onward®
TECHNOLOGIES LIMITED

To,

Date: 06.07.2015

BSE Ltd,
P. J. Towers, Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051.

Ref Scrip Code: BSE: 517536 NSE: ONWARDTEC

Dear Sir,

Subject: Submission of Annual Report of the Company for the year ended 31st March, 2015.

Please find herewith enclosed, Annual Report of Onward Technologies Limited in compliance with clause 31 of the listing agreement with your stock exchange for the year ended 31st March, 2015.

Kindly acknowledge receipt of the same.

For Onward Technologies Limited.

Harish Mehta
Chairman and Managing Director

Encl: As above

onward
TECHNOLOGIES LIMITED

Date: 06.07.2015

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

Dear Sir,

Subject: Clause – 16 – Intimation of the book closure before the 24th Annual General Meeting of the Company.

This is to inform you that the Register of Members and Share Transfer Registers will be closed from Tuesday, 28th July, 2015 to Friday, 31st July, 2015 (both days inclusive) in connection with the 24th Annual General Meeting of the Company to be held on Friday, 31st July, 2015. We request you to take this on your records.

Kindly acknowledge receipt of the same.

For Onward Technologies Limited

Harish Mehta
Chairman and Managing Director

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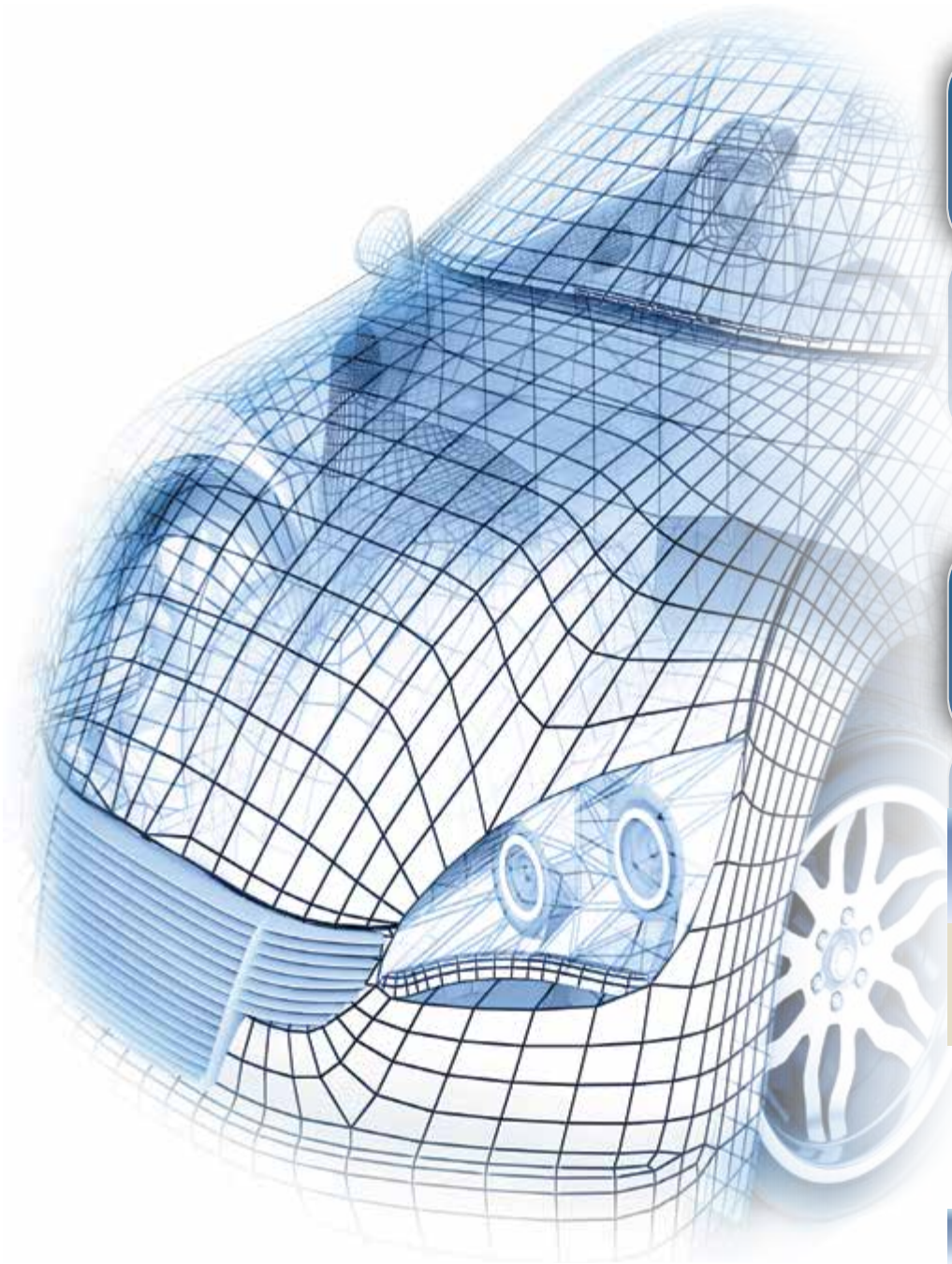
TECHNOLOGIES LIMITED.



Industrial Equipment & Heavy Engineering

Automotive

Consumer & Healthcare

Off - Highway

24th Annual Report 2014 - 2015

Your trusted Engineering Partner

CORE VALUES

- Trust
- Integrity
- Accountability
- Confidentiality

Board of Directors

Mr. Harish Mehta	Chairman and Managing Director
Mr. Pradip Dubhashi	Director
Mr. Arun Meghani	Director
Mr. Pranay Vakil	Director
Mr. Nandkumar Pradhan	Director
Mrs. Prachi Mehta	Director

Auditors

Kirtane & Pandit LLP
Chartered Accountants
'Sangati', Bhakti Marg
Off. Law College Road
Pune – 411 004.

Registered Office

Sterling Centre, 2nd Floor
Dr. A. B. Road
Worli
Mumbai – 400 018.

Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
L.B.S. Marg
Bhandup (West)
Mumbai – 400 078.

Corporate Website

www.onwardgroup.com

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NOTICE is hereby given that the Twenty Fourth Annual General Meeting (AGM) of Onward Technologies Limited will be held on Friday, 31st July, 2015 at Victoria Memorial School for the Blind, 73, Tardeo Road, Mumbai 400 034 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. **Adoption of financial statements:**

   To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, and report of the auditors and that of the directors thereon.

2. **Appointment of director:**

   To appoint a director in place of Mr. Arun Meghani (DIN 00153627), who retires by rotation and being eligible, offers himself for re-appointment.

3. **Appointment of auditors:**

   To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass with or without modification(s), the following resolution as an ordinary resolution:

   "**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder and pursuant to the recommendations of the audit committee of the board of directors and pursuant to the resolution passed by the members of the Company at the 23rd AGM held on 1st August, 2014, the appointment of M/s. Kirtane & Pandit LLP (erstwhile M/s. Kirtane & Pandit), Chartered Accountants, (Registration Number 105215W/W100057) Pune, as the statutory auditors of the Company, to hold the office till the conclusion of the AGM of the Company in the year 2017 be and is hereby ratified and that the board of directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016."

SPECIAL BUSINESS

4. **Appointment of Mrs. Prachi Mehta as a director, liable to retire by rotation:**

   To consider and if deemed fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 161 and any 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) Mrs. Prachi Mehta (DIN 06811085), who was appointed as an additional director of the Company with effect from 27th March, 2015 and who holds office up to the date of this AGM, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a director, be and is hereby appointed as a director of the Company whose period of office is liable to determination by retirement of directors by rotation."

   "RESOLVED FURTHER THAT any one of the directors of the Company or the Compliance Officer of the Company be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions."

5. **Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings:**

   To consider and, if thought fit, to pass the following resolution as a special resolution:

   "RESOLVED THAT in supersession of all earlier resolutions passed by shareholders of the Company, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the board of directors of the Company (hereinafter referred to as the "board" which term shall be deemed to include any committee thereof) to create such leases, charges, mortgages and hypothecations in addition to the existing leases, charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the

Notice *(Contd.)*

holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans for which the charge is to be created, shall not, at any time exceed ₹ 50 Crore (Rupees Fifty Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"**RESOLVED FURTHER THAT** any one of the directors of the Company or the Compliance Officer of the Company be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions."

6. Revision in remuneration of Mr. Jigar Mehta, Chief Operating Officer, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2018:

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

"**RESOLVED THAT** pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any and pursuant to the recommendation of the nomination and remuneration committee and approval of the board of directors, the remuneration of Mr. Jigar Mehta, Chief Operating Officer of the Company, be and is hereby fixed at a maximum of ₹ 5,800,000 per annum for the period from 01.04.2015 to 31.03.2018."

"**RESOLVED FURTEHR THAT** the consent of the members be and is hereby accorded to the board of directors of the Company to consider revision in the remuneration of Mr. Jigar Mehta as and when appropriate from the period 01.04.2015 to 31.03.2018."

"**RESOLVED FURTHER THAT** any one of the directors of the Company or the Compliance Officer of the Company be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions."

7. Extension of the benefits of ESOP scheme - 2009:

To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 62(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any statutory modifications, amendments or re-enactments thereof and rules made thereunder for the time being in force), and any other applicable laws and rules for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded to the board of directors (including any committees thereof), to extend the benefits and coverage of the "Onward Employee Stock Option Plan 2009" (hereinafter referred to as ESOP 2009) scheme of the Company for a period up to 31st March, 2018 or till the remaining options are exhausted, whichever is earlier."

"**RESOLVED FURTHER THAT** all other conditions and provisions of the ESOP 2009 to remain unchanged as approved by the shareholders at the Eighteenth AGM held on 31st August, 2009."

"**RESOLVED FURTHER THAT** the board of directors of the Company and/or a committee thereof or the Compliance Officer of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

8. Approval for entering into related party transactions by the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for

Notice *(Contd.)*

the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties and assets and goods and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Onward Network Technologies Private Limited	₹ 750,000,000 (Rupees Seventy Five Crore only)
2	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta, Mr. Arun Meghani, Mr. Pradip Dubhashi and Mr. Nandkumar Pradhan.	M/s. Onward eServices Limited	₹ 750,000,000 (Rupees Seventy Five Crore only)
3	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta.	M/s. Onward Technologies, Inc. (USA)	₹ 3,500,000,000 (Rupees Three Hundred and Fifty Crore only)
4	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta.	M/s. Onward Technologies GmbH (Germany)	₹ 500,000,000 (Rupees Fifty Crore only)
5	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Onward Properties Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)
6	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Desai Finwealth Investments and Securities Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)
7	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta and Mr. Arun Meghani.	M/s. Onward Software Technologies Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)

Notice *(Contd.)*

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
8	Rent, reimbursement of expenses, purchase/sale of properties, assets, availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta and Mr. Arun Meghani.	Mr. Harish Mehta	₹ 200,000,000 (Rupees Twenty Crore only)
9	Rent, reimbursement of expenses, purchase/sale of properties, assets, availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	Mr. Jigar Mehta	₹ 200,000,000 (Rupees Twenty Crore only)

"**RESOLVED FURTHER THAT** the board of directors of the Company and/or a committee thereof or the Compliance Officer of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

9. Appointment of Mr. Harish Mehta as Chairman and Managing Director of the Company from 01.04.2016 till 31.03.2019:

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a special resolution:

"**RESOLVED THAT** in supercession of the special resolutions passed by the members of the Company at the 23rd AGM and pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Harish Mehta (DIN 00153549), whose term of office as the Chairman and Managing Director of the Company expires on 31st March, 2016 be and is hereby reappointed as Chairman and Managing Director of the Company for a period of three years from 01.04.2016 to 31.03.2019 on the remuneration and terms and conditions as set out in the explanatory statement annexed."

"**RESOLVED FURTHER THAT** any one of the directors of the Company or the Compliance Officer of the Company be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions."

By the order of the Board of Directors

Harish Mehta
Chairman and Managing Director
DIN: 00153549

Place: Mumbai
Date: May 13, 2015

Registered Office:
Sterling Centre, 2nd Floor
Dr. A. B. Road, Worli
Mumbai - 400018.

Notice *(Contd.)*

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies to be effective, the instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this notice. The brief resume of the directors proposed to be appointed/re-appointed, nature of their expertise in specific fields, names of the companies in which they hold directorships and other details as required under Clause 49 of the listing agreement are also annexed to this Notice as required under the listing agreement.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from 28th July, 2015 to 31st July, 2015 (both days inclusive).

6. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers as applicable including any change of address, if any, to the registrars and transfer agents of the Company viz.:

   Link Intime India Pvt. Ltd.
   C-13, Pannalal Silk Mills Compound
   LBS Marg, Bhandup (West), Mumbai - 400078

7. Members/Proxies attending the meeting are requested to bring their copies of annual report together with the filled attendance slip at the meeting.

8. Members seeking any information relating to accounts are requested to write to the Company at least 10 days before the date of the AGM to enable the management to keep the required information ready at the meeting.

9. The Ministry of Corporate Affairs, has come out with a circular dated 29th April, 2011 which allows the companies to send documents including annual reports and other intimation by an email. Therefore you are requested to register your email IDs with the registrar and transfer agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or registrar and transfer agent.

10. A member shall be allowed to vote only by one method. Where a member has casted his vote by more than one method, the votes casted by e-voting shall be considered. Where a member has not used e-voting, the shares cast by assent/dissent form shall be considered.

11. The annual report 2014-15 of the Company circulated to the members of the Company by physical and electronic mode, will also be made available on the website of the Company at www.onwardgroup.com

12. Members are requested to register their email IDs with the Company and encourage paper free communications. The Company would send its annual reports and other communications to the shareholders on their registered email IDs. The shareholders may register their email IDs with the registrars and share transfer agents – M/s. Link Intime India Private Limited.

Notice *(Contd.)*

E-Voting:

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19th March, 2015 and Clause 35B of the listing agreement entered into with the stock exchanges, the Company is pleased to provide to the members facility of voting by electronic means in respect of businesses to be transacted at the 24th AGM which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

14. Mr. Nilesh A. Pradhan, Proprietor of M/s. Nilesh A. Pradhan & Co., Practicing Company Secretary [Membership Number: FCS 5445; CP Number: 3659] [Address: B-201, Pratik Industrial Estate, Mulund Goregaon Link Road, Next to Fortis Hospital, Nahur (West), Mumbai] has been appointed as the scrutinizer to scrutinize the e-voting process.

The instructions and process for voting electronically by the members are as under:

A. In case of members receiving notice by e-mail from NSDL:

   i. Open e-mail and open the attached PDF file viz; “Onward.e-voting.pdf” with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

   ii. Launch internet browser by typing the URL https://www.evoting.nsdl.com.

   iii. Click on “Shareholder-Login”.

   iv. Insert your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

   v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   vi. Home page of e-voting opens. Click on “e-voting: Active Voting Cycles”.

   vii. Select “E Voting Event Number (EVEN)” of Onward Technologies Limited for casting your vote.

   viii. Now you are ready for e-voting as “Cast Vote” page opens.

   ix. Cast your vote by selecting appropriate option and click on: “Submit” and also “Confirm” when prompted. Upon confirmation, the message “vote cast successfully” will be displayed.

   x. Once you have voted on the resolution, you will not be allowed to modify your vote.

   xi. Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the scrutinizer through e-mail to nilesh@napco.in with a copy marked to evoting@nsdl.co.in with the subject “Onward Tech – E-voting.”

B. In case of members receiving Notice of AGM by post:

   (a) Initial password is provided on the attendance slip for the AGM.

   (b) Please follow all steps from Sr. No. (ii) to Sr. No.(xi) mentioned in (A) above, to cast your vote.

Notice *(Contd.)*

C. Other details:

1. Persons who have acquired shares and became members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 24th July, 2015, may obtain their user ID and password for e-voting from Company's registrar and transfer agents, Link Intime India Private Limited or from NSDL. (Tel. No.: +91 22 2499 4600).

2. The e-voting period commences on 28th July, 2015 [9:00 a.m.] and ends on 30thJuly, 2015 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for shareholders and e-voting user manual for shareholders available at the "downloads" section of NSDL website at www.evoting.nsdl.com.

4. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

5. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

6. The results of the e-voting will be declared not later than three days of conclusion of the AGM i.e. Monday, 3rd August, 2015. The declared results along with the scrutinizer's report will be available on the Company's website at www.onwardgroup.com and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the stock exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM 2

As required under Clause 49 VI of the listing agreement, given below are the details of the director proposed for re-appointment of Mr. Arun Meghani (DIN: 00153627). Mr. Arun Meghani is a business entrepreneur and an industrialist and holds a degree in Business Administration from USA.

Directorship in other companies:

Onward eServices Limited

Onward Software Technologies Private Limited

ITEM 4

The board of directors has received a notice from the shareholder proposing the candidature of Mrs. Prachi Mehta (DIN : 06811085) as a women director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013 and pursuant to clause 49 of the listing agreement. The board had vide circular resolution passed on 27th March, 2015 appointed her as an additional director on the board of the Company.

She is a Master in Advertising and Marketing from the Leeds Business School in U.K. along with a Diploma in the functionality in Internet Technologies. She has a rich and varied experience of over 15 years as a dedicated employee and a budding entrepreneur.

Notice *(Contd.)*

The Company has received from Mrs. Prachi Mehta (i) consent in writing to act as women director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Prachi Mehta as director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is liable to retire by rotation. A copy of the draft letter for the appointment of Mrs. Prachi Mehta as a director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Directorships in other companies:

Onward Network Technologies Private Limited

Desai Finwealth Investments and Securities Private limited

Onward Software Technologies Private Limited

Onward Properties Private Limited

Mr. Harish Mehta, Chairman and Managing Director of the Company is interested in the above resolution.

The board recommends the ordinary resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM 5

Section 180(1)(a) of the Companies Act, 2013, stipulates that board of directors of the Company cannot, except with the consent of the members in general meeting, sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, whole or substantially whole of any one of its undertaking.

