

Date: January 10, 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 ended 31st December 2016.

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 31st December, 2016.

Kindly acknowledge receipt of the same.

For Onward Technologies Limited

m-m Damania

Monik Damania
Company Secretary



Encl: As above

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Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity: Onward Technologies Limited

Quarter Ending: 31st December, 2016

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/E xecutive/Non- Executive/Inde pendent/Nomi nee)	Date of Appointmen t in the current term /cessation	Tenure (Applicabl e only for Independ ent 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	01-Aug-14	3 Years	3	1	2
Mr.	Pranay Vakil	PAN: AABPV4181A, DIN: 00433379	Independent / Non- Executive	01-Aug-14	3 Years	3	2	0
Mr.	Nandkumar Pradhan	PAN: AGPPP0990B, DIN: 01197795	Independent / Non- Executive	01-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)
18-Jul-16	21-Oct-16	94

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:			
21-Oct-16	Yes	18-Jul-16	94
Stakeholders' Relationship Committee:			
21-Oct-16	Yes	18-Jul-16	94

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: 10/01/2017
Place: Mumbai

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