

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity: Onward Technologies Limited

Quarter Ending: 31st March, 2020

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Noninee)	Date of Birth	Initial Date of Appointment	Date of Appointment in the current term	Date of Cessation	Tenure (Applicable only for Independent Directors)	No of Directorship in listed entities including this listed entity (Reg 17A)	Number of Independent Director ship in listed entity including this listed entity (Reg 17A (1))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Reg 26 (1))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Reg 26 (1))
Mr.	Harish S. Mehta	PAN: AAEPM3947L, DIN: 00153549	Executive Chairman	10/9/1947	7/18/1991	16-May-16	NA	NA	1	0	0	0
Mr.	Jigar Mehta	PAN: AFFPM4849B, DIN: 06829197	Managing Director	11/25/1979	5/16/2016	16-May-16	NA	NA	1	0	1	0
Mrs.	Prachi Mehta	PAN: AAKPM6046Q, DIN: 06811085	Non-Independent/ Non-Executive	10/3/1978	3/27/2015	31-Jul-15	NA	NA	1	0	1	0
Mr.	Pranay Vakil	PAN: AABPV4181A, DIN: 00433379	Independent / Non-Executive	1/13/1947	1/16/2013	21-Jul-17	NA	3 Years	3	3	4	2
Mr.	Nandkumar Pradhan	PAN: AGPPP0990B, DIN: 01197795	Independent / Non-Executive	8/29/1956	1/16/2013	21-Jul-17	NA	3 Years	1	1	1	0
Mr.	Rahul Rathi	PAN: AARPR3931Q, DIN: 00966359	Independent / Non-Executive	12/14/1972	24-04-20173	21-Jul-17	NA	3 Years	2	1	1	0
Mr.	Parish Meghani	PAN: AABPM1452H DIN: 02106768	Independent / Non-Executive	7/31/1972	5/10/2017	21-Jul-17	NA	3 Years	1	1	1	1

Note: Membership/Chairmanship in listed entities is considered

II. Composition of Committees

Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Pranay Vakil (Chairperson)	Independent / Non- Executive
	Mr. Nandkumar Pradhan	Independent / Non- Executive
	Mr. Rahul Rathi	Independent / Non- Executive
	Mr. Parish Meghani	Independent / Non- Executive
2. Nomination & Remuneration Committee	Mr. Nandkumar Pradhan (Chairperson)	Independent / Non- Executive
	Mr. Rahul Rathi	Independent / Non- Executive
	Mr. Parish Meghani	Independent / Non- Executive
3. Stakeholders' Relationship Committee	Mr. Parish Meghani (Chairperson)	Independent / Non- Executive
	Mr. Jigar Mehta	Non-Independent/ Executive
	Mrs. Prachi Mehta	Non-Independent/Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
23-Oct-19	24-Jan-20	92

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee:			
24-Jan-20	Yes	23-Oct-19	92
Stakeholders' Relationship Committee:			
24-Jan-20	Yes	23-Oct-19	92
25-Jul-19		24-Jan-20	-184

Nomination and Remuneration Committee:			
24-Jan-20	Yes	17-May-19	251

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- | | | |
|---|---|-----|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |
| 2 | The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders' Relationship Committee | Yes |
| 3 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |
| 4 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Yes |
| 5 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NA | Yes |

For **Onward Technologies Limited**

Dimple Chauhan
Company Secretary

Date:27-04-2020
Place: Pune

S.No.	Half Yearly Affirmation	Regulation No.	Compliance Status (Yes/No/NA)
1	including Balance sheet, profit and loss accounts, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
2	Presence of Chairman of Audit Committee at the Annual General Meeting	18(1)(d)	YES
3	Presence of Chairman of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	NO
4	Presence of Chairman of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	YES
5	Whether Corporate Governance Report Disclosed in Annual Report	34(3)read with para C of Schedule V	YES

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.onwardgroup.com/
2	Terms and conditions of appointment of independent directors	Yes		http://www.onwardgroup.com/
3	Composition of various committees of board of directors	Yes		http://www.onwardgroup.com/
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.onwardgroup.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.onwardgroup.com/
6	Criteria of making payments to non-executive directors	Yes		http://www.onwardgroup.com/
7	Policy on dealing with related party transactions	Yes		http://www.onwardgroup.com/
8	Policy for determining 'material' subsidiaries	Yes		http://www.onwardgroup.com/
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.onwardgroup.com/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.onwardgroup.com/
11	email address for grievance redressal and other relevant details	Yes		http://www.onwardgroup.com/
12	Financial results	Yes		http://www.onwardgroup.com/
13	Shareholding pattern	Yes		http://www.onwardgroup.com/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.onwardgroup.com/
18	Credit rating or revision in credit rating obtained	Yes		http://www.onwardgroup.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.onwardgroup.com/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.onwardgroup.com/
21	Materiality Policy as per Regulation 30	Yes		http://www.onwardgroup.com/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.onwardgroup.com/