With a view to meet the funds requirements of all the divisions and carry out the operations of the Company for both short term as well as long term and to provide security to the lenders wherever demanded, the Company may secure its undertakings from time to time. The consent of the members of the Company is therefore sought in accordance with the provisions of Section 180 (1) (a) of the Companies Act, 2013 to enable the directors of the Company to lease or otherwise dispose or create charges on its undertakings to the extent of ₹ 50 Crore (Rupees Fifty Crore only).

The proposed resolutions are in the interest of the Company and the directors recommend the resolutions at Item No. 5 of the accompanying notice for approval of the members as a special resolution.

None of the directors, managers, and key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolutions set out at Item No. 5 of the notice.

ITEM 6

The Company had wide letter dated 21st January, 2014, received the approval of the Central Government under section 314 (b) of the Companies Act, 1956, for revision of remuneration to be paid to Mr. Jigar Mehta, Chief Operating Officer of the Company. The said approval was received for remuneration to be paid to Mr. Jigar Mehta for a period up to 31st March, 2015. The Company now proposes to provide a maximum remuneration of ₹ 5,800,000 per annum to Mr. Jigar Mehta for a period of 3 years from 1st April, 2015 to 31st March, 2018. The Nomination and Remuneration committee has at their meeting held on 18th March, 2015 recommended the remuneration to the board of directors of the Company.

The board recommends the special resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

None of the directors apart from Mr. Harish Mehta and Mrs. Prachi Mehta are interested in the aforesaid resolutions.

Notice *(Contd.)*

ITEM 7

The members had at their Eighteenth AGM held on 31st August, 2009, approved the ESOP 2009 plan of the Company and allowed the board of directors to grant a total of 3,500,000 shares to the employees of the Company and its subsidiary companies. The Company proposes to extend the due date of the EOSP scheme by a further period up to 31st March, 2018 or till the available warrants are exhausted. All other conditions and provisions of the ESOP 2009 shall remain unchanged.

As on 31st March, 2015, the Company had 148,675 warrants that can be issued to its employees and employees of subsidiary companies under ESOP 2009.

The board recommends the special resolutions set out at Item No. 7 of the Notice for approval by the shareholders.

None of the directors apart from Mr. Harish Mehta are interested in the aforesaid resolutions.

ITEM 8

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the board of directors and in case of the Company having a paid up share capital of Rupees Ten Crore or more, prior approval of the shareholders by way of a special resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the board of directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section2(76) of the Companies Act, 2013).

The following table shows the names of the related party along with the transactions to be entered with them for a maximum limit per annum. These related party transactions were approved by the audit committee at their meeting held on 21st May, 2014:

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
1	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties and assets and goods and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Onward Network Technologies Private Limited	₹ 750,000,000 (Rupees Seventy Five Crore only)

Notice *(Contd.)*

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the interested director	Name of the related party	Maximum Amounts
2	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta, Mr. Arun Meghani, Mr. Pradip Dubhashi and Mr. Nandkumar Pradhan.	M/s. Onward eServices Limited	₹ 750,000,000 (Rupees Seventy Five Crore only)
3	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta.	M/s. Onward Technologies, Inc. (USA)	₹ 3,500,000,000 (Rupees Three Hundred and Fifty Crore only)
4	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta.	M/s. Onward Technologies GmbH (Germany)	₹ 500,000,000 (Rupees Fifty Crore only)
5	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Onward Properties Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)
6	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	M/s. Desai Finwealth Investments and Securities Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)
7	Loans and advances (including interest and other incidental charges), investments, rent, reimbursement of expenses, purchase/sale of properties, goods, and assets and availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta and Mr. Arun Meghani.	M/s. Onward Software Technologies Private Limited	₹ 200,000,000 (Rupees Twenty Crore only)
8	Rent, reimbursement of expenses, purchase/sale of properties, assets, availing and rendering of services	Mr. Harish Mehta, Mrs. Prachi Mehta and Mr. Arun Meghani.	Mr. Harish Mehta	₹ 200,000,000 (Rupees Twenty Crore only)
9	Rent, reimbursement of expenses, purchase/sale of properties, assets, availing and rendering of services	Mr. Harish Mehta and Mrs. Prachi Mehta.	Mr. Jigar Mehta	₹ 200,000,000 (Rupees Twenty Crore only)

Notice *(Contd.)*

The board recommends the special resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

None of the directors apart from Mr. Harish Mehta and Mrs. Prachi Mehta are interested in the aforesaid resolutions.

ITEM 9

The members of the Company at the AGM held on 15th July, 2011, approved the appointment and remuneration of Mr. Harish Mehta, Chairman and Managing Director of the Company for a period of 5 years up to 31st March, 2016. The Company has vide letter dated 15th March, 2012 received the approval of the Central Government for re-appointment of Mr. Harish Mehta up to 31st March, 2016.

The members of the Company have at the 23rd AGM of the Company held on 1st August, 2014 approved the existing remuneration of Mr. Harish Mehta at ₹ 8,400,000 per annum. The nomination and remuneration committee of the Company has at their meeting held on 13th May, 2015 approved the proposed re-appointment of Mr. Harish Mehta with effect from 1st April, 2016 which was recommended to the board of directors of the Company and approved thereafter.

The Company now proposes to re-appoint Mr. Harish Mehta as Chairman and Managing Director of the Company for a further period of 3 years beginning from 1st April, 2016 to 31st March, 2109 at a remuneration of ₹ 8,400,000 per annum.

The board recommends the special resolutions set out at Item No. 9 of the Notice for approval by the shareholders.

None of the directors apart from Mr. Harish Mehta and Mrs. Prachi Mehta are interested in the above resolutions.

By the order of the Board of Directors

Harish Mehta
Chairman and Managing Director
DIN: 00153549

Place: Mumbai
Date: May 13, 2015

Registered Office:
Sterling Centre, 2nd Floor
Dr. A. B. Road, Worli
Mumbai - 400018.

Director's Report and Management Analysis

To
The members,

The directors are pleased to present before you the **TWENTY FOURTH ANNUAL REPORT** together with Audited Annual Accounts of the Company for the financial year ended 31st March, 2015.

Corporate Overview

Onward Technologies Limited (Consolidated) is a niche player in Mechanical Engineering Design Services (EDS) and IT consulting services (ITS). The Company offers a range of engineering design services including product design, engineering analysis, engineering documentation and maintenance, and manufacturing solutions for automotive, off highway, aerospace, industrial equipment and consumer goods industries. The Company has number of clients from Fortune 1,000 list.

With a strong team of 2,000+ employees operating from the Company's various offices in India (Mumbai, Pune and Chennai), USA (Chicago, Boston and Detroit) and Europe (Reading in UK and Frankfurt in Germany), we are catering to customers who are leading global players in their respective fields.

Industry Overview

The global engineering spend is almost USD 1,300 billion. The global mechanical engineering spent is USD 260 billion, 20% of the global engineering spend. (NASSCOM-Booz report). The largest vertical in this segment is automotive growing globally at 5%. The growing shortages of skilled resources in the developed market, pressures to reduce time to market, increasing R&D spend and cost rationalization are driving and expanding the need for outsourcing of product engineering services and solutions and manufacturing engineering services. From India, the Company is emerging as a leader in this segment.

Financial Performance: (Consolidated)

The Company crossed ₹ 190 Crore in consolidated revenues for the FY 14-15, a growth of 13.50% over the previous financial year. The consolidated EBIDTA is at ₹ 1,306.51 Lac – a growth of healthy 34% over previous year. Operationally the Company continues to invest and grow both in EDS and ITS in India and overseas markets.

The summarized consolidated results of the Company are as follows:

(₹ in Lac)

	For the year ended 31.3.2015	For the year ended 31.3.2014
Sales and other income (Net)	**19,067.68**	16,815.35
Profit before finance cost, depreciation and exceptional items	**1,306.51**	975.38
Finance costs	**316.94**	341.26
Depreciation	**530.32**	354.55
Operating profit before prior period expenses	**459.25**	279.57
Exceptional items	**-**	-
Profit before tax	**459.25**	279.57
Provision for taxation		
– Current tax	**97.45**	20.62
– Current tax (Mat)	**-**	135.19
– Previous year tax adjustment	**135.81**	65.98
– Deferred tax expenses/(benefits)	**(64.57)**	50.25
Profit after tax	**290.56**	7.53

Transfer to Reserves

During the year, the Company has not transferred any amount to reserves.

Director's Report and Management Analysis *(Contd.)*

Appropriations

Dividend

The overall performance of the Company has been satisfactory. Company sees excellent growth prospects and in order to capitalize on the opportunities the management has not recommended any dividend for the current financial year.

Business: The Company's engineering operations can be broadly divided under two groups:

- Product Engineering Group
- Manufacturing Engineering Group and Computer Aided Engineering Group

Engineering group: Design to cost, first time right quality and delivery on time are the unique differentiators of the Company. The Company's Analytically Driven Design and Development methodology helps deliver innovative solutions to the customer to reduce 'Time to market". Engineering excellence centers helps customers to strengthen their product engineering strategies assuming firm delivery commitments.

Product design, POC Build, Simulation engineering, Automation solutions, Prototyping, Engineering Change management, Should costing, Value engineering, Benchmarking, BIW Fixture design, Robotic engineering are the areas that the Company excels in. The Company has centers of excellences in Plastics, Composites, Sheet metal, Fabrication, Castings and Forgings.

Our product engineering engagement with world's leading manufacturer of engines got strengthened this year with the services expanding to Should Costing, Value Engineering and new product introduction support. We delivered brake piping design services to an automotive OEM covering about 3,000 pipes. We also formed a dedicated Offshore Development Centre for a client for their Technical Documentation and Distance Learning Module requirements.

Manufacturing Engineering team delivered large projects to automotive OEM's through Tier-1s in North American and European markets.

Achievements/Testimonials

QMS and ISMS: The Company was certified for ISO 9001-2008 and ISMS: ISO 27001-2013 standards by TUV Nord.

Onward was certified by a world leader in mining equipment for implementing stringent information security standards.

The Company successfully completed a major Computational Fluid Dynamics (CFD) project for a global energy management organization from US for their huge battery packs that helped to improve the efficiency.

One of the fortune 10 client recognized Onward Technologies Should Cost Engineering services as "Center of Excellence".

The strict adherence to quality processes driving to first time right delivery goals has made Onward, a 'Preferred partner' or 'Choice of Customer' for number of clients.

Operations

For the FY 14-15, the Company continued to strengthen its position in the Engineering and IT segments.

Operational Finances: Operationally, the Company's top line grew by 13.50% to ₹ 18,962 Lac from ₹ 16,815 Lac. On a consolidated basis, the Company's Debtors Turnover Ratio improved to 75 days as compared to that of last year at 85 days. The Company has further strengthened its state of the art facility by investing additional ₹ 635 Lac (consolidated) as compared to ₹ 380 Lac (last year) as capital investments. The Company further solidified its senior management by adding number of senior managers with deep domain expertise in engine, seating, interiors, BIW and Open Source technologies.

Director's Report and Management Analysis *(Contd.)*

Human Resources

The Company is continuously investing in human resources to build Design driven manufacturing culture. The collaborative culture helps to establish and interface between Simulation and CAD during the design phase and predicts the product performance.

At Onward, we know the value of bringing together diverse ideas. We embrace a culture that is accepting and understanding. And we work to include individuals; we know the value of bringing together diverse ideas. It's a culture that reflects our global market, widens our business opportunities, attracts the best talent, and breathes life into the best teamwork.

The Company has a structured induction process at its locations and programs that lead to development of its human resources. Objective appraisal system in line with key result areas helps the Company to steer growth and commitment towards the core values of building a strong organization.

CSR activities – The Company has under taken a number of CSR initiatives through Onward Foundation. The Onward Foundation's Charter is to extend support in the fields of education and health. The Company through the foundation has setup a computer center for Adivasi girls in a rural area.

With a view of "*Making a difference to our community*", initiatives taken on many corporate social responsibility activities, supporting Paraplegic institute and Orphanage, blood donation camps and tree plantations.

The consolidated profit of the Company is below the limits mentioned under Section 135 of the Companies Act, 2013 as a result of which, CSR activities are not mandatory for the Company.

Subsidiaries

The subsidiaries of The Company are as follows:

Onward Technologies, Inc. (OTI) (North America)

Company has three offices in US at Chicago, Detroit and Boston. All three offices are in strategic locations with concentration on Engineering and IT customers and in close proximity to the clientele.

The North American operations have been growing at a steady pace. The revenues for the FY 14-15 were at ₹ 71 Crore.

Onward eServices Limited (OeSL)

OeSL operates primarily in India, with focus on Open Source Technology solutions, Infrastructure Management services, Professional services and Facilities management services.

During FY 14-15, revenues grew by over 35% to ₹ 3,301 Lac. The EBIDTA of the Company stood at ₹ 259 Lac (as against negative EBIDTA of ₹ 372 Lac in previous year). The Indian market opening up in Company's market segments helped the growth of top-line by 35%, stringent cost controls improved utilization resulted in improving EBIDTA substantially.

OeSL has successfully executed CCTNS (Crime and Criminal Tracking Network and Systems) in the states of Maharashtra and Kerala through large System Integrators. The Company is one of the top vendors to deliver Open Source Technology solutions in state of Tamilnadu.

Onward Technologies GmbH (OTG) (Germany)

OTG operates from Frankfurt, Germany and services European customers. The Company is primarily focused on engineering business. The initial investment period being over, OTG is expected to show turnaround results in the coming year.

Onward Properties Private Ltd. (India)

During the year under review, the Company did not undertake any substantial activities.

Director's Report and Management Analysis *(Contd.)*

The brief particulars of the subsidiaries of the Company as required under AOC-1, is provided as an annexure to this report marked Annexure-5.

Management Analysis

Indian Engineering R&D services industry continues to be at a pace of growth in line with the IT and BPO industry. The Company is unique in its segment, combining its rich experience with its track record; it offers an attractive value proposition to its clients. This position attracts a client base with a broad and deep sense of relationships that have opportunities of scale in the overall Product Life Cycle in their are respective present business. Currently, the Company supports some of the most prestigious manufacturing companies in the world offering a competitive advantage in solving their complex engineering problems. In order to multiply these, endorsements from clients have been invaluable in enhancing the client relationships enabling upselling and cross selling. Furthermore, client endorsements have helped in winning new relationships and reducing the evaluation periods. The Company's commitment to investments in training, capabilities and CAPEX over the years aligned to growth shall be fruitful and sustainable for the upcoming period. The Company will continue making investments towards enriching client engagement, reach and value added offerings.

The Company's IT services business has continued to invest further in all the 3 growth segments of Application Maintenance Services (AMS), Infrastructure Management Services (IMS) and Product Development and Implementation Services (PDIS). We expect a continued growth in each of the areas in both the Indian and North American markets.

Consolidated Financial Statements

The Ministry of Corporate Affairs, Government of India vide its circular no. 2/2011 dated February 8, 2011 has provided an exemption to companies from complying with Section 212 of the erstwhile Companies Act, 1956, provided such companies publish the Audited consolidated financial statements in the Annual Report (AR). Accordingly, the AR 2014–2015 contains the summary of financial statements of our Company's subsidiaries duly audited by its respective Statutory Auditors. Relevant information for each subsidiary has been disclosed in the consolidated balance sheet. Refer Notes on the consolidated balance sheet and statement of profit and loss.

We hereby undertake that annual accounts of subsidiary companies and the related detailed information shall be made available to shareholders of holding and subsidiary companies seeking such information at any point of time. The annual accounts of subsidiary companies shall be kept for inspection by any shareholders in the registered office of the Holding Company and of the subsidiary companies.

We shall furnish the hard copies of details of accounts of subsidiaries to any shareholder on demand within a reasonable period of time.

Directors

The board of the Company is composed of directors that meet the criteria laid down under the Companies Act, 2013 and listing agreements with the stock exchanges. The board consists of 1 Managing Director, 2 Non-Executive directors and 3 Independent directors. Mrs. Prachi Mehta was appointed on the board as an additional director in order to have a woman director and have varied diversity. Apart from this, there were no other changes in the composition of the board, during the year under review.

All Independent directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the board meeting held on May 13, 2015.

The Company has laid down policies to identify persons who are qualified to become directors and who may be appointed in senior management.

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Arun Meghani, would retire by rotation at the forthcoming AGM and is eligible for re-appointment. Mr. Arun Meghani has offered himself for re-appointment.

Director's Report and Management Analysis *(Contd.)*

Share Capital

During the year the share capital of the Company increased from ₹ 142,468,200 to ₹ 145,748,700 by allotment of 328,050 new shares issued under ESOP scheme of ₹ 10 each. At present the paid-up capital is ₹ 145,748,700 divided into 14,574,870 equity shares of ₹ 10 each.

Employee Stock Option Scheme

The Company had implemented Employee Stock Option Scheme 2009 for the benefit of employees of the Company and its subsidiaries. The aforesaid scheme was approved by the members of the Company at the 18th Annual General Meeting (AGM) held on 31st August, 2009 and the scheme is monitored under the guidance of the members of compensation committee of the board of directors. The rationale of implementation of new scheme was to attract, motivate and retain talented personnel with the organization for long time. The total number of warrants approved under the scheme for employees of the Company, Independent directors and employees of its subsidiaries are 875,000 with option to convert into 3,500,000 equity shares. The employees working with the subsidiaries of the Company are also covered under the above scheme.

The Disclosures required to be made under the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999, is given as Annexure-3 to this report including details on the grant, vesting, exercise, and lapsed options under the aforesaid ESOP schemes.

The aforesaid ESOP scheme of the Company expires at the ensuing AGM. Pursuant to the recommendation of the compensation committee, the board has approved the extension of the ESOP scheme for a period of up to 3 years i.e. till the AGM in the year 2018 or till the remaining options are exhausted by issue, whichever is earlier.

