dealmoney Distribution & E Marketing Pvt. Ltd.	(8.96)	(1,199.26)	(230.45)	(145.84)	-	-	(232.27)	(145.84)
Dealmoney Financial Services Pvt. Ltd.	0.06	8.66	0.28	0.18	-	-	0.28	0.18
Sarsan Securities Private Ltd.	5.11	683.65	95.21	60.26	60.10	(0.30)	95.49	59.96
<b>Total before Consolidation Adjustments</b>	<b>100.00</b>	<b>13,391.11</b>	<b>100.00</b>	<b>63.29</b>	<b>100.00</b>	<b>(0.50)</b>	<b>100.00</b>	<b>62.79</b>
Adjustment arising out of consolidation / Rounding off	-	6,878.79	-	-	-	-	-	-
Less: Minority Interest	-	25.83	-	24.56	-	-	-	24.56
<b>Total after Consolidation Adjustments</b>		<b>6,486.49</b>		<b>38.73</b>		<b>(0.50)</b>		<b>38.23</b>

#### 45. Financial Instruments

##### 45.1 Financial Assets and Liabilities

₹ In Lakhs

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Assets</b>						
Non - Current Financial Assets – Investment	794.40	-	-	2,027.00	-	-
Non - Current Financial Assets - Loans Receivables	-	-	813.86	-	-	41.40
Non - Current Financial Assets - Other Financial Assets	-	-	263.95	-	-	78.93
Current Financial Assets - Trade Receivables	-	-	2,315.23	-	-	580.82
Current Financial Assets - Cash And Cash Equivalents	-	-	355.29	-	-	409.22
Current Financial Assets - Bank Balance other than above	-	-	210.31	-	-	30.32
Current Financial Assets - Loans Receivables	-	-	3,168.28	-	-	7,625.73
Current Financial Assets - Other Financial Assets	-	-	850.19	-	-	230.46

<b>Total Financial Assets</b>	<b>794.40</b>	<b>-</b>	<b>7,977.12</b>	<b>2,027.00</b>	<b>-</b>	<b>8,996.87</b>
<b>Financial Liabilities</b>						
Non - Current Financial Liabilities – Borrowings	-	-	1,725.25	-	-	435.73
Current Financial Liabilities – Borrowings	-	-	892.22	-	-	881.00
Current Financial Liabilities - Trade Payable	-	-	5,076.56	-	-	577.76
Current Financial Liabilities - Other Financial Liabilities	-	-	350.46	-	-	2,092.71
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>8,044.50</b>	<b>-</b>	<b>-</b>	<b>3,987.21</b>

#### 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.

Particulars	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial investment which are measured at FVTOCI</b>			
Non - Current Financial Assets – Investment	-	-	-
<b>Financial investment which are measured at Fair value to profit and loss</b>			
Non - Current Financial Assets – Investment	-	794.40	-
<b>Financial Assets Which Are Measured At Amortized Cost</b>			
Non - Current Financial Assets - Loans Receivables	-	813.86	-
Non - Current Financial Assets - Other Financial Assets	-	263.95	-
Current Financial Assets - Trade Receivables	-	2,315.23	-
Current Financial Assets - Cash And Cash Equivalents	-	355.29	-
Current Financial Assets - Bank Balance other than above	-	210.31	-
Current Financial Assets - Loans Receivables	-	3,168.28	-
Current Financial Assets - Other Financial Assets	-	850.19	-
<b>Total Financial Assets</b>	<b>-</b>	<b>8,771.52</b>	<b>-</b>

Particulars	Level 1	Level 2	Level 3
<b>Financial liabilities</b>			
<b>Financial Liabilities at Amortised Cost</b>			
Non - Current Financial Liabilities – Borrowings	-	1,725.25	-
Current Financial Liabilities – Borrowings	-	892.22	-
Current Financial Liabilities - Trade Payable	-	5,076.56	-
Current Financial Liabilities - Other Financial Liabilities	-	350.46	-
<b>Total Financial liabilities</b>	<b>-</b>	<b>8,044.50</b>	<b>-</b>

