

Date: April 7, 2017

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 and year ended 31st March 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 and year ended 31st March, 2017.

Kindly acknowledge receipt of the same.

For Onward Technologies Limited


Monik Damania
Company Secretary



Encl: As above

ISO 9001 : 2008 Certified

Registered Office : Sterling Centre, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Tel.: +91 (22) 2492 6570 Fax : +91 (22) 2492 6549 CIN No.: L28920MH1991PLC062542.

Please visit our website www.onwardgroup.com

Annual Compliance Report on Corporate Governance

Name of the Entity: Onward Technologies Limited

Financial Year : 2016-17

I. Disclosure on website in terms of Listing Regulations:

Sr. No.	Item	Compliance Status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	New name and the old name of the listed entity	NA



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II. Annual Affirmations:

Sr. No.	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)	No (Refer Note below)
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	No (Refer Note below)
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

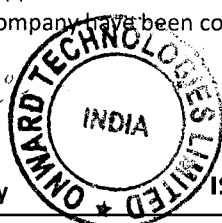
Note:

- The composition of Board of Directors shall be in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 once the process of appointment of new independent director is completed by the Board of Directors of the Company in the upcoming Board meetings.
- The composition of the Audit committee shall be in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 once the process of appointment of new independent director is completed by the Board of Directors of the Company in the upcoming Board meetings.

III. Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.

Monik Damania
 Company Secretary



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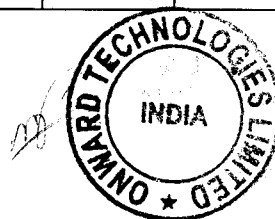
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Quarterly Compliance Report on Corporate Governance
Name of the Listed Entity: Onward Technologies Limited
Quarter Ending: 31st March, 2017
I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /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	1	0	0
Mr.	Jigar Mehta	PAN: AFFPM4849B, DIN: 07497020	Managing Director	16-May-16	NA	1	0	0
Mrs.	Prachi Mehta	PAN: AAKPM6046Q, DIN: 06811085	Non-Independent/ Non- Executive	31-Jul-15	NA	1	2	0
Mr.	Arun Meghani	PAN: AABPM1451E, DIN: 00153627	Non-Independent/ Non- Executive	14-Jun-94	NA	1	1	1
Mr.	Pradip Dubhashi	PAN: ABAPD7732R, DIN: 01445030	Independent / Non- Executive	1-Aug-14	3 Years	3	1	2
Mr.	Pranay Vakil	PAN: AABPV4181A, DIN: 00433379	Independent / Non- Executive	1-Aug-14	3 Years	3	2	0
Mr.	Nandkumar Pradhan	PAN: AGPPP0990B, DIN: 01197795	Independent / Non- Executive	1-Aug-14	3 Years	1	2	0

Note: Membership/Chairmanship in listed entities is considered

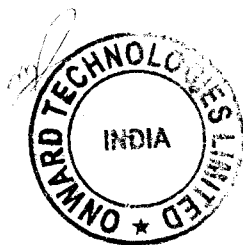

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II. Composition of Committees

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



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III. Meeting of Board of Directors

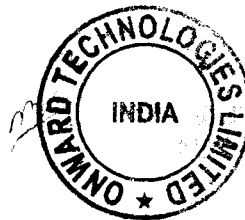
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
21-Oct-16	23-Jan-17	93

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:			
23-Jan-17	Yes	21-Oct-16	93
Stakeholders' Relationship Committee:			
23-Jan-17	Yes	21-Oct-16	93

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



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VI. Affirmations

- 1 The composition of Board of Directors shall be in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 once the process of appointment of new independent director is completed by the Board of Directors of the Company in the upcoming Board meetings.
- 2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee (Composition of said committee is proposed to be changed to be in terms of above Regulations)
 - 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:

For Onward Technologies Limited

m.m. Damania
Monik Damania
Company Secretary



Date: 07/04/2017
Place: Mumbai

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