Auditors

Statutory Auditors

At the 23rd AGM held on August 1, 2014, the members approved the appointment of M/s. Kirtane & Pandit, Chartered Accountants (Firm Registration Number: 105215W) Pune, as Statutory auditors for a period of three years commencing from the twenty third AGM till the conclusion of the AGM to be held in the year 2017 subject to the ratification by the members every year. As recommended by the audit committee, the board has proposed the re-appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number: 105215W/W100057) as Statutory auditors for fiscal 2016. The appointment is accordingly proposed in the Notice of the current AGM vide item no. 3 for ratification by members.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the board, appointed M/s. Nilesh A. Pradhan & Co., a firm of Company Secretaries in practice to undertake the secretarial audit of the Company for the financial year ended March 31, 2015. The secretarial audit report is annexed herewith as Annexure-2.

Internal Control Systems and their Adequacy

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is also defined. To maintain its objectivity and independence, the IA function reports to the chairman of the audit committee of the board.

During the year under review, no material or serious observation has been received from the internal auditors of the Company for inefficiency or inadequacy of such controls.

M/s. B. K. Khare & Co. are the internal auditors of the Company.

Particulars of Loans, Guarantees or Investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the notes to the financial statements provided in this AR.

Director's Report and Management Analysis *(Contd.)*

Fixed Deposits

We have not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the date of the balance sheet.

Particulars of contracts or arrangements made with related parties

All transactions with related parties for the year under review were on arm's length basis and were conducted in the ordinary course of business. Further, there were no transactions of material nature with the promoters, directors, key managerial personnel. Thus, the disclosure in form AOC–2 under Section 188 is not required.

All related party transactions are placed before the audit committee and also before the board for its approval.

Extract of Annual Return

The details forming part of the extract of the annual return in form MGT-9 is annexed herewith as Annexure-1.

Directors Responsibility Statement

The directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis;
5. 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
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the listing agreement, the board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees.

Pledge of Shares

None of the equity shares of the directors of the Company are pledged with any banks or financial institutions.

Disclosures under the Companies Act, 2013

1. Section 134 (3) (i):

   No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

2. Section 43 (a) (ii):

   The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43 (a) (ii) of the Act read with Rule 4 (4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Director's Report and Management Analysis *(Contd.)*

3. Section 54 (1) (d):

   The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54 (1) (d) of the Act read with Rule 8 (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

4. Section 62 (1) (b):

   The disclosure required under Section 62 (1) (b) is provided as separate annexure marked Annexure-3 to this report.

Listing Information

The equity shares of the Company are listed on the following stock exchanges under the ISIN INE 229A01017:

BSE Limited: Scrip Code: 517536

National Stock Exchange of India Limited: Scrip Code: ONWARDTEC

Corporate Governance

Company has taken appropriate steps and measures to comply with all the applicable provisions of the revised Clause 49 on corporate governance. A detailed report on corporate governance along with a certificate of Statutory auditors of the Company is attached herewith as an annexure to this report.

Conversion of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(i) Conservation of Energy

Company utilizes electricity for operation of computers and initiates all efforts to minimize the consumption. At all levels conservation of energy is stressed upon. Company also takes possible measures to reduce the consumption by deploying automation.

(ii) Technology Absorption

Research and Development

The engineering design industry is research and development work. Every design project we deliver is an innovative design. The Company continuously enhances its capabilities to meet design requirements of new products using newer materials by our existing customers. The IT Industry is subject to high rate of technological obsolescence. The Company is investing in developing new capabilities in open source technologies area.

a) Specific areas for R & D

The Company believes that technological obsolescence is a practical reality. It invests and encourages continuous innovation. Its R&D is always focused to provide unique benefits to our customers and other stakeholders by working both proactively (self-driven research) and reactively (customer-driven research). Major specific areas of the Industry that require our Engineering marvel are Reduction of noise, air pollution and greenhouse gas emissions, Increasing safety and comfort on board.

b) Benefits derived as a result of R&D effort

R & D activities taken up by the Company helps it to remain competitive.

(iii) Foreign Exchange Earnings and Outgo: (OTL)

	2014-15	2013-14
Foreign exchange earnings	**4,310.79 Lac**	3,263.68 Lac
Foreign exchange outgo	**1,281.87 Lac**	621.97 Lac

Director's Report and Management Analysis *(Contd.)*

Green Initiatives in Corporate Governance

In line with the 'Green Initiative', the Company has effected electronic delivery of Notice of AGM and AR to those shareholders whose email ids were registered with the respective depository participants and downloaded from the depositories viz. National Securities Depository Limited/Central Depository Services (India) Limited. The Companies Act, 2013 and the underlying rules as well as Clause 32 of the listing agreement permit the dissemination of financial statements in electronic mode to the shareholders. Your directors are thankful to the shareholders for actively participating in the green initiative and seek your continued support for implementation of the green initiative.

Particulars of Employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and directors is furnished herewith in Annexure-4. The Company has not employed any individual whose remuneration falls beyond the purview of the limits prescribed under the provisions Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Audit Committee

The present audit committee of the board comprises of Mr. Pradip Dubhashi, as the chairman of the committee, Mr. Arun Meghani, Mr. Pranay Vakil and Mr. NandKumar Pradhan as members.

Acknowledgements

The directors hereby put on record their sincere gratitude towards the continued assistance and co-operation extended to the Company by its Customers, Stakeholders, Suppliers, Banks, Financial Institutions and various Government authorities towards the growth of the Company.

The directors also place on record their deep sense of appreciation for the dedicated services rendered by the employees of the Company.

For and on behalf of the Board of Directors

Place: Mumbai

Date: May 13, 2015

Harish Mehta

Chairman and Managing Director

Director's Report and Management Analysis *(Contd.)*

Annexure I

Form No. MGT 9

Extract of annual return as on financial year ended March 31, 2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management and Administration) Rules, 2014

I. Registration and other details:

i	CIN	L28920MH1991PLC062542
ii	Registration date	18-Jul-91
iii	Name of the Company	Onward Technologies Limited
iv	Category/sub-category of the Company	Company Limited by shares
v	Address of the registered office and contact details	2nd Floor, Sterling Centre, Dr. A.B. Road, Worli, Mumbai - 400018 Tel. No.: +91 22 2492 6570
vi	Whether listed Company	Yes
vii	Name, address and contact details of the registrar and transfer agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg Bhandup (West), Mumbai - 400078 Tel. No.: +91 22 25963838 Fax No.: +91 22 25946969

II. Principal business activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. No.	Name and description of main products/ services	NIC code of the product/service	% to total turnover of the Company
1	Consultancy services	722	94.50%

III. Particulars of holding, subsidiary and associate companies

Sr. No.	Name and address of the Company	CIN/GIN	Holding/ subsidiary/ associate	% of shares held	Applicable Section
1	Onward Network Technologies Private Limited	U72200MH1991PTC062761	Holding	55.84%	Section 2(46) Of Companies Act, 2013
2	Onward Eservices Limited	U72900MH2003PLC140979	Subsidiary	100.00%	2(87) Of Companies Act, 2013
3	Onward Properties Private Limited	U99999MH1987PTC045115	Subsidiary	100.00%	2(87) Of Companies Act, 2013

Director's Report and Management Analysis *(Contd.)*

IV. Shareholding pattern (Equity share capital break-up as % to total equity)

Category of shareholders	Number of shares held at the beginning of the year				Number of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	606,610	–	606,610	4.26	669,310	–	669,310	4.59	0.33
b) Central Govt. or State Govt.	–	–	–	–	–	–	–	–	–
c) Bodies Corporates	8,241,322	–	8,241,322	57.85	8,490,311	–	8,490,311	58.25	0.41
d) Bank/FI	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
Sub total: (A) (1)	**8,847,932**	**–**	**8,847,932**	**62.10**	**9,159,621**	**–**	**9,159,621**	**62.85**	**0.74**
(2) Foreign									
a) NRI – Individuals	–	–	–	–	–	–	–	–	–
b) Other individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corporates	–	–	–	–	–	–	–	–	–
d) Banks/FI	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
Sub total: (A) (2)	–	–	–	–	–	–	–	–	–
Total shareholding of promoter (A)= (A)(1)+(A)(2)	**8,847,932**	**–**	**8,847,932**	**62.10**	**9,159,621**	**–**	**9,159,621**	**62.85**	**0.74**
B. Public shareholding									
(1) Institutions									
a) Mutual funds	150	3,600	3,750	0.03	150	3,600	3,750	0.03	(–)
b) Banks/FI	250	100	350	–	250	100	350	–	(–)
c) Cenntral Govt.	–	–	–	–	–	–	–	–	–
d) State Govt.	–	–	–	–	–	–	–	–	–
e) Venture Capital Fund	–	–	–	–	–	–	–	–	–
f) Insurance Companies	–	–	–	–	–	–	–	–	–
g) FIIS	550,000	–	550,000	3.86	550,000	–	550,000	3.77	(0.09)
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others (specify)	–	–	–	–	–	–	–	–	–
Sub total: (B) (1)	**550,400**	**3,700**	**554,100**	**3.89**	**550,400**	**3,700**	**554,100**	**3.80**	**(0.09)**
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1,289,446	6,900	1,296,346	9.10	807,904	6,900	814,804	5.59	(3.51)
ii) Overseas	1,250	–	1,250	0.01	1,250	–	1,250	0.01	(–)
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lac	2,178,038	209,529	2,387,567	16.76	2,138,002	205,829	2,343,831	16.08	(0.68)
ii) Individuals shareholders holding nominal share capital in excess of ₹1 Lac	1,106,417	–	1,106,417	7.77	1,618,450	–	1,618,450	11.10	3.34
c) Others (specify)				–				–	
c) i) Clearing Member	12,868	–	12,868	0.09	44,898	–	44,898	0.31	0.22
c) ii) Non Resident Indian (Repat)	15,363	6,350	21,713	0.15	13,236	6,350	19,586	0.13	(0.02)
c) iii) Non Resident Indian (Non Repat)	18,627	–	18,627	0.13	18,330	–	18,330	0.13	(–)
Sub total: (B) (2)	**4,622,009**	**222,779**	**4,844,788**	**34.01**	**4,642,070**	**219,079**	**4,861,149**	**33.35**	**(0.65)**
Total public shareholding (B)= (B)(1)+(B)(2)	**5,172,409**	**226,479**	**5,398,888**	**37.90**	**5,192,470**	**222,779**	**5,415,249**	**37.15**	**(0.74)**
C. Shares held by custodian for GDRs and ADRs	–	–	–	–	–	–	–	–	–
Grand total (A+B+C)	**14,020,341**	**226,479**	**14,246,820**	**100.00**	**14,352,091**	**222,779**	**14,574,870**	**100.00**	**–**

Director's Report and Management Analysis *(Contd.)*

(ii) Share holding of promoters

Sr. No.	Shareholders name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		Number of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	Number of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Onward Network Technologies Private Limited	7,773,769	54.56	-	8,138,728	55.84	-	1.28
2	Desai Finwealth Investments and Securities Private Limited	467,553	3.28	-	351,583	2.41	-	(0.87)
3	Harish Shantilal Mehta	155,212	1.09	-	289,428	1.99	-	0.90
4	Jigar Harish Mehta	164,944	1.16	-	199,644	1.37	-	0.21
5	Heral Harish Mehta	132,186	0.93	-	132,186	0.91	-	(0.02)
6	Prachi Mehta	34,052	0.24	-	34,052	0.23	-	(0.01)
7	Harish Shantilal Mehta (HUF)	14,000	0.10	-	14,000	0.10	-	(0.00)
8	Shaila Harish Mehta	106,216	0.75	-	-	-	-	(0.75)
	Total	**8,847,932**	**62.11**	**-**	**9,159,621**	**62.85**	**-**	**0.74**

(iii) Change in promoters' shareholding (specify if there is no change)

Sr. No.	Particulars	Share holding at the beginning of the Year		Cumulative share holding during the year	
		Number of shares	% of total shares of the Company	Number of shares	% of total shares of the Company
1	**Onward Network Technologies Private Limited**				
	At the beginning of the year	7,773,769	54.56	7,773,769	
	Purchase of shares in Q1, 2014-15	36,000	0.25	7,809,769	53.58
	Purchase of shares in Q2, 2014-15	–	–	7,809,769	53.58
	Purchase of shares in Q3, 2014-15	199,200	1.37	8,008,969	54.96
	Purchase of shares in Q4, 2014-15	129,759	0.89	8,138,728	55.85
	At the end of the year			8,138,728	55.85
2	**Desai Finwealth Investments and Securities Private Limited**				
	At the beginning of the year	467,553	3.28	467,553	3.21
	Purchase of shares in Q1, 2014-15	–	–	467,553	3.21
	Sale of shares in Q1, 2014-15	(147,000)	(1.01)	320,553	2.20
	Purchase of shares in Q2, 2014-15	22,030	0.15	342,583	2.30
	Purchase of shares in Q3, 2014-15	–	–	342,583	2.30
	Purchase of shares in Q4, 2014-15	33,000	0.23	375,583	2.58
	At the end of the year			375,583	2.58

Director's Report and Management Analysis *(Contd.)*

Sr. No.	Particulars	Share holding at the beginning of the Year		Cumulative share holding during the year	
		Number of shares	% of total shares of the Company	Number of shares	% of total shares of the Company
3	**Harish Mehta**				
	At the beginning of the year	155,212	1.09	155,212	1.06
	Purchase of shares in Q1, 2014-15	28,000	0.19	183,212	1.25
	Transmission from the account of Late Mrs. Shaila Mehta	106,216	0.73	289,428	1.99
	Purchase of shares in Q2, 2014-15	–	–	289,428	1.99
	Purchase of shares in Q3, 2014-15	–	–	289,428	1.99
	Purchase of shares in Q4, 2014-15	–	–	289,428	1.99
	At the end of the year			289,428	1.99
4	**Jigar Mehta**				
	At the beginning of the year	164,944	1.16	164,944	1.13
	Purchase of shares in Q1, 2014-15	34,700	0.24	199,644	1.37
	Purchase of shares in Q2, 2014-15	–	–	199,644	1.37
	Purchase of shares in Q3, 2014-15	–	–	199,644	1.37
	Purchase of shares in Q4, 2014-15	–	–	199,644	1.37
	At the end of the year			199,644	1.37
5	**Heral Mehta**				
	At the beginning of the year	132,186	0.93	132,186	0.91
	Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	–	–	–	–
	At the end of the year			132,186	0.91
6	**Prachi Mehta**				
	At the beginning of the year	34,052	0.24	34,052	0.23
	Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	–	–	–	–
	At the end of the year			34,052	0.23
7	**Harish Mehta H.U.F.**				
	At the beginning of the year	14,000	0.10	14,000	0.10
	Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	–	–	–	–
	At the end of the year			14,000	0.10

Director's Report and Management Analysis *(Contd.)*

(iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs):

Sr. No.	For each of the top 10 shareholders	Share holding at the beginning of the Year		Cumulative share holding during the year	
		Number of shares	% of total shares of the Company	Number of shares	% of total shares of the Company
1	Elara India Opportunities Fund Limited	550,000	3.86	550,000	3.77
2	Sarvamangal Mercantile Co. Limited	333,343	2.34	175,580	1.20
3	Avinash Tantia	-	-	153,189	1.05
4	N. Jayakumar	-	-	135,184	0.93
5	M. V. S. S. Narayanacharyulu	90,100	0.63	117,600	0.81
6	Shital Shah	114,815	0.81	108,815	0.75
7	Kajaria Infrastructure Limited	204,357	1.43	85,083	0.58
8	Mohit Jain (HUF)	83,057	0.58	83,057	0.57
9	Manisha Ashok Chokhani	74,828	0.53	74,828	0.51
10	Abhay Agarwal	-	-	71,076	0.49

(v) Shareholding of directors

Sr. No.	For each of the directors	Share holding at the beginning of the Year		Cumulative share holding during the year	
		Number of shares	% of total shares of the Company	Number of shares	% of total shares of the Company
1	**Harish Mehta**				
	At the beginning of the year	155,212	1.09	155,212	1.06
	Purchase of shares in Q1, 2014-15	28,000	0.19	183,212	1.25
	Transmission from the account of Late Mrs. Shaila Mehta	106,216	0.73	289,428	1.99
	Purchase of shares in Q2, 2014-15	–	–	289,428	1.99
	Purchase of shares in Q3, 2014-15	–	–	289,428	1.99
	Purchase of shares in Q4, 2014-15	–	–	289,428	1.99
	At the end of the year			289,428	1.99
2	**Pradip Dubhashi**				
	At the beginning of the year	10,000	0.07	10,000	0.07
	Granted Shares under the ESOP 2009 on November 12, 2014	2,500	0.02	12,500	0.09
	At the end of the year			12,500	0.09

Director's Report and Management Analysis *(Contd.)*

3	**Arun Meghani** He did not hold any shares at the beginning of the year and there were no transactions during the year.

4	**Pranay Vakil** He did not hold any shares at the beginning of the year and there were no transactions during the year.

5	**Nandkumar Pradhan** He did not hold any shares at the beginning of the year and there were no transactions during the year.