**Year Ending March 31, 2023**

Particulars	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Financial investment which are measured at FVTOCI</b>			
Non - Current Financial Assets – Investment	-	-	-
<b>Financial investment which are measured at Fair value to profit and loss</b>			
Non - Current Financial Assets – Investment	-	2,027.00	-
<b>Financial Assets which are Measured at Amortized Cost</b>			
Non - Current Financial Assets - Loans Receivables	-	41.40	-
Non - Current Financial Assets - Other Financial Assets	-	78.93	-
Current Financial Assets - Trade Receivables	-	580.82	-
Current Financial Assets - Cash And Cash Equivalents	-	409.22	-
Current Financial Assets - Bank Balance other than above	-	30.32	-
Current Financial Assets - Loans Receivables	-	7,625.73	-
Current Financial Assets - Other Financial Assets	-	230.46	-
<b>Total Financial Assets</b>	<b>-</b>	<b>11,023.87</b>	<b>-</b>

<b>Financial Liabilities</b>			
<b>Liabilities which are measured at amortized Cost</b>			
Non - Current Financial Liabilities – Borrowings	-	435.73	-
Current Financial Liabilities – Borrowings	-	881.00	-
Current Financial Liabilities - Trade Payable	-	577.76	-
Current Financial Liabilities - Other Financial Liabilities	-	2,092.71	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>3,987.21</b>	<b>-</b>

**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.

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
<b>As at March 31, 2024</b>				
Non - Current Borrowings	1,725.25	-	1,725.25	1,725.25
Current – Borrowings	892.22	792.22	100.00	892.22
Current - Trade Payable	5,076.56	5,076.56	-	5,076.56
Current - Other Financial Liabilities	350.46	184.51	165.95	350.46
<b>Total</b>	<b>8,044.50</b>	<b>6,053.29</b>	<b>1,991.20</b>	<b>8,044.50</b>
<b>As at March 31, 2023</b>				
Non - Current Borrowings	435.73	-	435.73	435.73
Current – Borrowings	881.00	781.00	100.00	881.00
Current - Trade Payable	577.76	577.76	-	577.76
Current - Other Financial Liabilities	2,092.71	1,830.34	262.37	2,092.71
<b>Total</b>	<b>3,987.21</b>	<b>3,189.10</b>	<b>798.10</b>	<b>3,987.21</b>

#### 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, 2024 and March 31, 2023.

Potential impact of risk	Management Policy	Sensitivity to risk
<b>1. Price Risk</b>		
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
<b>2. Interest Rate Risk</b>		
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 2024) change in interest rates. A 1.00% (1.00% for year ended March 31 2024) decrease in interest rates would have led to approximately an additional ₹1.78 Lakhs gain for year ended March 31, 2024 (₹0.08 Lakhs gain for year ended March 31 2023) 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.
<b>3. Foreign Currency Risk</b>		
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

### 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, 2024 is ₹2315.23 Lakhs (March 31, 2023 ₹580.82 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.

## 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, 2024	March 31, 2023
Current – Borrowings	892.22	881.00

Less: Cash and Cash Equivalents	(355.29)	(409.22)
<b>Net Debt (A)</b>	<b>536.93</b>	<b>471.78</b>
Total Equity	5,095.82	8,203.02
<b>Total Capital (B)</b>	<b>5,095.82</b>	<b>8,203.02</b>
<b>Capital and Net Debt C = (A) + (B)</b>	<b>5,632.75</b>	<b>8,674.80</b>
<b>Gearing Ratio (A) / (C)</b>	9.53	5.44

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, 2024, March 31 and 2023.

