

Date: 8<sup>th</sup> January, 2018

To,

**BSE Limited**  
Corporate Relations Department  
P J Towers, Dalal Street  
Mumbai 400 001

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai – 400 051.

**Ref:** Scrip Code - **BSE: 517536 NSE: ONWARDTEC**

**Subject:** Submission of Corporate Governance Certificate as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December, 2017.

Dear Sir,

Please find enclosed herewith Corporate Governance Certificate in compliance with Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December, 2017.

Kindly acknowledge receipt of the same.

**For Onward Technologies Limited**

*M. N. Damania*

Monik Damania  
Company Secretary



Encl: As above

**Quarterly Compliance Report on Corporate Governance**

Name of the Listed Entity: Onward Technologies Limited  
 Quarter Ending: 31st December, 2017

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	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 25 (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	16-May-16	NA	NA	1	0	0
Mr.	Jigar Mehta	PAN: AFFPM4849B, DIN: 07497020	Managing Director	16-May-16	NA	NA	1	1	0
Mrs.	Prachi Mehta	PAN: AAKPM6046Q, DIN: 06811085	Non-Independent/ Non-Executive	31-Jul-15	NA	NA	1	1	0
Mr.	Pranay Vakil	PAN: AABPV4181A, DIN: 00433379	Independent / Non- Executive	21-Jul-17	NA	3 Years	3	2	1
Mr.	Nandkumar Pradhan	PAN: AGPPP0990B, DIN: 01197795	Independent / Non- Executive	21-Jul-17	NA	3 Years	1	1	0
Mr.	Rahul Rathi	PAN: AARPR3931Q, DIN: 00966359	Independent / Non- Executive	21-Jul-17	NA	3 Years	1	1	0
Mr.	Parish Meghani	PAN: AABPM1452H, DIN: 02106768	Independent / Non- Executive	21-Jul-17	NA	3 Years	1	1	1

Note: Membership/Chairmanship in listed entities is considered



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www.onwardgroup.com

## 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	Executive
	Mrs. Prachi Mehta	Non- 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)
21-Jul-17	16-Oct-17	86

### 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
<b>Audit Committee:</b>			
16-Oct-17	Yes	21-Jul-17	86
<b>Stakeholders' Relationship Committee:</b>			
16-Oct-17	Yes	21-Jul-17	86

### 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.
- 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
- 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.
- 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.
- 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

For **Onward Technologies Limited**

*M. M. Damania*

Monik Damania  
Company Secretary



Date: 08th January, 2018  
Place: Mumbai