6	**Prachi Mehta**				
	At the beginning of the year	34,052	0.24	34,052	0.23
	Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	–	–	34,052	0.23
	At the end of the year			34,052	0.23

V. Indebtedness

Figures in ₹

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	144,752,129	38,064,341	-	182,816,470
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	144,752,129	38,064,341	-	182,816,470
Change in indebtedness during the financial year				
Additions	44,277,707	8,100,005	-	52,377,712
Reduction	65,113,883	26,039,221	-	91,153,104
Net Change	(20,836,176)	(17,939,216)	-	(38,775,392)
Indebtedness at the end of the financial year				
i) Principal Amount	123,915,953	20,125,125	-	144,041,078
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	123,915,953	20,125,125	-	144,041,078

Director's Report and Management Analysis *(Contd.)*

VI. Remuneration of directors and key managerial personnel

A. Remuneration to Managing Director (MD), Whole Time Director (WTD) and/or Manager:

Sr. No.	Particulars of remuneration	Name of the MD/WTD/ Manager	Amount
1	**Gross salary**	Mr. Harish Mehta (Chairman and Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		8,357,004
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-
2	Stock option		-
3	Sweat Equity		-
4	Commission		-
	as % of profit		-
	others (specify)		-
5	Others, please specify		-
	Total (A)		**8,357,004**
	Ceiling as per the Act		**8,400,000**

B. Remuneration to other directors:

Sr. No.	Particulars of remuneration	Name of the directors			Total
1	Independent directors	Mr. Pradip Dubhashi	Mr. Nandkumar Pradhan	Mr. Pranay Vakil	
	(a) Fee for attending board committee meetings	310,000	300,000	300,000	910,000
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	**310,000**	**300,000**	**300,000**	**910,000**

2	Other Non-Executive directors	Mr. Arun Meghani	Mrs. Prachi Mehta		**Total**
	(a) Fee for attending board committee meetings	175,000	N.A		175,000
	(b) Commission	-	N.A		-
	(c) Others, please specify.	-	N.A		-
	Total (2)	**175,000**	**N.A**		**175,000**
	Total (B) = (1 + 2)				**1,085,000**
	Total managerial remuneration				**8,357,004**
	Overall cieling as per the Act				Within limits

C. Remuneration to Key Managerial Personnel other than MD/WTD/Manager: N.A.

VII. Penalties/Punishment/Compounding of Offences: None

Annexure II

Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

For the financial year ended 31st March, 2015 (01-04-2014 to 31-03-2015)

To,
The Members
Onward Technologies Limited
Sterling Centre, 2nd Floor
Dr. A.B. Road, Worli
Mumbai - 400018

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Onward Technologies Limited (hereinafter called "the Company") and its subsidiary companies in India and one subsidiary Company in United State and one subsidiary Company in Germany (hereinafter referred to as "the subsidiary 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 its subsidiary 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, during the audit period covering the financial year from 1st April, 2014 to 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company and its subsidiary 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" and the subsidiary companies as given in **Annexure A** for the financial year from 1st April, 2014 to31st March 2015 according to the provisions of:

(i) The Companies Act, 1956 (the Old Act) and the rules made thereunder;

(ii) The Companies Act, 2013 (the Act) and the rules made thereunder;

(iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(v) 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;

(vi) 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, 1992;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

   (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.

   (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Secretarial Audit Report *(Contd.)*

(vii) Other laws as applicable specifically to the Company: Industrial Laws, Product Laws, Pollution Laws, Manufacturing Laws, Safety Laws and Other General and Commercial Laws including Labour Laws and Tax Laws.

As to the subsidiary companies, we have checked the compliances under the Companies Act, 2013 and Foreign Exchange Management Act, 1999. In the absence of the specific information, I am unable to comment on the compliances of other law(s) as may be applicable to the foreign subsidiary companies.

I have relied on the representation given by the Company's officials and applicability and compliance of the Act(s) as are given in **Annexure B**. I have not checked compliances of these Act(s) and have relied on certification(s) as provided to us by the management in this regard.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

During the financial year from 1st April, 2014 to 31st March, 2015 under review, the Company has generally complied with the provisions of the Act, Old Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation (s).

(i) The Company is in the process of designating a whole time Company Secretary as required under the provisions of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and clause 47 of the Listing Agreement entered with Stock Exchange(s). As a part of the process the Company has already appointed a qualified Company Secretary to look after secretarial and compliance department.

(ii) The Company is in the process of appointing a Chief Financial Officer (CFO) as required under the provisions of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(iii) The Company is yet to appoint Key Managerial Personnel (KMP) by means of resolution of the board containing the terms and conditions of the appointment including remuneration as required under the provisions of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The e form as prescribed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the same shall also be filed once the KMPs are appointed.

(iv) The Company is in the process of finalizing the policy on materiality of related party transactions and dealing with related party transactions, policy on board diversity, succession planning as required under Clause 49 of the listing agreement/provisions of the Companies Act, 2013.

(v) The Company is in the process of finalization of various policies as prescribed under the clause 49 of listing agreement and the same shall be uploaded after necessary approvals.

(vi) The Company has framed the insider trading code as per SEBI (Prohibition of Insider Trading) Regulations, 1992 but has not uploaded on its website.

I further report that:

The board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors and has appointed woman director as is required as per applicable clauses under listing agreement. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while wherever required, the dissenting member's views are captured and recorded as part of the minutes.

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.

Secretarial Audit Report *(Contd.)*

I further report that, during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of shares/debentures/sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Foreign technical collaborations.

I further report that, during the audit period the Company has not undertaken events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Nilesh A. Pradhan & Co.
Practicing Company Secretaries

Nilesh A. Pradhan
Proprietor
FCS Number: 5445
COP Number: 3659

Place: Mumbai
Date: May 13, 2015

Annexure – A

List of documents verified

1. Latest Memorandum and Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2014.
3. Minutes of the meetings of the board of directors, audit committee, nomination and remuneration committee, share transfer committee, stakeholders' relationship committee and CSR committee along with attendance register held during the period 1st April, 2014 to 31st March, 2015 under report.
4. Minutes of general body meetings held during the period commencing from 1st April, 2014 to 31st March, 2015 under report.
5. Statutory registers as follows:
   - Register of directors' shareholding.
   - Register of charges.
   - Register of contracts.
   - Register of loans, guarantees and security and acquisition made by the Company.
6. Agenda papers submitted to all the directors/members for the board meetings and committee meetings.
7. Declarations received from the directors of the Company pursuant to the provisions of section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
8. Intimations received from directors under the prohibition of insider trading code.
9. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the commencing from 1st April, 2014 to 31st March, 2015 under report.
10. Intimations/documents/reports/returns filed with the stock exchanges pursuant to the provisions of listing agreement during the commencing from 1st April, 2014 to 31st March, 2015 under report.
11. Minutes of the proceeding of board and general meeting of Onward Properties Private Limited (erstwhile Shantmurli Holdings Private Limited) and Onward eServices Limited, Indian subsidiary.

Secretarial Audit Report *(Contd.)*

Annexure – B

List of applicable laws to the Company

Under the Major Group and Head

1. Factories Act, 1948;	12. Maternity Benefits Act, 1961
2. Apprenticeship Act, 1961;	13. Payment of Bonus Act, 1965.
3. Contract Labour (Regulations and Abolition) Act, 1970.	14. Negotiable Instruments Act, 1881
4. Employees Provident Fund Scheme, 1952.	15. Payment of Gratuity Act, 1972.
5. Employees Pension Scheme, 1995.	16. Workman's Compensation Act, 1923.
6. Employees, Deposit Linked Insurance Scheme, 1976.	17. Public Liability Insurance Act, 1991.
7. Employees State Insurance Act, 1948.	18. Environmental (Protection) Act, 1986.
8. Industrial Dispute Act, 1947.	19. Noise Pollution (Regulation and Control) Rules, 2000.
9. Indian Contract Act, 1872.	20. Acts as prescribed under Direct Tax and Indirect Tax.
10. Indian Stamp Act, 1999.	21. Land Revenue laws of respective States;
11. Minimum Wages Act, 1948.	Local laws as applicable.

Annexure – III

Disclosure of details pertaining to the shares allotted under Employees Stock Option Scheme (ESOP) under the provisions of Section 62(1)(b) of the Companies Act, 2013 during the year under review:

[This also serves as disclosure under SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999]

Description	**ESOP 2009**	
	2014-15	2013-14
Total number of shares covered by ESOP scheme approved by the shareholders	**35,000,000**	35,000,000
Options granted	**165,000**	32,000
Options vested	**402,150**	308,212
Options exercised	**82,012**	102,738
The total number of shares arising as a result of exercise of option	**328,050**	410,950
Options forfeited	**15,063**	188,125
Options lapsed	**6,963**	58,875
Extinguishment or modification of options	**None**	None
The exercise price	**₹ 10**	₹ 10
Pricing formula	**Face Value**	Face Value
Variation of terms of options	**None**	None
Money realized by exercise of options	**₹ 3,280,500**	₹ 4,109,500
Total number of options in force	**296,650**	235,688
Employee wise details of options granted to:		
- Key managerial personnel and senior managerial personnel	**None**	None
- Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year	**None**	None
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	**None**	None
Issued capital (excluding outstanding warrants and conversions of the Company at the time of grant. *(Only in case of listed companies)*	**145,748,700**	142,468,200
Diluted EPS calculated in accordance with International Accounting Standard (IAS) 33	**₹ 2.02**	₹ 3.79

Annexure IV

DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014.

Median remuneration (A)	₹ 596,412
Remuneration of Harish Mehta (Chairman and Managing Director) (B)	₹ 83,57,004
Ratio of A to B	14.01 times

The percentage increase in remuneration of each Director in the financial year:

Name of director	Percentage increase in remuneration
Harish Mehta (Chairman and Managing Director)	No change

The percentage increase in the median remuneration of employees in the financial year:

Percentage increase in median remuneration	6.50%

The number of permanent employees on the rolls of the Company: 751

Explanation on the relationship between average increase in remuneration and the Company's performance:	Factors considered while recommending increase in compensation: 1. Financial performance of the Company 2. Industry benchmarking 3. Contribution made by the employee	
Comparison of the remuneration of the key managerial personnel against the performance of the Company:	N. A.	
Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.		
Particulars	**As on March 31, 2015**	As on March 31, 2014
Market capitalisation	**₹ 72.95 crore**	₹ 67.75 crore
Price to earnings ratio	**41.71**	11.57
The key parameters for variable component of remuneration availed by the directors	None of the directors' remuneration has variable components.	
The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:	Not applicable.	
Affirmation that the remuneration is as per the remuneration policy of the Company:	Yes	

Report on corporate governance for the year 2014-15

I. Company's philosophy on corporate governance:

Corporate governance is maximizing the shareholder value in a corporation while ensuring fairness to all stakeholders, customers, employees, investors and other stakeholders of the Company. It is a system by which companies are directed and controlled by the management in the best interest of shareholders and other stakeholders of the Company. Corporate governance stands for responsible and value creating management and control of the Company. The Company believes that compliance with all rules and regulations should be done in true letter and spirit. It therefore has always stuck to such practices that lead to welfare of all the stakeholders.

The Company's policies and practices are not only consistent with the statutory requirements but also underline our commitment to operate in the best interest of the stakeholders in order to build an environment of trust and confidence among all components having conflicting as well as competing interest. The Company firmly believes that corporate governance is a powerful tool to subserve the long-term growth of the Company and such practices are founded upon the core values of transparency, professionalism, empowerment, equity and accountability. The Company makes best endeavors to uphold and nurture these core values in all facets of its operations and aim to increase and sustain its corporate value through growth and innovation.

Onward Technologies Limited fully implements the corporate governance code of conduct. The board of directors fully support and endorse corporate governance practices.

II. Board of directors:

The size and composition of the board is in conformity with the requirements of Clause 49 of listing agreement entered into with the stock exchanges.

A. Composition of the board and other related information as on March 31, 2015:

Name of director	Designation/ category	No. of directorships in other companies in India (excludes private companies and alternate directorships)	No. of other committee memberships (excludes private companies and alternate directorships)	No. of board meetings attended	Last annual general meeting attended
Mr. Harish S. Mehta	Chairman and Managing Director/ Promoter Director	1	Nil	4	Yes
Mrs. Prachi Mehta *	Non Independent/ Non-Executive	Nil	Nil	N.A.	N.A.
Mr. Arun Meghani	Non Independent/ Non-Executive	1	1	2	Yes
Mr. Pradip Dubhashi	Independent/ Non-Executive	2	2	4	Yes
Mr. Pranay Vakil	Independent/ Non-Executive	3	Nil	4	Yes
Mr. Nandkumar Pradhan	Independent/ Non-Executive	1	1	4	Yes

***** Mrs. Prachi Mehta was appointed as an Additional Director on 27.03.2015.

Report on corporate governance for the year 2014-15 *(Contd.)*

B. Board meetings:

As a process of good corporate governance, all corporate affairs and matters requiring discussion/decisions by the board, the Company has a policy for the meetings of board of directors and committee thereof. This policy ensures to systematize the decision making process at the meetings of board/committees, in an informed and most efficient manner.

The board meetings are held at least once in every quarter with not more than a gap of four months in between two meetings. The board meetings are generally held at Mumbai. The dates of the board meetings are fixed well in advance and intimated to the board members so as to enable the directors to plan their schedule accordingly. The agenda items are comprehensive and informative in nature to facilitate deliberations and appropriate decisions at the board meeting. On selective items, presentations are made to the board. Annexure 1A of Clause 49 has been complied as applicable to the Company. Agenda items inter alia include the following:

- Annual operating plans
- Quarterly and annual financial results
- Recommendation of dividend
- Change in constitution of various committees
- Monitoring and noting business transacted by various committees by taking on record minutes of various committees
- Proposal for amalgamation, merger, acquisitions etc.
- Floating of subsidiaries in India as well as abroad
- Details of investment in joint ventures
- New projects and expansion plans
- General notices of interest of directors and various disclosure from directors
- Laying down policies for code of conduct and prevention of insider trading and its implementation
- Laying down ESOP schemes
- Deciding managerial remuneration
- Litigation matters
- Allotment of shares
- Application to Central Government in various matters relating to the Companies Act, 1956 and Companies Act, 2013
- Any other matters that require the approval of the shareholders.

Four board meetings were held during the year ended 31st March, 2015 and the gap between two meetings did not exceed four months. The board meetings were held on: 21st May, 2014, 21st July, 2014, 17th October, 2014 and 27th January, 2015 respectively.

Code of conduct:

The Company has laid down a “Code of Conduct” for the members of the board of directors and the senior management. Annual affirmation of compliance with the code has been made by the directors and senior management of the Company. A declaration to this effect signed by the Chairman and Managing Director is given in this report.

The Chairman and Managing Director has certified to the board with reference to the financial statement and other matters as required in clause 49 of the listing agreement.

Prohibition of insider trading policy:

The Company has a code of conduct for prevention of insider trading to comply with relevant regulations laid down by SEBI. Accordingly, the Company announces closure of trading windows, free period, declaration of prohibited period etc. The Company has designed a reporting system to prevent insider trading by designated persons as mentioned in the said policy and takes quarterly and annual disclosure from the concerned persons.

Report on corporate governance for the year 2014-15 *(Contd.)*

Whistle blower policy:

The Company has a whistle blower policy as required under clause 49 of the Listing Agreement with the stock exchanges. As per the policy, the Company provides a medium to redress the complaints raised by the employees or report any wrong doings that they may notice in the organization. The machinery of the policy ensures that each complaint is treated on its merits and full confidentiality is provided wherever required. The policy also ensures that employees report certain events directly to the chairman and the senior management of the Company.

Risk management

The board of directors of the Company has designed risk management policy and guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions.

C. Directors' membership in board committees:

None of the directors of the Company were members in more than ten committees or acted as the chairperson of more than five committees across all companies in which they were directors. For the purpose of calculating the said limit chairmanship/membership has been considered only for audit committee and shareholders grievance committee.

III. Committees of board of directors:

Your Company has constituted six committees of board of directors. These are:

A. Audit committee
B. Nomination and remuneration committee
C. Compensation committee
D. Stakeholders relationship committee
E. Banking committee
F. CSR committee

A. Audit committee:

1. Brief description of terms of reference:

In order to comply with the provision of Section 177 of the Companies Act, 2013, the terms of reference of the audit committee and its power thereof were modified at their meeting held on 21st July, 2014.

The primary objective of the audit committee is to monitor and provide effective supervision of the management's financial reporting process and to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting to the board of directors on the following terms of references:

a) Overview 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.

b) Recommending to the board, the appointment, re-appointment and, if required, the replacement or removal of statutory auditor and the fixation of audit fee and also approval of payment for any other services rendered.

c) Reviewing with the management the annual financial statements before submission to the board for approval, focusing primarily on:

- Any changes in accounting policies and practices.
- Major accounting entries based on exercise of judgment by management.
- Qualification in draft audit report.
- Significant adjustments made in the financial statements arising out of audit.

Report on corporate governance for the year 2014-15 *(Contd.)*

- The going concern assumption.
- Compliance with accounting standards.
- Compliance with listing and legal requirements concerning financial statements.
- Any related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.

d) Reviewing with the management the performance of statutory and internal auditors, and the adequacy of internal control systems.

e) Reviewing with the management, the quarterly financial statements before submission to the board for approval.

f) Discussion with internal auditors on any significant findings and follow up thereon.

g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

h) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.

i) Reviewing the Company's financial and risk management policies.

j) To determine the reasons for any substantial defaults in payment to deposit holders, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

2. Composition:

The audit committee comprises of five Non-Executive Directors with Independent Directors forming the majority. The Chairman of the committee is an Independent Director. During the year under review, four board meetings of the committee were held on: 21st May, 2014, 21st July, 2014, 17th October, 2014 and 27th January, 2015 respectively.

The directors who are part of the audit committee as on March 31, 2015 and the attendance of each of the members of the committee are given below:

Name of director	Designation	Category	No. of meetings attended
Mr. Pradip Dubhashi	Chairman	Independent member and Non-Executive	4
Mr. Arun Meghani	Member	Non Independent member and Non-Executive	2
Mrs. Prachi Mehta*	Member	Non Independent member and Non-Executive	N.A
Mr. Pranay Vakil	Member	Independent member and Non-Executive	4
Mr. Nandkumar Pradhan	Member	Independent member and Non-Executive	4

* Mrs. Prachi Mehta was appointed as a member of the committee with effect from 27.03.2015.

The statutory as well as internal auditors of the Company were also invited for the meetings. In absence of Company Secretary, the Compliance Officer assumes responsibilities of secretary of audit committee.

B. Nomination and remuneration committee:

i In the year 2014-15, the board renamed the erstwhile remuneration committee to nomination and remuneration committee on 21st May, 2015.