#### 47. Current Tax and Deferred Tax

##### I Income Tax Expense recognized in statement of profit and loss

Particulars	₹ in Lakhs	
	March 31, 2024	March 31, 2023
Current Tax		
Current Income Tax Charge	250.08	3.44
Adjustments in respect of prior years	-	-
<b>Total</b>	<b>250.08</b>	<b>3.44</b>
Deferred Tax credit / (charge)		
In respect of current year	329.18	(3.41)
<b>Total</b>	<b>329.18</b>	<b>(3.41)</b>
(c) Short / (Excess) provision of tax relating to earlier years		
In respect of current year	(1.44)	-
<b>Total</b>	<b>(1.44)</b>	<b>-</b>
<b>Total tax expense recognized in Statement of Profit and Loss</b>	<b>577.82</b>	<b>0.02</b>

##### II Income Tax recognized in Other Comprehensive Income

Particulars	₹ in Lakhs	
	March 31, 2024	March 31, 2023
Deferred Tax (Liabilities) / Assets		
Re-measurement of Defined Benefit Obligations	-	-

<b>Total</b>	-	-
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III. Reconciliation of income tax expense

Particulars	March 31, 2024	March 31, 2023
Net Loss as per Statement of Profit & Loss A/c (Before Tax)	639.03	(247.95)
Tax on Accounting Profit	577.82	3.44
Tax difference on account of:		
Depreciation allowed as per Income tax Act, 1961	-	0.54
Ind AS Impact - Re-measurement of Defined Benefit Obligation	-	-
Provision of Doubtful Debts	-	-
Provision for Employee benefit	-	-
Provision for Expected Credit Loss	-	-
Short/Excess provision for Earlier Year	-	-
Expenses not allowable under the Income tax Act, 1961	-	-
Impact of Carry forward of losses and unabsorbed Depreciation to the extent of available income	-	(3.95)
Deferred Tax credit / (charge)	-	-
Total effect of tax adjustments	-	-
<b>Tax expense recognized during the year</b>	<b>577.82</b>	<b>0.02</b>

48. 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	As at
	March 31, 2024	March 31, 2023
<b>Companies in which directors are interested</b>		
Pran Fertilisers & Pesticides Pvt. Ltd.		
Maximum balance during the year ₹ 696.19 Lakhs (P. Y. ₹ 691.49 Lakhs)	-	691.49
Vaaman Pesticides Pvt. Ltd.		
(Maximum balance during the year ₹ 60.15 Lakhs (P. Y. ₹ 148.13 Lakhs)	60.15	58.95
Oodnap Securities (India) Limited		
Maximum balance during the year ₹ 842.59 Lakhs (P. Y. ₹ 1,274.04 Lakhs)	381.69	842.59
<b>Sub – Total</b>	<b>441.84</b>	<b>1,593.03</b>
<b>Others</b>		
Bio Medcion Systems (I) Pvt. Ltd.	60.98	54.05

(Maximum balance during the year ₹ 60.98 Lakhs (P. Y. ₹ 54.05 Lakhs)		
Parasmal Khanmal Jain		
(Maximum balance during the year ₹ 356.66 Lakhs (P. Y. ₹ 313.93 Lakhs)	356.66	313.93
Rani Creators Consultant & Ser Pro		
(Maximum balance during the year ₹ 233.45 Lakhs (P. Y. ₹ 205.24 Lakhs)	233.45	205.24
Seema Patidar		
(Maximum balance during the year ₹ 3.21 Lakhs (P. Y. ₹ 3.11 Lakhs)	-	3.11
Spade Realtors LLP		
(Maximum balance during the year ₹ 122.15 Lakhs (P. Y. ₹ 105.93 Lakhs)	122.15	105.93
Trishul Realty Infra Pvt. Ltd.		
(Maximum balance during the year ₹ 33.12 Lakhs (P. Y. ₹ 28.92 Lakhs)	33.12	28.92
Sai Prasad Realtors		
(Maximum balance during the year ₹ 7.50 Lakhs (P. Y. ₹ 7.50 Lakhs)	7.50	7.50
<b>Sub – Total</b>	<b>813.86</b>	<b>718.69</b>
<b>Grand Total</b>	<b>1,255.70</b>	<b>2,311.72</b>

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	₹ In Lakhs	
	March 31, 2024	March 31, 2023
Advisory Services	-	313.00
Brokerage Income	216.91	7.01
Interest Income	246.52	120.45
<b>Total</b>	<b>463.43</b>	<b>440.46</b>

49. On February 26, 2018, the Board of Directors of the company 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 September 19, 2019, the meeting of the Equity Shareholders and Creditors was held on November

05, 2019. The Petition for the Scheme of Amalgamation of DSPL with DCPL was filed on November 20, 2019 with NCLT, Mumbai Bench. The appointed date for the Scheme is 01st April, 2017. The Scheme has been approved by an order of NCLT Mumbai Bench dated July 19, 2021 for the purpose of scheme of Amalgamation and Arrangement. The company had received all the approvals from the regulatory authorities up to and in the month of February, 2024. The company had given the effect of the merger as on 31st March, 2024 and the merger process is completed.