Report on corporate governance for the year 2014-15 *(Contd.)*

ii The broad terms of reference of the remuneration committee are as under:

a) To approve the policy on remuneration and commission/incentive remuneration payable to the managing director for each financial year.

b) Frame policies for:

(1) Appointment and review of performance of personnel in the senior management of the Company comprising of the board and two levels directly below the board,

(2) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,

(3) Recommend to the board their appointment and removal,

(4) Carry out evaluation of every director's performance.

c) Such other matters as the board may from time to time request the nomination and remuneration committee to examine and recommend/approve.

(1) Composition:

During the year under review, three meetings of the nomination and remuneration committee were held on 21st May, 2014, 1st August, 2014 and 18th March, 2015 respectively. The nomination and remuneration committee consists of the following board of directors:

Name of director	Designation	Category	No. of meetings attended
Mr. Pradip Dubhashi	Chairman	Independent member and Non-Executive	3
Mr. Arun Meghani	Member	Non Independent member and Non-Executive	1
Mr. Pranay Vakil	Member	Independent member and Non-Executive	3
Mrs. Prachi Mehta*	Member	Non Independent member and Non-Executive	N.A.

* Mrs. Prachi Mehta was appointed as a member of the committee with effect from 27.03.2015.

(2) Non executive directors' remuneration details for the financial year ended March 31, 2015:

Name of the director	Sitting fees (₹)	Total (₹)
Mr. Pradip Dubhashi	325,000	325,000
Mr. Arun Meghani	150,000	150,000
Mr. Pranay Vakil	315,000	315,000
Mr. Nandkumar Pradhan	295,000	295,000

The Company pays sitting fees of ₹ 50,000 per board and audit committee meeting to Non-Executive directors attending board meeting and the meeting of the audit committee. The Company pays ₹ 5,000 as sitting fees to the directors for attending the meeting of other committees of which they are members. Since the payment of sitting fees is within the limit, approval from shareholders is not required.

During the year, Mr. Pradip Dubhashi, Independent Director had been allotted 5,000 shares under the ESOP scheme 2009.

C. Compensation committee:

1. Brief description of terms of reference:

The compensation committee approves, allocates and administers the existing Employee Stock Option Plans (ESOP), 2009, reviews performance appraisal criteria and set norms for ESOP allocation.

2. Composition:

The compensation committee consists of four members. During the year, the committee had four meetings, which were held on 21st May, 2014, 10th July, 2014, 12th November, 2014 and 6th February, 2015.

Report on corporate governance for the year 2014-15 *(Contd.)*

The compensation committee comprises of the following directors on the board of the Company:

Name of director	Designation	Category	No. of meetings attended
Mr. Harish Mehta	Chairman	Non Independent member and Executive	4
Mr. Pradip Dubhashi	Member	Independent member and Non-Executive	4
Mr. Pranay Vakil	Member	Independent member and Non-Executive	4
Mrs. Prachi Mehta*	Member	Non Independent member and Non-Executive	N.A.

* Mrs. Prachi Mehta was appointed as a member of the committee with effect from 27.03.2015.

D. Stakeholders' relationship committee:

1. Brief description of terms of reference:

The scope of shareholders'/investors' grievance committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issuance of duplicate share certificates, dematerialization and re-materialization of shares and other shares related activities from time to time.

2. Composition:

The stakeholders' relationship committee comprises of three members. During the year under review, four board meetings of the committee were held on: 21st May, 2014, 21st July, 2014, 17th October, 2014 and 27th January, 2015 respectively.

The composition of the shareholders'/investors' grievances committee is as under:

Name of director	Designation	Category	No. of meetings attended
Mr. Pradip Dubhashi	Chairman	Independent member and Non-Executive	4
Mr. Nanadkumar Pradhan	Member	Independent member and Non-Executive	4
Mr. Arun Meghani	Member	Non Independent member and Non-Executive	2

Status of complaints received during the accounting year ended 31st March, 2015:

Nature of complaints	Received	Resolved	Pending
Relating to transfer, transmission, etc.	Nil	Nil	Nil
Other/miscellaneous	Nil	Nil	Nil
Total	Nil	Nil	Nil

There were no pending complaints as well as share transfer proposal as on March 31, 2015.

To facilitate the shareholders an email id - grd@onwardgroup.com has been activated for any investor grievances.

Name and designation of the Compliance Officer: Mr. Yogesh Desai, DGM – Accounts and Finance.

E) Banking committee:

1. Brief description of terms of reference:

The scope of banking committee is to discuss the matter relating to banking transaction, i.e. opening of account, change in signatories, obtaining financial assistance from the banks, etc.

2. Composition:

The banking committee comprises of three members. During the year, four meetings were held on 21st July, 2014, 25th November, 2014, 18th March, 2015 and 27th March, 2015 respectively.

The composition of the banking committee is as under:

Name of director	Designation	Category	No. of meetings attended
Mr. Harish Mehta	Chairman	Non Independent member and Executive	4
Mr. Arun Meghani	Member	Non Independent member and Non-Executive	4

Report on corporate governance for the year 2014-15 *(Contd.)*

F) CSR committee:

1. Brief description of terms of reference:

The scope of CSR committee is to discuss the matter relating to applicability of CSR regulations and considering the areas of CSR spends, etc.

2. Composition:

The CSR committee comprises of three members. During the year, one meeting was held on 17th October, 2014.

The composition of the CSR committee is as under:

Name of director	Designation	Category	No. of meetings attended
Mr. Pranay Vakil	Chairman	Independent member and Non-Executive	1
Mr. Harish Mehta	Member	Non Independent member and Executive	1
Mr. Arun Meghani	Member	Non Independent member and Non-Executive	1

Meeting of Independent directors of the Company

A meeting of the Independent directors of the Company was held on 18th March, 2015. The meeting evaluated the performance of the board and individual members.

IV) General body meetings:

Details of the last three annual general meetings are as under:

Financial year	Venue	Date	Time	Special resolution passed, If any
2011 – 12	The Victoria Memorial School for the Blind 73, Tardeo Road, Mumbai - 400 034	27.07.2012	3.30 p.m.	Yes (1)
2012 – 13	The Victoria Memorial School for the Blind 73, Tardeo Road, Mumbai - 400 034	21.07.2013	3.30 p.m.	Yes (2)
2013 – 14	The Victoria Memorial School for the Blind 73, Tardeo Road, Mumbai - 400 034	01.08.2014	3.30 p.m.	Yes (5)

There was no resolution passed by the shareholders through postal ballot in the last financial year.

There was no extra ordinary general meeting held during the last three financial years.

V. Disclosures:

(a) There were no transactions of material significant nature between the Company and its directors or promoters or the management, or their relatives etc. save and except transactions entered in the register of contracts, and the said transactions are not having potential conflict with the interests of the Company.

(b) The Company has complied with statutory compliances and no penalty or stricture is imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI), any other statutory authority on any matter related to the capital markets during the last three years.

(c) While preparing the financial statements of the Company for the year ended March 31, 2015, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.

(d) The management has evolved a risk assessment and minimization procedure code which is reviewed quarterly.

Report on corporate governance for the year 2014-15 *(Contd.)*

(e) Directors' remuneration details for the financial year ended March 31, 2015 to executive director:

Name of the director	Salary and perquisites (₹)	Incentive (₹)	Sitting fees (₹)	Total (₹)
Mr. Harish Mehta, Chairman and Managing Director	8,357,004	Nil	Nil	8,357,004

VI. Means of communication:

The board of directors of the Company approves and takes on record the quarterly, half yearly and annual financial results in the proforma prescribed under the listing agreement entered into with the stock exchanges where the shares of the Company are listed. These results are promptly submitted to the stock exchanges and the same are published in English and Marathi newspapers within 48 hours of such adoption by the Company. These results and the corporate governance report are also posted on the Company's website www.onwardgroup.com.

The Company issues news releases on significant corporate decisions/activities and posts them on its website.

The Company's website **www.onwardgroup.com** provides a separate section for investors where relevant shareholders information is available. The annual reports of the Company are available on the website in a user friendly and downloadable form.

Annual report is circulated to members. The management discussion and analysis report and corporate governance report are part of the annual report.

The Company has appointed Link Intime India Pvt. Ltd. as registrar and transfer agent who are also authorized to take care of investors' complaints. The secretarial department also assists in resolving various investor complaints. The Company has created a separate e-mail id grd@onwardgroup.com exclusively for resolving investors' grievances.

VII. General shareholders' information: CIN: L28920MH1991PLC062542

Annual general meeting

Date	:	31st July, 2015
Time	:	11.00 a.m.
Venue	:	Victoria Memorial School for the Blind 73, Tardeo Road Mumbai - 400 034
Financial year	:	April 1 to March 31
First quarter results	:	4th week of July, 2015
Second quarter results	:	3rd week of October, 2015
Third quarter results	:	3rd week of January, 2016
Results for the year ending March 2016	:	4th week of May, 2016
Book closure dates	:	28th July, 2015 to 31st July, 2015 (both days inclusive)
Dividend payment date	:	N.A.
Registered office	:	Sterling Centre, 2nd Floor Dr. A. B. Road, Worli Mumbai - 400 018
Stock exchange where equity shares listed	:	BSE Limited
Stock Code	:	517536
Group	:	B1
		National Stock Exchange of India Ltd. ONWARDTEC
Demat ISIN no. for CDSL and NSDL	:	INE 229 A 01017

Report on corporate governance for the year 2014-15 *(Contd.)*

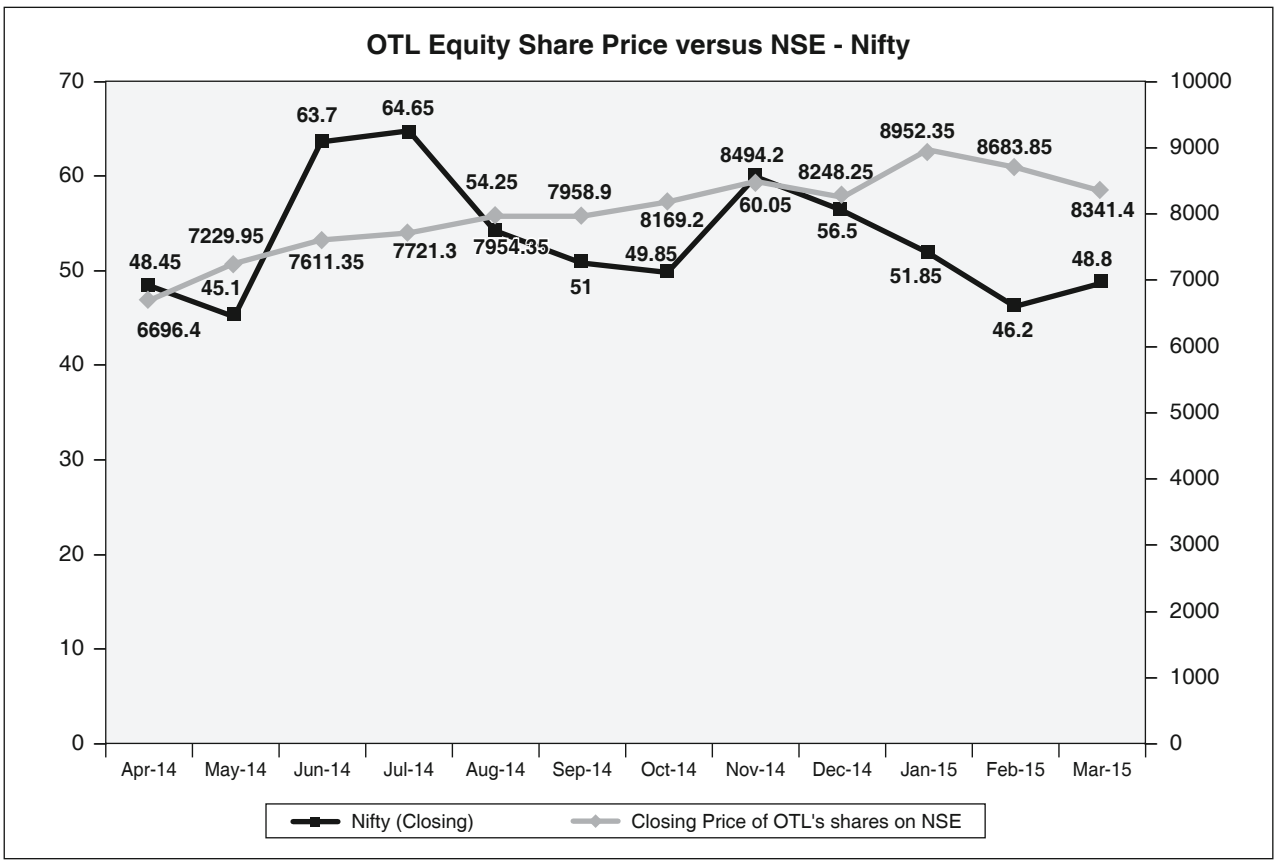
Market price data: High/low during each month in the financial year 2014–15:

(₹)

Month	BSE		NSE	
	High	Low	High	Low
April, 2014	53.60	45.00	53.00	45.00
May, 2014	49.85	41.10	50.00	42.15
June, 2014	73.50	44.70	74.20	45.50
July, 2014	67.25	57.50	65.95	57.50
August, 2014	61.40	50.25	64.45	50.00
September, 2014	58.00	48.25	58.50	48.90
October, 2014	56.70	41.00	56.75	46.50
November, 2014	66.05	48.00	68.40	48.95
December, 2014	69.80	52.05	59.25	51.10
January, 2015	58.00	50.00	57.50	49.10
February, 2015	53.00	46.10	51.40	44.55
March, 2015	53.00	41.60	52.65	41.95

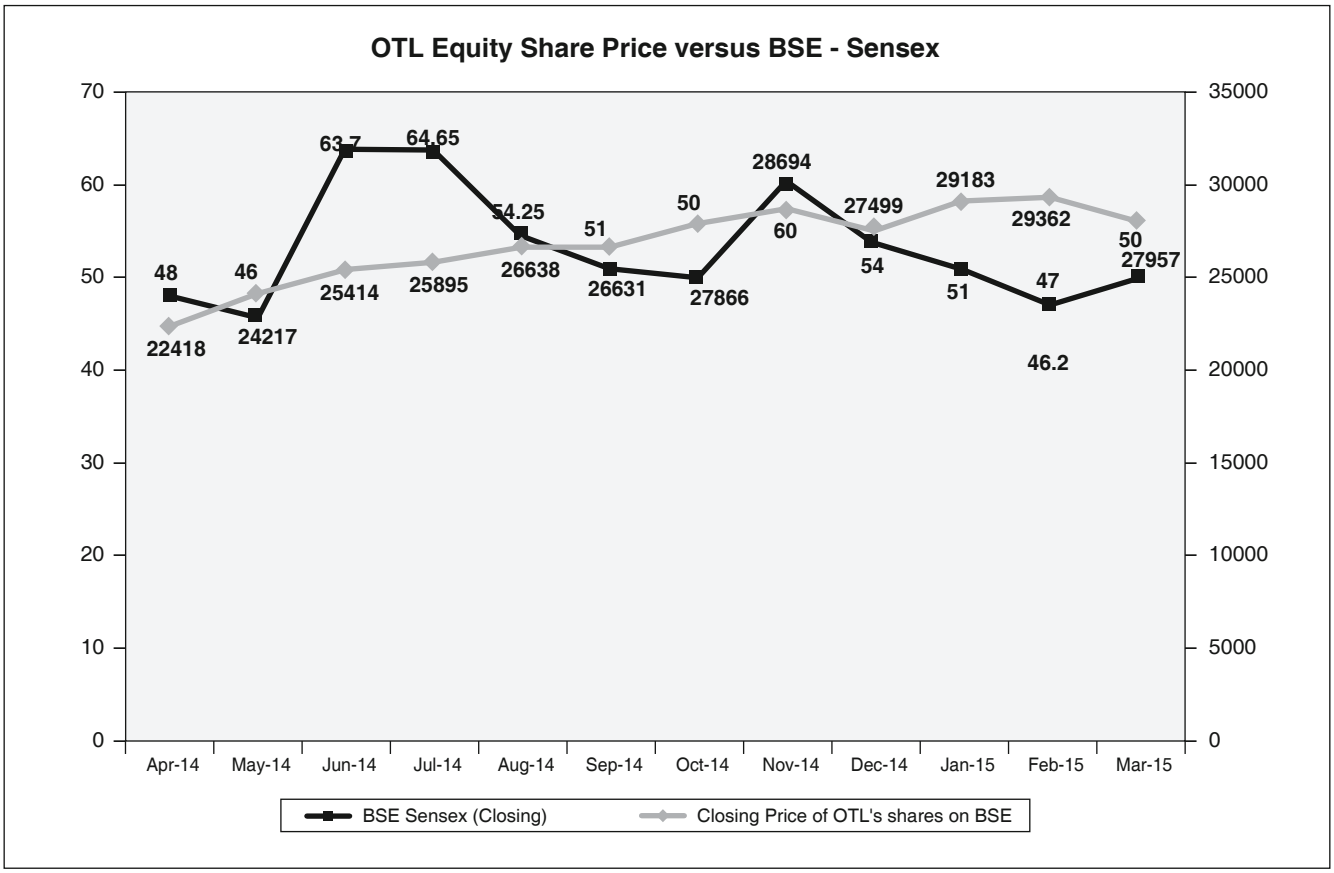
- Source: Website of BSE Ltd. and The National Stock Exchange of India Ltd.

Stock price performance in comparison to the BSE Sensex in the financial year 2014-15



Report on corporate governance for the year 2014-15 *(Contd.)*

Stock price performance in comparison to the BSE Sensex in the financial year 2014-15



Registrar and share transfer agents	Link Intime India Pvt. Ltd. C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 Tel: +91 22 25963838 Fax: +91 22 25962691 E-mail: isrl@linkintime.com
Share transfer system	The share transfer committee meets at regular intervals to process all shares received for transfer and the same are returned within 21 days from the date of lodgment if documents are complete in all respects.