#### **50. Revenue from contracts with customers**

The Company has adopted Ind AS 115 'Revenue from contracts with customers' using the modified retrospective approach given in Ind AS 115, i.e. cumulative catch-up transition adjustment is made for contracts that were not completed. Under Ind AS 115, an entity recognizes revenue when it transfers control of promised services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company 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.

The company is the Commodity Broker, registered with MCX and NCDEX. It earns the brokerage on the buying/selling of commodities options/futures.

##### **a. Disaggregation of revenue**

The Company's mainstream business is earning brokerage by facilitating its clients for trading in commodities. The Company caters to various clients and earns its revenue from trades done via Indian commodities exchanges' viz. MCX and NCDEX only.

There is only one reportable income stream i.e. brokerage income and as functioning is within India there is no disaggregation of revenue.

##### **b. Contract balances**

Trade receivable are non-interest bearing balances having credit period of T+5 days. After completion of said credit cycle customers are charged Delayed payment charges (DPC) @ 21% per month till settlement.

Trade payable includes fund balance received from customer, to trade in commodities through company's portal. The outstanding balance as on 31 March 24 : INR 1,414.24

##### **c. Performance obligations**

The performance obligation of the company is to facilitate buy/sell of commodities, which is completed when a customer trades at the portal provided by the company 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.

#### **51. Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder**

The Company do not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

#### **52. Wilful Defaulter**

The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.

53. **Misutilisation of Bank Borrowing**  
In the opinion of the management of the company, to the best of its knowledge and belief, the company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.
54. **Disclosure of transactions with struck off companies**  
The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
55. **Undisclosed Income**  
The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
56. **Compliance with number of layers of companies**  
The compliance of number of layers of companies, prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, are not applicable to the company.
57. **Details of Crypto Currency or Virtual Currency**  
The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and any of the previous financial years.
58. **Security of current assets against borrowings**  
The Company has no borrowings from banks or financial institutions on the basis of security of current assets.
59. **Utilisation of Borrowed funds and share premium:**  
(A) During the year, the company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)  
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries  
(B) During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:  
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(Ultimate Beneficiaries)  
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
60. **Registration of charges or satisfaction of charges with Registrar of Companies (ROC)**  
The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
61. **Title deeds of Immovable Properties not held in name of the Company**  
The Company do not have any immovable properties where title deeds are not held in the name of the company.

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.

62. Due to Micro, Small and Medium Enterprises

Disclosure under the Micro, Small and Medium Enterprises Development Act 2006 is provided as under, to the extent the Company has received intimation from the "Suppliers" regarding their status under the said Act.

₹ In Lakhs

Particulars	March 31, 2024	March 31, 2023
(i) The Principal amount remaining unpaid to any supplier at the end of the year	5.31	2.41
(ii) Interest due thereon remaining unpaid to any supplier at the end of the year	-	-
(iii) The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the year	-	-

63. Disclosures as required for liquidity risk

**(1) Funding Concentration based on significant counterparty (both deposits and borrowings)**

Particulars	As at 31 March 2024
Number of significant counter parties*	-
Amount (in ₹)	-
% of total deposits	-
% of Total liabilities	0.00%

\* Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non Banking Financial Companies and Core Investment Companies.

**(2) Top 20 large deposits**

The Company is not a deposit taking NBFC. Hence, not applicable.