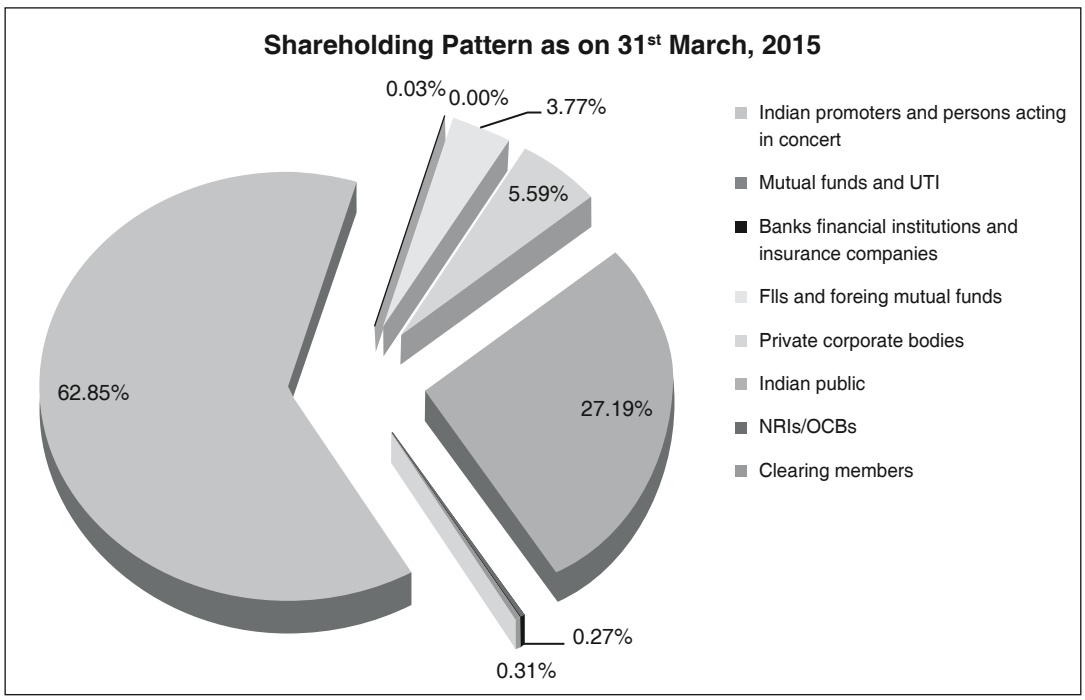
Report on corporate governance for the year 2014-15 *(Contd.)*

Distribution of shareholding as on 31st March, 2015:

Shareholding of nominal value (₹)	No. of share holders	% of share holders	Amount (₹)	% of shareholding
1 to 5,000	5,229	83.36	9,211,250	6.32
5,001 to 10,000	504	8.03	4,073,110	2.79
10,001 to 20,000	267	4.26	3,917,060	2.69
20,001 to 30,000	92	1.47	2,369,040	1.63
30,001 to 40,000	37	0.59	1,334,410	0.92
40,001 to 50,000	28	0.45	1,336,110	0.92
50,001 to 100,000	48	0.77	3,278,610	2.25
100,001 to 9,999,999,999	68	1.08	120,229,110	82.49
Total	**6,273**	**100.00**	**145,748,700**	**100.00**

Shareholding pattern as on 31st March, 2015:

Categories	No. of shares held	Percentage of shareholding
Indian promoters and persons acting in concert	9,159,621	62.85
Mutual funds and UTI	3,750	0.03
Banks financial institutions and insurance companies	350	0.00
FIIs and foreign mutual funds	550,000	3.77
Private corporate bodies	814,804	5.59
Indian public	3,962,281	27.19
NRIs/OCBs	39,166	0.27
Clearing members	44,898	0.31
Total	**14,574,870**	**100.00**



Report on corporate governance for the year 2014-15 *(Contd.)*

De-materialization of shares and liquidity	As on March 31, 2015, 14,352,091 shares representing 98.47% of the paid-up share capital of the Company were in de-materialized form
Outstanding GDR/ADR/Warrants or any convertible instruments, conversion dates and likely impact on equity	Since, the Company has not issued any GDR/ADR/Warrants or any convertible instruments this clause is not applicable
Plant location	The Company does not have any manufacturing plant
Address for correspondence	Link Intime India Pvt. Ltd. has been entrusted and appointed as registrars and share transfer agents of the Company. All queries pertaining to transfer, transmission, de-materialization and change of address be directed to them at their following address : Link Intime India Pvt. Ltd. C-13 Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai - 400 078 Tel: +91 22 25963838 Fax: +91 22 25962691 Email: isrl@linkintime.com Contact person: Mr. Tushar Ghodke

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Place : Mumbai
Date : May 13, 2015

Chief Executive Officer (CEO) Certification

I, Harish Mehta, Chairman and Managing Director of Onward Technologies Limited, to the best of my knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year 2014–15 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 contain statements that might be misleading;
   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the audit committee:
   (i) Significant changes in internal control over financial reporting during the year;
   (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   (iii) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: May 13, 2015

Harish Mehta
Chairman and Managing Director

Certificate of compliance with the Corporate Governance requirements under clause 49 of the listing agreement

To
The Members,
Onward Technologies Limited

We have examined the compliance of conditions of corporate governance by Onward Technologies Limited, for the year ended on March 31, 2015, as stipulated in Clause 49 (Amended) of the listing agreement of the said Company with stock exchanges.

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 the 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, we certify that the Company has generally complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreement *except:*

(i) The Company has not appointed whole time Company Secretary as required under the provisions of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and clause 47 of the Listing Agreement entered with Stock Exchange(s).

(ii) The Company has not appointed Chief Financial Officer (CFO) as required under the provisions of section 203 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(iii) The Company has not uploaded any of the policies as prescribed under the clause 49 of listing agreement as per requirement of clause 49(D) of listing agreement. Also, the insider trading code as per SEBI (Prohibition of Insider Trading) Regulations, 1992 is not available on its website.

(iv) The Company is in the process of finalizing the policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions, Policy on Board Diversity, Succession planning as required under Clause 49 of the Listing Agreement/provisions of the Companies Act, 2013.

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.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May13, 2015

Independent Auditors' Report on Employees' Stock Option Schemes

We have examined the books of account for the financial year 2014-15 and other relevant records of ONWARD TECHNOLOGIES LIMITED and based on the information and explanation given to us, certify that in our opinion, the Company has implemented the Employees Stock Option Schemes in accordance with SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (as updated up to 3rd September 2009) and the resolutions of the Company in the Annual General Meeting held on 31st August, 2009.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May 13, 2015

Independent Auditors' Report on Consolidated Financial Statements

To,

The Board of Directors

Onward Technologies Limited

We have audited the accompanying consolidated financial statements of Onward Technologies Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors 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 the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. 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 sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Independent Auditors' Report on Consolidated Financial Statements *(Contd.)*

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 40 to the consolidated financial statements which, describes the non appointment of key managerial personnel. Our opinion is not modified in respect of this matter.

Other Matters

We did not audit the financial statements of Onward Technologies, Inc. - USA, Onward Technologies GmbH - Germany and Onward eServices Limited - India, whose financial statements reflect total assets of ₹ 878,658,945 as at 31st March, 2015, total revenues of ₹ 1,052,794,180 and cash flows for the year ended on that date, as considered in the consolidated financial statements. These financial statements 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 these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

   (a) 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 of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies incorporated in India are disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

Independent Auditors' Report on Consolidated Financial Statements *(Contd.)*

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - refer Note 27 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts - refer Note 25 to the consolidated financial statements.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its domestic subsidiary companies incorporated in India.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May 13, 2015

Annexure to Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Group has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) During the year, computer hardware has been physically verified by the Management. However discrepancies, if any, between the book records and the physical verification have not been ascertained.

(ii) (a) The Group is a service Company, primarily engaged in Mechanical Engineering Designing and Information Technology services and consultancy, further in respect of trading activities of the Company, the products viz. Software and related hardware are procured only if counter orders are received from the customer, thus it does not carry any physical inventories as on balance sheet date. Thus, paragraph 3(ii) (a) and (b) of the Order is not applicable.

(iii) According to the information and explanations given to us, the Group has granted unsecured loans to domestic wholly owned subsidiary party covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:

(a) As per the agreement the loan and principal was not due during the financial year 2014-15.

(b) There is no overdue amount in excess of ₹ 1 Lac remaining outstanding as at the year-end.

(iv) According to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Group and the nature of its business with regard to the purchase of software products, fixed assets and for the sale of such software products and services. Further in our opinion and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.

(v) According to the information and explanations given to us and on the basis of our examination, the Group has not accepted any deposits from the public. As informed and represented to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunals. Accordingly, paragraph 3(v) of the Order is not applicable.

Independent Auditors' Report on Consolidated Financial Statements *(Contd.)*

(vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for any of the products and services rendered of the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of the records of the Group, the Company is generally regular in depositing with appropriate authorities *except in case of Onward eServices Limited*, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, Cess and Other Statutory dues.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable except in case of Onward eServices Limited except for Service Tax payable on reverse charge amounting to ₹ 21,630.

(c) According to the information and explanations given to us, as at the end of the year, there are no dues on account of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, cess and any other statutory dues as may be applicable, that have not been deposited on account of any dispute except as follows:-

Name of Statute	Nature of Dues	Year	Amount Demanded (₹)	Forum where dispute is pending
Income tax Act, 1961	Transfer Pricing Adjustments and disallowance u/s 43 (B)	FY 2007-08	48,482,500	ITAT (Appeal) Mumbai

(d) No amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Accordingly the paragraph 3(vii)(c) of the order is not applicable.

(viii) The Group does not have accumulated losses at the end of the financial year and has not incurred cash losses in current financial year as well as in the immediately preceding financial year.

(ix) Based on the audit procedures and as per the information and explanations given by the management, the Group has not defaulted in repayment of dues to any financial institutions or bank.

(x) According to the information and explanations given to us, the Group has given guarantees for loans taken by its overseas wholly owned subsidiary and a domestic wholly owned subsidiary from banks or financial institutions.

(xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(xii) During the course of our examination of the books and records of the Group carried in accordance with the generally accepted auditing practices in India, and according to information and explanation given to us we have neither come across any instance of material fraud on or by the Group noticed or reported during the year, nor we have been informed of such case by the management.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May 13, 2015

Consolidated balance sheet as at 31st March, 2015

Figures in ₹

Particulars	Notes	2015	2014
Equity and liabilities			
Shareholders' funds			
(a) Share capital	2	**145,748,700**	142,468,200
(b) Reserves and surplus	3	**171,585,313**	120,869,774
		317,334,013	263,337,974
Share Application Money	2C	**290,000**	–
Non-current liabilities			
(a) Long-term borrowings	4	**107,400,862**	124,984,193
(b) Long-term provisions	6	**5,141,273**	3,272,903
		112,542,135	128,257,096
Current liabilities			
(a) Short-term borrowings	7	**147,119,963**	206,370,707
(b) Trade payables	8	**54,985,029**	52,626,773
(c) Other current liabilities	9	**183,709,850**	159,508,570
(d) Short-term provisions	10	**67,224,700**	48,306,542
		453,039,542	466,812,592
Total		**883,205,690**	858,407,662
Assets			
(a) Fixed assets	11		
(i) Tangible assets		**73,615,400**	75,420,650
(ii) Intangible assets		**45,521,366**	46,238,062
(iii) Capital work in progress		**–**	1,500,863
(b) Deferred tax assets (net)	5	**10,090,180**	1,494,245
(c) Long-term loans and advances	12	**16,154,931**	18,287,089
(d) Other non-current assets	13	**189,195,206**	181,676,941
		334,577,083	324,617,850
Current assets			
(a) Stock in trade	18A	**3,231,629**	–
(b) Trade receivables	14	**389,599,049**	391,833,206
(c) Cash and bank balances	15	**22,610,773**	18,305,967
(d) Short-term loans and advances	16	**28,244,992**	58,228,784
(e) Other current assets	17	**104,942,164**	65,421,855
		548,628,607	533,789,812
Total		**883,205,690**	858,407,662
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Consolidated statement of profit and loss for the year ended 31st March, 2015

Figures in ₹

	Particulars	Notes	2015	2014
I.	Revenue from operations	18	1,893,002,693	1,669,559,056
II.	Other income	19	10,532,856	11,975,420
III.	Stock in trade	18A	3,231,629	–
IV.	**Total revenue (I + II + III)**		1,906,767,178	1,681,534,476
V.	**Expenses:**			
	Cost of software products	20	39,272,885	35,462,314
	Employee benefits expenses	21	1,366,997,166	1,256,150,544
	Finance costs	22	31,693,874	34,125,866
	Depreciation and amortization expenses	11	53,032,153	35,454,618
	Other expenses	23	369,846,235	292,383,996
	Total expenses		1,860,842,313	1,653,577,338
VI.	**Profit before exceptional and extraordinary items and tax (IV - V)**		45,924,865	27,957,138
VII.	Exceptional items		–	–
VIII.	**Profit before extraordinary items and tax (VI - VII)**		45,924,865	27,957,138
IX.	Extraordinary items		–	–
X.	**Profit before tax (VIII - IX)**		45,924,865	27,957,138
XI.	**Tax expenses:**			
	(1) Current tax		9,734,121	18,043,361
	(2) MAT credit entitlement		–	(2,487,800)
	(3) Previous year tax adjustment		13,580,575	6,598,153
	(4) Wealth tax		10,562	26,130
	(5) Deferred tax		(6,456,670)	5,024,598
XII.	**Profit for the period from continuing operations (X - XI)**		29,056,277	752,696
XIII.	**Earnings per equity share:**			
	(1) Basic		2.02	0.05
	(2) Diluted		1.89	0.05

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Consolidated cash flow statement for the year ended 31st March, 2015

Figures in ₹

		2015	2014
(A)	**Cash flows from operating activities**		
	Profit before extra ordinary item and tax	**45,924,865**	27,957,138
	Adjustments for:		
	Depreciation	**53,032,153**	35,454,618
	Deferred employees compensation expenses	**8,406,448**	11,213,635
	Interest income	**(323,413)**	(971,361)
	Net loss on sale of fixed assets	**3,657,754**	2,174,488
	Finance cost	**31,693,874**	34,125,866
	Operating profit before working capital changes	**142,391,681**	109,954,384
	Adjustments for:		
	Decrease/(increase) in trade receivables	**2,234,157**	(29,514,245)
	Decrease/(increase) in stock in trade	**(3,231,629)**	–
	Decrease/(increase) in other current/non-current assets	**(47,038,574)**	(6,588,362)
	Decrease/(increase) in long-term/short-term loans and advances	**32,115,950**	(30,236,423)
	(Decrease)/increase in current/non-current liabilities	**26,559,536**	15,243,514
	(Decrease)/increase in long-term/short-term provisions	**20,786,528**	2,746,494
	Cash generated from operations	**173,817,649**	61,605,367
	Income tax provided	**(16,868,588)**	(27,204,442)
	Net cash from operating activities (A)	**156,949,061**	34,400,920
(B)	**Cash flow from investing activities**		
	Purchase of fixed assets and investments	**(62,036,783)**	(46,665,370)
	Proceeds from sale of fixed assets	**1,065,438**	1,617,601
	Interest income	**323,413**	971,361
	Net cash used in investing activities (B)	**(60,647,932)**	(44,076,408)
(C)	**Cash flow from financing activities**		
	Proceeds from issue of share capital	**3,570,500**	4,109,500
	Proceeds from long-term borrowings	**91,757,185**	115,589,196
	Repayment of long-term borrowings	**(168,591,260)**	(101,649,681)
	Deferred tax expenes	**(6,349,260)**	5,200,671
	Finance cost	**(31,693,874)**	(34,125,866)
	Net cash (used)/generated in financing activities (C)	**(111,306,709)**	(10,876,180)
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	**(15,005,580)**	(20,551,668)
	Cash and cash equivalents opening balance	**18,305,967**	24,624,828
	Changes in foreign currency translation adjustments	**19,310,386**	14,232,808
	Cash and cash equivalents closing balance	**22,610,773**	18,305,967

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Notes to consolidated financial statements

Note 1 - Significant accounting policies

A. Accounting assumptions

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 in terms of provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). These accounts have been prepared on the assumption that the Company is a going concern and have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian GAAP.

B. Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimated. Any revision to accounting estimates is recognised prospectively in the current and future periods.

C. Fixed assets, depreciation and impairment

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use. Own developed assets are capitalized inclusive of all direct costs and attributable overheads. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Intangible assets are recorded at the consideration paid for their acquisition. Cost of an internally generated asset comprises all expenditure that can be directly attributed, or allocated on a reasonable and consistent basis, for creating, producing and making the asset ready for its intended use.

Depreciation on fixed assets is computed on the straight-line method over their useful lives prescribed under Schedule II of the Companies Act, 2013. In respect of intangible assets such as software, amortisation is provided over its license period ranging from two-six years. In case of vehicles purchased for the employees under employee car policy of the Company, the vehicles are transferred to the employees after three years and hence the useful life considered for such vehicles as three years.

Lease hold improvements are depreciated over the minimum lock in period of contract of lease.

Depreciation on fixed asset in respect of US subsidiary is provided on straight-line basis over the useful life as under:

Asset	Useful life
Office equipment	5 years
Furniture and fixtures	7 years
Computer hardware	5 years
Computer software	3 years

The management periodically assesses fixed assets, using external and internal sources whether there is an indication that an asset may be impaired. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the income statement for items of fixed assets carried at cost. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtained from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if not possible, for the cash generating unit.

Notes to consolidated financial statements *(Contd.)*

Impairment loss recognised for an asset in earlier accounting periods is reversed, to the extent of its recoverable amount, if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

D. Foreign currency transactions

Transactions in foreign currencies are normally recorded at the average exchange rate prevailing on the date on which transaction occurred.

Outstanding balances of foreign currency monetary items are reported using the period end rates.

Non-monetary items carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed, when the values were determined.

Exchange differences arising as a result of the above are recognised as income or expense in the statement of profit and loss.