**(3) Top 10 borrowings**

Particulars	As at 31 March 2024
Total amount of top 10 borrowings	27,18,43,953
Percentage of amount of top 10 borrowings to total borrowings	100.00%

**(4) Funding Concentration based on significant instrument/product\***

Particulars	As at 31 March 2024	Percentage of total liabilities
Term loans from financial institutions	-	Not applicable
Non-convertible debentures	-	Not applicable
Term loan from banks	-	Not applicable
Working capital facilities	-	Not applicable
Commercial paper	-	Not applicable

\* Significant instrument/product is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated 4 November 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.

**(5) Stock ratio**

Particulars	As at 31 March 2024
Commercial papers as a percentage of public funds	Not applicable
Commercial papers as a percentage of total liabilities	Not applicable
Commercial papers as a percentage of total assets	Not applicable
Other short term liabilities as a percentage of public funds	Not applicable
Other short term liabilities as a percentage of total liabilities	Not applicable
Other short term liabilities as a percentage of total assets	Not applicable
Non convertible debentures as a percentage of public funds	Not applicable
Non convertible debentures as a percentage of total liabilities	Not applicable
Non convertible debentures as a percentage of total assets	Not applicable

**(6) Institutional set-up for liquidity risk management**

The ultimate responsibility for liquidity risk management rests with the Board of directors for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Board of directors meet regularly to review the liquidity position based on future cash flows. The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of assets and liabilities.

Definition of terms as used in the table above:

**a) Total liabilities:**

Total liabilities include all external liabilities (other than equity).

**b) Public funds:**

“Public funds” includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of commercial papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue. It includes total borrowings outstanding under all types of instruments/products.

**c) Other short-term liabilities:**

All short-term borrowings other than CPs and NCDs with original maturity less than 12 months.

64. In the opinion of the Board, the assets (other than Fixed Assets and Non-Current Investments) are approximately of the value stated, if realized in the ordinary course of business. The provisions for liabilities are considered to be adequate by the Board.

**b) Events Occurring After the Balance Sheet Date**

There have been no events subsequent to the balance sheet date which require adjustment of, or disclosure in, the financial statements or notes thereto.

**c) No forward exchange contracts are outstanding on the balance sheet date, which are entered to hedge foreign exchange exposures of the Company.**

65. Balance and transactions with current and non-current assets and liabilities, along with loans & advances, deposits, trade receivables, related parties, payable to vendors, statutory dues, etc, are subject to confirmation and consequent reconciliation and adjustments, if any. Hence, the effect thereof, on Profit/ Loss, Assets and Liabilities, if any, which may be significant, is not ascertainable. The Board of the Directors has established a procedure controls to review the reconciliation and recoverability of all the assets and payability of all the liabilities, on a regular basis, based on the formal/ informal agreements/ arrangements with the respective parties involved. As per the opinion of the Board, there will be no substantial impact on their reconciliation with their balance confirmations as on the reporting date.

66. Schedule to the Balance Sheet (as required in terms of Section II Chapter IV paragraph 19 of Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

**A. Liabilities side**

1. Loans & advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:

(Amount in Rs.)

	Amount Outstanding	Amount Overdue
(a) Debentures		
Secured	NIL	NIL
Unsecured	NIL	NIL
(other than falling within the meaning of public deposits*)		
(b) Deferred credits	NIL	NIL
(c) Term loans	NIL	NIL

(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial paper	NIL	NIL
(f) Other loans (specify nature)		
Bank overdraft & other Secured Loans	NIL	NIL
Financial institutions loan against shares & securities	NIL	NIL
Other- related party	NIL	NIL
<b>Total -</b>	NIL	NIL

*\*As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.*

#### B. Assets side

##### 2. Break-up of loans and advances including bills receivables (other than those included in (4) below):

	Amount Outstanding
(a) Secured	NIL
(b) Unsecured	33,67,63,040
<b>Total</b>	<b>33,67,63,040</b>

##### 3. Break-up of leased assets and stock on hire and other assets counting towards AFC activities:

	Amount Outstanding
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	NIL
(b) Operating lease	NIL
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	NIL
(b) Repossessed assets	NIL
(iii) Other loans counting towards AFC activities:	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL

##### 4. Break-up of investments –

	Amount Outstanding
<u>Current investments -</u>	
1) Quoted -	
(i) Shares	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	364
(iv) Government securities	NIL
(v) Others (please specify)	NIL
2) Unquoted -	
(i) Shares	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL

<u>Non-Current investments -</u>	
1) Quoted -	
(i) Shares	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
2) Unquoted -	
(i) Shares	
(a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and bonds	NIL
(iii) Units of mutual funds	NIL
(iv) Government securities	NIL
(v) Others (please specify)	NIL
<b>Total</b>	<b>364</b>

**5. Borrower group-wise classification of assets financed as in (2) and (3) above:**

Category	Secured	Unsecured	Total
1. Related parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	33,67,63,040	33,67,63,040
Total -	NIL	NIL	NIL
Provision made*	NIL	16,27,933	16,27,933
Balance	<b>NIL</b>	<b>33,51,35,107</b>	<b>33,51,35,107</b>

**6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**

Category	Market value / Break-up or fair value or NAV	Book value (Net of provisions)
1. Related parties**		
(a) Subsidiaries***	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties***	NIL	NIL
2. Other than related parties***	NIL	NIL
Total -	NIL	NIL

**7. Other information**

Particulars	Amount
(i) Gross non-performing assets	
(a) Related parties**	NIL
(b) Other than related parties	NIL
(ii) Net non-performing assets	
(a) Related parties**	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

*\*Provisioning norms as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.*

*\*\* As per accounting standard of ICAI.*

*\*\*\* Investment in shares of related parties are taken at 'break up value' & investment in shares of other parties are taken at 'market value'.*

*# The amount of Secured Loans and Advances given by the company in the ordinary course of business.*

67. Disclosure of transactions with struck off companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year

68. Revaluation/ Fair valuation of PPE / Intangible assets/ Investment property

The company has not carried out any revaluation of its Property, Plant and Equipment (including Right-of-Use Assets) and intangible assets during the current year as well as previous year. The company also does not have any Investment property during the current year as well as previous year.

69. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and any of the previous financial years.

70. Undisclosed Income

The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

71. Utilisation of Borrowed funds and share premium:

(A) During the year, the company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(B) During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

72. Registration of charges or satisfaction of charges with Registrar of Companies (ROC)  
The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
73. Wilful Defaulter  
The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.
74. Security of current assets against borrowings  
The Company has no borrowings from banks or financial institutions on the basis of security of current assets.
75. Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder  
The Company do not have any benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
76. Misutilisation of Bank Borrowing  
The company has not taken any borrowings from banks and financial institutions during the current year as well as previous year.
77. Compliance with number of layers of companies  
The compliance of number of layers of companies, prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, are not applicable to the company
78. Title deeds of Immovable Properties not held in name of the Company  
The Company do not have any immovable properties where title deeds are not held in the name of the company.
79. Compliance with approved Scheme(s) of Arrangements  
No Scheme of Arrangements has been approved by/ pending with the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year as well as previous year
80. The Company has carried out Impairment test on its Fixed Assets as on the date of Balance Sheet and the management is of the opinion that there is no asset for which provision of impairment is required to be made as per applicable Indian Accounting Standard.
81. In the opinion of the board, the current assets, loans and advances are approximately of the value state, if realized in ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
82. 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 and on behalf of the board of Directors  
of Onelife Capital Advisors Limited**

For N.R. Tibrewala & Co LLP  
Chartered Accountants  
Firm Registration No: - W100608

Sd/-  
N R Tibrewala  
Partner  
Membership No: - 046397

Place: - Mumbai  
Date : 03 June 2024

Sd/-  
Prabhakara Naig  
Whole Time Director  
DIN: 00716975

Sd/-  
Pandoo Naig  
Executive Director & Interim CFO  
DIN No.: 00158221

Sd/-  
Kajal Shethia  
Company Secretary

Place: - Thane  
Date : 03 June 2024

onelife

**Statement on Impact of Audit Qualifications**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 – Consolidated  
 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