In pursuance to notification no G.S.R 225 (E) 31.03.2009 issued by the Ministry of Corporate Affairs for amending Accounting Standard 11 "The Effects of Changes in Foreign Exchange Rates", the Company has opted the option of capitalising foreign exchange gain/loss on long-term foreign currency monitory assets.

Translation of financial statements of the foreign subsidiaries from the local currency to the functional currency of the Company is performed for balance sheet accounts using the exchange rates in effect at balance sheet date and for revenue and expenses items using a monthly average exchange rates for the respective periods and the resulting difference is presented as foreign currency translation reserve included in reserves and surplus.

Foreign branches

Foreign currency transactions entered into by branches, which are integral foreign operations, are translated in the same manner as foreign currency transactions described above. Monetary assets and liabilities are translated at rates prevailing on the balance sheet date. Non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Depreciation on fixed assets is recognised as per the Company's policy. Net gain/loss on foreign currency translation is recognised in the statement of profit and loss.

Derivative instruments and hedge accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain forecasted transactions. Effective April 1st 2012 the Company designates some of these as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurements"(AS 30).

The use of foreign currency forward contracts is governed by the Company's policies provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

The counter party to the Company's foreign currency forward contracts is generally a bank.

The Company does not use derivative financial instruments for speculative purposes.

Foreign currency forward contract derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates.

Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in hedging reserve and the ineffective portion is recognised immediately in statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

Notes to consolidated financial statements *(Contd.)*

When hedge accounting is discontinued for a cash flow hedge, the net gain or loss will remain in reserves and be reclassified to statement of profit and loss in the same period or periods during which the formerly hedged transaction is reported in statement of profit and loss.

If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in reserves is transferred to statement of profit and loss.

E. Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current/short-term or long-term based on the management's intention at the time of purchase. Long-term investments are carried at cost less any permanent diminution in value (if any), determined separately for each individual investment. Current/short-term investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment. Cost for overseas investments comprises the Indian rupee value of the consideration paid for the investment.

F. Payments and benefits to employees

(a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short-term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

(b) Post employment benefits

(i) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service,

(ii) Defined benefit plans: The employees' gratuity fund schemes managed by trust are the Company's defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method which recognises 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.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the balance sheet date having maturity periods approximating to the terms of related obligations.

Actuarial gain and losses are recognized immediately in the statement of profit and loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

(c) Long-term employee benefits

The obligation for long-term employee benefits such as long-term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

G. Revenue recognition

Revenue comprises sale of user licence of software, professional services and consultancy, training, interest and dividend. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. Revenue is disclosed exclusive of sales tax, service tax, VAT or other taxes, as applicable.

Income from software services and products

i) Revenue from sale of products rendered through tele-communication network/courier are recognised on receiving confirmation of receipt from customer.

Notes to consolidated financial statements *(Contd.)*

ii) In respect of income received from contracts dependent on time and material basis are recognised when related service are performed.

iii) In case of fixed price contracts, revenue is recognised over the life of contract based on the mile stones achieved as agreed upon in the contract on proportionate completion basis.

iv) Revenue through training, annual maintenance contracts and fixed price maintenance contracts are recognized proportionately over the period in which services are rendered/training is provided.

v) Revenue from the sale of user licences for software applications is recognised on transfer of the title in the user licence.

vi) Revenue on time and material contracts are recognised as and when the related services are rendered from the end of last billing up to the balance sheet date as unbilled revenue.

vii) Revenue from services to overseas subsidiary companies are recognised in accordance with transfer pricing agreement entered with the subsidiary companies.

Other Income

i) Dividend income is recognized when the Company's right to receive dividend is established.

ii) Interest is recognised on time proportionate basis taking into account the amount outstanding and the rate applicable.

iii) Income from notice pay recovery is recognised on receipt basis.

H. Principles of consolidation

The consolidated financial statements of the group are prepared in accordance with Accounting Standard 21 - 'Consolidated Financial Statements' as notified under section 133 of Companies act 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.

The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra group balances and intra group transactions. The unrealized profits or losses resulting from the intra group transactions and intra group balances have been eliminated.

The excess of the cost to the Company of its investment in the subsidiaries over the Company's portion of equity on the acquisition date is recognized in the financial statements as goodwill and is tested for impairment annually. The excess of Company's portion of equity of the subsidiary over the cost of investment therein is treated as capital reserve.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and in case of subsidiary companies incorporated outside India which does not maintain books of account under Indian GAAP has not been adjusted for deviations from accounting policy followed by holding Company and subsidiary Company while preparing consolidated financial statement as same are not material and does not affect consolidated financial statements.

I. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

J. Tax expense

Tax expense for a year comprises of current tax and deferred tax.

Current tax is measured after taking into consideration, the deductions and exemptions admissible under the provisions of the Income Tax Act, 1961. Whereas the difference between taxes assessed by the authorities and recorded earlier is accounted as previous year tax adjustment under statement of profit and loss.

Notes to consolidated financial statements *(Contd.)*

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If there is unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax resulting from timing differences which originate during the tax holiday period but are expected to reverse after such tax holiday period is recognised in the year in which the timing differences originate using the tax rates and laws enacted or substantively enacted at the balance sheet date.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

K. Earning per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

L. Employee stock option scheme

In accordance with SEBI guidelines, the excess of the market price of shares, at the date of grant of options under the employee stock option schemes, over the exercise price, is treated as employee compensation expenses and amortised on a straight line basis over the vesting period of the options. In the case of graded vesting, the vesting period is determined separately for each portion of the option. The unamortised portion of the cost is shown under “Reserves and surplus”.

M. Operating lease

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals are charged off to the statement of profit and loss as incurred. Initial direct costs in respect of assets given on operating lease are expensed off in the year in which such costs are incurred.

N. Provisions and contingent liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Disclosures for a contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not, require outflow of resources.

Notes to consolidated financial statements *(Contd.)*

Note 2 - Share capital

Figures in ₹

Particulars	Par value per share	2015		Issued/(reductions) during the year		2014	
		No of shares	Value	No of shares	Value	No of shares	Value
Equity share capital							
Authorised:							
18,000,000 equity shares of ₹ 10 each	**10**	**18,000,000**	**180,000,000**	**–**	**–**	18,000,000	180,000,000
1,000,000 preference shares of ₹ 10 each	**10**	**1,000,000**	**10,000,000**	**–**	**–**	1,000,000	10,000,000
1,000,000 unclassified shares of ₹ 10 each	**10**	**1,000,000**	**10,000,000**	**–**	**–**	1,000,000	10,000,000
Total authorised capital		**20,000,000**	**200,000,000**	**–**	**–**	20,000,000	200,000,000
Issued, subscribed and paid-up:							
14,574,870 (14,246,820) equity shares of ₹ 10 each	**10**	**14,574,870**	**145,748,700**	**328,050**	**3,280,500**	14,246,820	142,468,200

A. Terms/rights attached to equity shares

Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

1,186,600 (942,750) equity shares are outstanding under ESOP 2009 scheme as at balance sheet date; each share being fully paid equity share of ₹ 10 each.

B. Details of share holdings

Particulars	2015			2014		
	No of shares	Value	Holding (%)	No of shares	Value	Holding (%)
Share held by holding Company:						
Onward Network Technologies Private Limited	**8,138,728**	**81,387,280**	**55.84**	7,773,769	77,737,690	54.56
Holding more than 5%:						
Onward Network Technologies Private Limited	**8,138,728**	**81,387,280**	**55.84**	7,773,769	77,737,690	54.56

C. Share Application Money

Currently Company is in balance towards share application money of ₹ 290,000 which have received on 27.03.2015, 31.03.2015 in anticipation to issue 29,000 shares @ ₹ 10 per share under ESOP 2009 scheme. The shares have been allotted on 08.05.2015.

Notes to consolidated financial statements *(Contd.)*

Note 3 - Reserve and surplus Figures in ₹

Particulars	2015	2014
Securities premium account:		
Balance as per last financial statements	**89,929,437**	81,769,493
Add: Premium on issue of equity shares	**6,532,230**	8,159,944
Closing balance	**96,461,667**	89,929,437
Employee stock option plan outstanding (Refer Note - 34):		
Balance as per last financial statements	**4,710,950**	1,657,261
Add: Gross compensation for options granted during the year	**49,017,531**	31,976,843
Less: Deferred employee stock compensation	**(40,611,084)**	(20,763,210)
Less: Transferred to securities premium on exercise of stock options	**(6,532,230)**	(8,159,944)
Closing balance	**6,585,167**	4,710,950
Surplus/(deficit) at the beginning of the year:	**4,377,244**	3,624,548
Adjustment during the year on account of depreciation (for previous years) as per Companies Act, 2013	**(8,304,246)**	–
Add: Deferred tax adjustment pursuant to depreciation charged as per Companies Act, 2013	**2,246,675**	–
Add: Profit after tax for the year	**29,056,277**	752,696
Closing balance	**27,375,950**	4,377,244
Foreign currency translation reserve		
Opening balance	**21,852,143**	7,619,335
Add: Foreign exchange gain/(loss) during the year	**19,310,386**	14,232,808
Closing balance	**41,162,529**	21,852,143
Total	**171,585,313**	120,869,774

Note 4 - Long-term borrowings

Particulars	2015			2014		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Term loans:						
Term loans from banks	**85,068,862**	–	**85,068,862**	69,941,790	–	69,941,790
Less: Current maturities of long-term borrowings	**39,774,028**	–	**39,774,028**	36,558,554	–	36,558,554
Total long-term borrowings	**45,294,834**	–	**45,294,834**	33,383,236	–	33,383,236
Inter-corporate deposits from related parties:						
Onward Network Technologies Private Limited	–	**62,106,028**	**62,106,028**	–	91,339,958	91,339,958
Interest payable to:						
Onward Network Technologies Private Limited	–	–	–	–	260,999	260,999
Total	**45,294,834**	**62,106,028**	**107,400,862**	33,383,236	91,600,957	124,984,193

Maturity profile of term loans from banks:

Particulars	1-2 years	2-3 years	3-4 years	1-2 years	2-3 years	3-4 years
Term loans from bank (principal amounts repayable)	**39,774,028**	**32,280,723**	**13,014,111**	35,615,835	19,546,948	13,836,288

Notes to consolidated financial statements *(Contd.)*

Note 5 - Deferred tax assets (net)

Figures in ₹

Particulars	2015	2014
Deferred tax liability:		
Fixed assets: impact of difference between WDV as per financial reporting and as per income tax reporting	**(11,021,180)**	(16,755,871)
Deferred tax assets:		
Deferred tax adjustment pursuant to depreciation charged as per Companies Act, 2013	**2,246,675**	–
Impact of expenditure disallowed as per financial statement but allowed for tax purposes on payment basis	**5,415,017**	4,828,102
Impact of carried forward losses	**13,449,668**	13,422,014
Total	**10,090,180**	1,494,245

Note 6 - Long-term provisions

Particulars	2015	2014
Provision for employee benefits (Refer Note - 29):		
Gratuity	**161,511**	215,721
Leave encashment	**4,979,762**	3,057,182
Total	**5,141,273**	3,272,903

Note 7 - Short-term borrowings (Refer Note - 37):

Particulars	2015	2014
	Secured	Secured
Secured borrowings:		
Cash credit from banks	**147,119,963**	206,370,707
Total	**147,119,963**	206,370,707

Note 8 - Trade payables

Particulars	2015	2014
Advance from customers	**669,700**	3,339,995
Trade payable for services and software:		
Due to micro, small and medium enterprises	**26,230**	14,866
Others	**54,289,099**	49,271,912
Total	**54,985,029**	52,626,773

Notes to consolidated financial statements *(Contd.)*

Note 9 - Other current liabilities

Figures in ₹

Particulars	2015	2014
Other liabilities:		
Earnest money and other deposits	**169,800**	119,800
Dues towards employees and ex-employees	**71,631,473**	63,192,275
Statutory liabilities	**55,428,886**	29,516,946
Term loans from banks (Current maturities of term loan)	**39,774,028**	36,558,554
Forward contracts (Refer Note - 1-D and 25)	**411,250**	–
Other contractual obligations	**7,777,870**	19,881,558
Remuneration to director [Refer Note - 31 (c)]	**–**	14,134
Sitting fees to directors	**22,500**	–
Other payables	**8,494,043**	10,225,303
Total	**183,709,850**	159,508,570

Note 10 - Short-term provisions

Particulars	2015	2014
Provision for employee benefits (Refer Note - 29):		
Gratuity	**16,631,014**	14,822,650
Leave encashment	**1,003,246**	1,120,309
Others:		
Provision for tax including MAT	**49,579,878**	32,337,453
Wealth tax	**10,562**	26,130
Total	**67,224,700**	48,306,542

Note 11 - Fixed assets

Particulars	Gross block (at cost)				Depreciation					Net block	
	As at 1.4.2014	Addtions during the year	Delitions during the year	**Total as at 31.3.2015**	Provided up to 31.3.2014	Depreciation as per New Co.'s Act for P.Y.	Depreciation for the year	Depreciation on deductions	**Total up to 31.3.2015**	**As at 31.3.2015**	As at 31.3.2014
Tangible assets (owned):											
Furniture and fixtures	66,240,583	12,186,658	8,567,385	**69,859,856**	44,855,431	1,000,652	4,668,318	6,013,609	**44,510,792**	**25,349,064**	21,385,152
Vehicles	23,294,426	636,466	4,832,527	**19,098,365**	8,889,879	1,429,335	4,082,004	3,600,140	**10,801,078**	**8,297,287**	14,404,547
Office equipment	16,620,819	1,932,451	2,627,630	**15,925,640**	9,015,711	3,894,272	1,617,285	2,178,086	**12,349,182**	**3,576,458**	7,605,108
Electrical fittings	7,594,333	-	1,676,466	**5,917,867**	4,950,838	14,930	328,890	1,208,437	**4,086,221**	**1,831,646**	2,643,495
Instruments and accessories	977,566	-	524,000	**453,566**	960,379	7,030	213	514,056	**453,566**	**-**	17,187
Computers	425,702,960	12,284,532	9,500,537	**428,486,955**	396,354,836	1,293,380	19,442,199	9,491,025	**407,599,390**	**20,887,565**	29,348,124
Total	540,430,687	27,040,108	27,728,545	**539,742,249**	465,027,074	7,639,599	30,138,909	23,005,353	**479,800,229**	**59,942,020**	75,403,613
Assets under lease:											
Leasehold improvements	1,089,328	16,744,088	-	**17,833,416**	1,072,291	-	3,087,745	-	**4,160,036**	**13,673,380**	17,037
Total tangible assets	541,520,015	43,784,196	27,728,545	**557,575,665**	466,099,365	7,639,599	33,226,654	23,005,353	**483,960,265**	**73,615,400**	75,420,650
Intangible assets:											
Computer software	187,890,363	19,753,444	-	**207,643,807**	141,653,591	663,351	19,805,499	-	**162,122,441**	**45,521,366**	46,236,772
Development of software	85,150,372	-	-	**85,150,372**	85,149,082	1,290	-	-	**85,150,372**	**-**	1,290
Goodwill	2,733,645	-	-	**2,733,645**	2,733,645	-	-	-	**2,733,645**	**-**	-
Total intangible assets	275,774,380	19,753,444	-	**295,527,824**	229,536,318	664,641	19,805,499	-	**250,006,458**	**45,521,366**	46,238,062
Grand total	817,294,395	63,537,640	27,728,545	**853,103,489**	695,635,683	8,304,240	53,032,153	23,005,353	**733,966,723**	**119,136,766**	121,658,712

As per the requirements of Companies Act, 2013, the Company has computed depreciation with reference to useful life of respective assets as specified and in the manner prescribed in Schedule II to Act. Pursuant to such change the amount charged to the retained earnings is ₹ 8,304,240

Notes to consolidated financial statements *(Contd.)*

Note 12 - Long-term loans and advances

Figures in ₹

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Security deposits	**16,154,931**	18,287,089
Total	**16,154,931**	18,287,089

Deposits include earnest money deposits, rent deposits and deposits with various authorities.