**I. Audited Figures**

Sr. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1.	Turnover / Total income	4017.06	-
2.	Total Expenditure	3954.27	-
3.	Net Profit/(Loss)	62.79	-
4.	Earnings Per Share	0.47	-
5.	Total Assets	16,492.34	-
6.	Total Liabilities	11,396.52	-
7.	Net Worth	5,095.82	-

**II. Audit Qualification (each audit qualification separately):**

SI No.	Particulars	Remarks
a.	Details of Audit Qualification:	<p>a) TDS has been reversed amounting to Rs. 66.95 lakhs and the same has been transferred to respective vendors account.</p> <p>b) An outstanding liability of Rs.39.60 lakhs of GST is pertaining to previous years as on March 31, 2024 which has been disputed with GST appellate authority whose decision is awaited.</p> <p>c) Merger of DSPL and DCPL was approved by NCLT on 19.07.2021 and prepared/issued on 16.08.2021. However, the transferee company awaited approval for the said merger from NSE, MSEI and BSE, which were received on 01.02.2023, 25.01.2024 and 01.02.2024 respectively. The merger process is ongoing and books of accounts of DSPL and DCPL are in process to merge as on 31.03.2024</p> <p>d) As a result of merger of DSPL and DCPL, Subsidiaries of DSPL became subsidiary of DCPL but were not consolidated by DCPL while submitting their financial information for consolidation. Separate audited financials of such subsidiaries were consolidated while preparing consolidated financials for quarter and year ended March 31, 2024. All the accounting effects of merger and consolidation has been accounted in the quarter ended March 31, 2024 and not from the appointed date i.e. 1st April, 2017.</p> <p>e) The auditors of subsidiary company “Sarsan Securities Private Limited” have modified their opinion and have highlighted the fact regarding the TDS not deducted on</p>



		amount aggregating to Rs. 183.45 lakhs on interest provided in the books of accounts.	
b.	Type of Audit Qualification:	Qualified Opinion	Yes
		Disclaimer of Opinion	No
		Adverse Opinion	No
c.	Frequency of qualification:	Appeared first time	Yes
		Repetitive	NA
		Since how long continuing	NA
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	Not Quantified	
e.	For Audit Qualification(s) where the impact is not quantified by the auditor		
	(i)	Management's estimation on the impact of audit qualification:	Not Quantifiable
	(ii)	If management is unable to estimate the impact, reasons for the same:	<p>a) Since the recipient has paid the taxes and filed their income tax returns and requested the company to pay the balance outstanding to them, since they have discharged their liabilities towards taxes.</p> <p>b) Since we have obtained legal opinion and according to us it is an exempted product. The company had also filed an appeal to GST appellate authority and the decision is awaited.</p> <p>c) The effect of merger is given from 1st April, 2017.</p> <p>d) As per Ind AS 110, if the ultimate holding company is consolidating the accounts. In that case in between holding companies are not required to separately consolidate subsidiaries accounts. Further, the Ind AS 103 "Business Combinations" is not applicable in our case. Since the company is consolidating subsidiaries as per Ind AS 110. The effect of the merger is given from the appointed date i.e. 1st April, 2017.</p> <p>e) The wholly owned subsidiary "Sarsan Securities Private Limited" provided the Interest payable as on 31st March, 2024 to parties whose income are below taxable limit and all the parties will file their Income Tax returns and pay the taxes if any. In such circumstances, the subsidiary has not deducted their TDS. As per the Income Tax Act, 1961 if any expenditure on which the TDS is not deducted, in such case, their expenses to the extent of 30% will be disallowed while computing the total income of the subsidiary. Since, the revenue of the Government is not affected hence there will be no impact for the same.</p>
	(iii)	Auditors' Comments on (i) or (ii) above:	Refer "Basis of Qualified opinion" in audit report read with relevant notes in the Consolidated financial results, the same is self explanatory.

### III. Signatories:

Sd/- Prabhakara Naig	Sd/- Pandoo Naig
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(Whole Time Director)	(Audit Committee Member)
Sd/- Pandoo Naig (Director & Chief Financial Officer)	Sd/- For M/s. N R Tibrewala & Co. LLP (Statutory Auditor)

**Place: Thane**

**Date: June 04, 2024**