Note 13 - Other non-current assets

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Advance income tax	**188,140,287**	173,815,327
Mat credit entitlement	**1,054,919**	7,861,614
Total	**189,195,206**	181,676,941

Note 14 - Trade receivables

Particulars	2015	2014
Unsecured:		
Debts outstanding for a period exceeding six months:		
Considered good	**52,170,835**	69,252,497
Other debts:		
Considered good	**337,428,214**	322,580,709
Total	**389,599,049**	391,833,206

Note 15 - Cash and bank balances

Particulars	2015	2014
A) Cash and cash equivalents:		
Balance with banks	**17,048,082**	11,252,916
Cheques on hand and remittances in transit	**2,035,371**	3,585,480
Cash on hand	**684,419**	92,061
	19,767,872	14,930,457
B) Others:		
Margin money deposits for bank guarantees	**2,842,901**	3,375,510
Total	**22,610,773**	18,305,967

Notes to consolidated financial statements *(Contd.)*

Note 16 - Short-term loans and advances

Figures in ₹

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Prepayments	**15,130,992**	11,081,206
Advance paid to employees	**9,634,332**	4,433,636
Loans paid to employees	**–**	1,235,837
Receivables from ex-employees	**–**	8,859,544
Capital advances	**–**	19,721,595
Other advances	**3,434,756**	8,489,309
Advance paid to supplier	**44,912**	2,435,457
Forward contracts (Refer Note - 1-D and 25)	**–**	1,971,000
Loans and advances to related parties:		
Onward Software Technologies Private Limited [Refer Note - 31 (b)]	**–**	1,200
Total	**28,244,992**	58,228,784

Note 17 - Other current assets

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Interest accrued on bank guarantee margins	**27,783**	29,176
Advance income tax	**69,329,290**	41,273,925
Unbilled revenue	**35,585,091**	24,118,754
Total	**104,942,164**	65,421,855

Note 18 - Revenue from operations

Particulars	2015	2014
Income from software services and products:		
Offshore services	**554,454,710**	418,852,044
Onsite services	**1,280,505,844**	1,183,455,914
Software products	**58,042,139**	67,251,098
Total	**1,893,002,693**	1,669,559,056

Note 18A - Stock in trade

Particulars	2015	2014
Stock in trade:		
Software products	**3,231,629**	–
Total	**3,231,629**	–

Notes to consolidated financial statements *(Contd.)*

Note 19 - Other income

Figures in ₹

Particulars	2015	2014
Interest income	**323,413**	971,361
Interest on income tax refund	**4,960,171**	2,329,410
Profit on sale of fixed assets	**685,355**	331,467
Sales of scrap	**73,543**	181,030
Discount received from suppliers	**1,177,097**	1,157,273
Sundry provision and credit balance written back	**210,237**	821,076
Other non-operating income	**3,103,040**	6,183,803
Total	**10,532,856**	11,975,420

Note 20 - Cost of software products

Particulars	2015	2014
Software products and others	**39,272,885**	35,462,314
Total	**39,272,885**	35,462,314

Break up of software products

Particulars	2015		2014	
	Value	%	Value	%
Imported	**24,838,971**	**63**	25,468,723	72
Indigenous	**14,433,914**	**37**	9,993,591	28
Total	**39,272,885**	**100**	35,462,314	100

Note 21 - Employee benefits expenses

Particulars	2015	2014
Salaries and wages	**1,297,551,063**	1,179,078,840
Contribution to provident and other funds	**52,320,576**	63,547,214
Staff welfare	**8,719,079**	2,310,855
Expenses on employee stock option plan (ESOP) [Refer Note - 34 (b)]	**8,406,448**	11,213,635
Total	**1,366,997,166**	1,256,150,544

Note 22 - Finance costs

Particulars	2015	2014
Interest cost	**29,452,410**	31,610,950
Other finance costs	**2,241,464**	2,514,916
Total	**31,693,874**	34,125,866

Notes to consolidated financial statements *(Contd.)*

Note 23 - Other expenses Figures in ₹

Particulars	2015	2014
Power and fuel	**11,376,159**	9,675,803
Rent	**37,773,392**	35,934,863
Repairs to premises	**6,139,951**	3,343,294
Repairs to others	**2,017,650**	5,704,264
Insurance	**6,146,504**	6,092,761
Travelling and conveyance	**83,894,830**	65,826,126
Communication cost	**9,173,195**	10,438,812
Bad debts	**34,766,896**	14,469,668
Rates and taxes	**3,389,310**	4,522,993
Advertisement and sales promotion	**7,316,445**	6,882,442
Legal, professional and technical services	**72,143,180**	69,761,004
Director sitting fees	**1,445,000**	980,000
Net loss on foreign currency transaction and translation	**30,602,891**	14,548,178
Payments to the auditor:		
(a) as auditors	**501,854**	766,854
(b) for other services	**176,799**	197,711
(c) for reimbursement of expenses	**26,927**	9,072
Office expenses	**8,367,771**	3,266,498
Loss on sale of fixed assets	**4,343,109**	2,174,488
Fixed assets discarded	**–**	1,080,906
Leasing and hiring charges	**17,524,111**	16,558,291
Sundry debit balance written off	**8,991,460**	247,659
Prior period items	**5,106,900**	4,639,787
Miscellaneous expenses	**18,621,901**	15,262,522
Total	**369,846,235**	292,383,996

Notes to consolidated financial statements *(Contd.)*

24. In the opinion of the board and to the best of their knowledge, the current assets, loans and advances, shown in the balance sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated therein.

25. Other commitments

Derivatives instrument	Amount outstanding as on March 31		Purpose
	2015	2014	
Forward contract	**$350,000**	$1,804,849	Forward contract against USD receivable

The Company did have any long term derivative contract for which there were material foreseeable losses.

26. Trade receivables and trade payables are subject to confirmation and reconciliation.

27. Contingent liabilities not provided for

Particular	Year ended March 31 (₹)	
	2015	2014
Counter guarantees given by the Company against the bank guarantees issued by Company's bankers	**13,982,529**	9,917,347
Fixed deposits shown under the head cash and bank balances include deposits pledged with the banks as margins to secure letters of credit and guarantees issued by banks	**2,215,027**	1,822,753
Net amount	**11,767,502**	8,094,594
Corporate guarantees given by the Company for the loans taken by subsidiaries	**101,459,730**	129,629,611
Disputed income tax demand	**48,482,500**	48,488,030
Capital commitments (net of advance)	**–**	4,280,600
Total	**161,709,732**	190,492,835

28. Holding of Onward Technologies in its subsidiaries'

Name of the subsidiaries	Country of incorporation	Holding as on March 31	
		2015	2014
Onward Technologies, Inc.	USA	**100%**	100%
Onward Technologies GmbH	Germany	**100%**	100%
Onward eServices Limited	India	**100%**	100%
Onward Properties Private Limited (erstwhile Shantmurli Holdings Private Limited)	India	**100%**	100%

29. Disclosure in pursuance of Accounting Standard – 15 (revised 2005) on "Employee Benefits"

1. Defined contribution plans

The Company has recognized following amounts in the statement of profit and loss for the year

Sr. #	Particulars	Year ended March 31 (₹)	
		2015	2014
1	Contribution to employees provident fund	**27,024,489**	25,828,669
2	Contribution to labour welfare fund	**84,492**	73,980
3	Contribution to ESIC	**4,226,042**	3,311,185
	Total	**31,335,023**	29,213,834

Notes to consolidated financial statements *(Contd.)*

2. Defined benefit plans/compensated absences – as per actuarial valuation on March 31, 2015

a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation (DBO)

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Obligations at period beginning	**14,964,057**	15,577,297
2	Current service cost	**4,448,064**	4,224,267
3	Interest cost	**1,288,174**	1,175,948
4	Actuarial (gain)/losses	**(1,509,342)**	(3,194,950)
5	Benefits paid	**(1,924,333)**	(2,818,505)
6	Past service cost (vested benefit)	**–**	–
7	DBO at period closing	**17,266,620**	14,964,057

b) A reconciliation of the opening and closing balances of the fair value of plan assets

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Opening fair value of plan asset at period beginning	**552,811**	283,356
2	Expected returns on plan assets	**43,448**	31,136
3	Actuarial gain/(losses)	**(102,730)**	26,628
4	Contribution by the employer	**1,904,899**	3,030,196
5	Benefits paid	**(1,924,333)**	(2,818,505)
6	Fair value of plan assets at period closing	**474,095**	552,811

c) Net assets/(liabilities) recognized in the balance sheet as on March 31, 2015

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Present value of funded obligations	**17,266,620**	14,964,057
2	Fair value of plan assets	**474,095**	552,811
3	Present value of unfunded obligations	**(11,729,134)**	(10,757,861)
4	Net assets/(liabilities) recognized in the balance sheet	**(16,792,525)**	(14,411,246)

d) Total expenses recognized in the statement of profit and loss

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Current service cost	**4,448,064**	4,224,267
2	Interest on defined benefit obligation	**1,288,174**	1,175,948
3	Expected returns on plan assets	**(43,448)**	(31,136)
4	Actuarial (gains)/losses	**(1,406,612)**	(3,370,634)
5	Past service cost (vested benefit)	**–**	–
	Total	**4,286,178**	1,998,445

All the above have been included under the line item remuneration and benefits to employees in Note - 21 of the Notes to consolidated financial statements.

e) Major categories of plan assets as a percentage of total plan assets

Sr. #	Particulars	Plan asset - %	Plan asset (₹)	
			2015	2014
1	Other/insurer managed funds	**100**	**474,095**	552,811

Notes to consolidated financial statements *(Contd.)*

f) Compensated leave

Para 132 of Accounting Standard 15 (revised 2005) does not require any specific disclosures except where expense resulting from compensated absence is of such size, nature or incidence that its disclosure is relevant under Accounting Standard # 5 or Accounting Standard # 18. In the opinion of the management, the expense resulting from compensated absence is not significant and hence no disclosures are prepared under various paragraphs of Accounting Standard 15 (revised 2005).

g) Actuarial assumptions

Sr. #	Particulars	Year ended March 31	
		2015	2014
1	Discount rate	**7.85%**	9.20%
2	Expected return on plan asset	**8.00%**	8.00%
3	Retirement age	**58 years**	58 years
4	Salary escalation rate	**3.50%**	4.50%
5	Attrition rate	**2.00%**	2.00%

The rates given in above table are average of assumptions of Indian subsidiaries as per actuarial valuations.

h) Gratuity is administered through group gratuity scheme with Life Insurance Corporation of India.

i) Salary escalation rate

Future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

j) Expected rate of return on plan assets

This is based on actuaries' expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

k) Discount rate

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

30. Managerial remuneration

Particular	Year ended March 31 (₹)	
	2015	2014
Salary and allowances	**8,357,004**	8,357,004

31. Related party disclosures

(a) List of related parties and relationships

	Relation	Parties
A.	Holding Company	Onward Network Technologies Private Limited
B.	Enterprise over which key management personnel exercise significant influence	Desai Finwealth Investments and Securities Private Limited Onward Software Technologies Private Limited
C.	Key management personnel and relatives Chairman and Managing Director Director Additional Director Related to Directors Related to Director Related to Directors	 Harish Mehta Shaila Mehta# Prachi Mehta Jigar Mehta Arun Meghani Heral Mehta

Shaila Mehta passed away on 20.2.2014.

Notes to consolidated financial statements *(Contd.)*

(b) Related party transactions

Figures in ₹

Aggregate of transactions	Key management personnel	Relative of key management personnel	Associate Companies and promoter Companies	Total
Unsecured loans	**–** (–)	**–** (–)	**13,100,005** (36,425,000)	**13,100,005** (36,425,000)
Repayment of unsecured loans	**–** (–)	**–** (–)	**42,333,935** (59,927,152)	**42,333,935** (59,927,152)
Directors sitting charges	**–** (70,000)	**220,000** (210,000)	**–** (–)	**220,000** (280,000)
Interest paid during the year	**–** (–)	**–** (–)	**3,066,615** (4,333,535)	**3,066,615** (4,333,535)
Reimbursement of expenses	**–** (–)	**–** (–)	**–** (48,086)	**–** (48,086)
Rent	**–** (–)	**–** (–)	**9,000,000** (9,000,000)	**9,000,000** (9,000,000)
Advance towards expenses	**–** (–)	**–** (–)	**–** (1,200)	**–** (1,200)
Salary and allowances	**8,357,004** (8,357,004)	**5,567,136** (5,570,556)	**–** (–)	**13,924,140** (13,927,560)
Other Income#	**–** (–)	**–** (1,831,000)	**–** (–)	**–** (1,831,000)

Recovery of excess salary paid to Mr. Jigar Mehta ₹ 1,831,000 vide MCA letter received during the last year for the period 1.4.2009 to 31.3.2010 is received from him during the last year.

(c) Balance outstanding at end of financial year

Credit balances outstanding				
Loans and advances	**–** (–)	**–** (–)	**62,106,028** (91,339,958)	**62,106,028** (91,339,958)
Salary and allowances	**–** (14,134)	**–** (9,758)	**–** (–)	**–** (23,892)

32. Disclosure for operating leases

The lease payments for lock in period to be made in respect of the leases in future are as follows:

Particular	Year ended March 31 (₹)	
	2015	2014
Lease payment debited to statement of profit and loss	**25,456,011**	35,934,863
Lease obligation		
Up to 1 year	**22,133,460**	26,526,914
Greater than 1 year but less than 5 years	**13,682,595**	31,764,978

Notes to consolidated financial statements *(Contd.)*

33. Earnings per share

The earnings per share have been computed in accordance with the "Accounting Standard 20 - Earnings per Share".

Particular	Year ended March 31	
	2015	2014
Profit/(loss) after tax	**₹ 29,056,277**	₹ 752,696
Profit/(loss) attributable to equity shareholders	**₹ 29,056,277**	₹ 752,696
Adjusted number of ordinary shares, (face value ₹ 10)	**14,420,102**	14,052,598
Basic earning per share	**₹ 2.02**	₹ 0.05
Weighted average number of shares in calculating diluted EPS	**15,369,619**	14,794,763
Diluted earning per share	**₹ 1.89**	₹ 0.05
Number of shares outstanding under employee stock option plan	**1,186,600**	942,750
Fair value of shares during the year	**₹ 50.05**	₹ 47.00
Exercise price for share under option	**₹ 10**	₹ 10
Number of shares that would have been issued at fair value	**237,083**	200,585
Weighted average number of shares under employee stock option plan	**949,517**	742,165

34. a) Onward Technologies employee stock option plan 2009

The Company instituted the 2009 plan for all eligible employees in pursuance of a special resolution approved by the shareholders at the extraordinary general meeting held on August 31, 2009. Scheme covers grant of options to specified permanent employees of the Company as well as its subsidiaries.

Pursuant to scheme, the Company has granted options each to eligible employees at an exercise price of ₹ 10 per equity share of ₹ 10 each.

Under the term of scheme, the vesting period shall commence on the expiry of one year from the date of grant of the options to the employees and it will be spread equally over 4 years. 25% of the options will vest in the employees at the end of first year, 25% at the end of second year, 25% at the end of third year and balance 25% at the end of fourth year from the grant date.

The employee stock options granted shall be capable of being exercised within a period of one year from the date of vesting the options, they would be exercisable by the option holder and the shares arising on exercise of such options shall not be subject to any lock-in period. Further, in the case of termination of employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed as mentioned above, failing which they would stand cancelled. The movement in the stock options during the year was as per the table given below:

Particular	Year ended March 31	
	2015	2014
Options outstanding at the beginning of the year	**235,688**	365,300
Options granted during the year	**165,000**	32,000
Options forfeited/cancelled during the year	**15,063**	49,850
Options lapsed during the year	**6,963**	9,024
Options exercised during the year	**82,012**	102,738
Options outstanding at the end of the year	**296,650**	235,688
Shares exercisable at the end of the year	**1,186,600**	942,750

Notes to consolidated financial statements *(Contd.)*

b) Stock options issued during the year have been accounted as per the accounting guidelines issued by SEBI in the year 1999. Accordingly, an amount of **₹ 8,406,448** (₹ 11,213,635) representing the current year charge has been debited to statement of profit and loss during the year under both plan.

35. a. The principal amount of working capital term loan repayable within a year is **₹ 6,701,330** (₹ 5,948,892).

b. The principal amount of term loan repayable within a year is **₹ 33,072,699** (₹ 30,609,661).

36. Information about business segments

In accordance with the requirement of Accounting Standard 17 (AS 17) 'Segment Reporting' issued by the Institute of Chartered Accountants of India, disclosed business segment as the primary segment. Segments have been identified taking into account the nature of the products and service and different risks and returns as under:

a) Professional services and consultancy (including exports)

b) Software products – resale

These segments have been identified because management perceives that these businesses are subject to different risks and returns.

'Software products - resale' segment concentrated around the Company's products and other agency related products.

The primary segment disclosures with respect to business segments are as under:

₹ in Lac

Particulars	Business segment		Un-allocable	Total
	Professional services and consultancy (including exports)	Software products – resale		
Segment revenue	**18,349** (16,023)	**613** (673)		**18,962** (16,696)
Segment results	**1,170** (623)	**115** (236)		**1,285** (859)
Other un-allocable expenditure, depreciation adjusted with other incomes			**509** (238)	**509** (238)
Segment result before interest and tax				**776** (621)
Less: Finance costs				**317** (341)
Profit before tax				**459** (280)
Income tax expense/(income)				**169** (272)
Add: Exceptional items				**–** (–)
Total profit after tax				**290** (8)

Notes to consolidated financial statements *(Contd.)*

Secondary segment disclosures on the basis of geographical segments

₹ in Lac

Geographical segments	Year ended March 31	
	2015	2014
India	**7,662**	6,591
Europe	**1,927**	1,409
U.S.A.	**9,373**	8,696
Total	**18,962**	16,696

The fixed assets used in the Company's business or liabilities contracted have not been identified to any of the reportable segments as the fixed assets and services are used interchangeably between segments and as such it is not practicable to allocate fixed assets to segments and to provide segment disclosures in relation to total assets and liabilities.

37. a) Term loans including working capital term loans and foreign currency term loans sanctioned by Kotak Mahindra Bank Limited are secured by exclusive charge on all existing and future current assets and movable fixed assets of the Company and personal guarantee of Mr. Harish Mehta and Mr. Jigar Mehta along with Corporate Guarantee of Onward Network Technologies Private Limited. Further secured by extension of equitable mortgage over the properties situated at Sterling Centre, Worli, Mumbai and E-Space, Nagar Road, Pune (both the properties are owned by Onward Network Technologies Private Limited).The existing term loans which were converted to foreign currency term loans during the year carried interest rate of LIBOR plus 6%.Term loans taken during the financial year 2013-14 carries floating interest rate of 12% to 14.50% p.a. and for 2014-15 it is 12% p.a.

b) Term loans obtained from Kotak Mahindra Prime Limited for purchase of vehicles are secured by hypothecation of vehicles and repayable in equal monthly instalments.

c) Loans from Onward Network Technologies Private Limited for which the Company has unconditional right to defer the repayment along with interest carry interest rate of 12.25% p.a. for holding Company and 1% p.a. for the domestic subsidiary Company.

d) The Onward Technologies, Inc. (OTI) has obtained a $ 1,500,000 equivalent to INR 93,795,000 @ 62.53 per USD secured revolving credit facility from Bank of America to meet its working capital requirements which was renewed during last year. The duration of this facility is one year from October 2014. The credit facility bears interest at the rate of Prime plus 1%. The average interest rate on the credit facility during the year ended March 31, 2015 was 4.25% (4.25%) and the interest rate as at March 31, 2015 was 4.25% (4.25%). As of March 31, 2015 the outstanding amount of this facility aggregated to $ 650,000 equivalent to INR 40,644,500 @ 62.53 per USD ($ 1,080,000 equivalent to INR 65,610,000 @ 60.75 per USD). The credit facility is secured by a first charge on the tangible and intangible assets of OTI and the corporate guarantee of Onward Technologies Limited (parent Company).

OTI has agreed to a covenant with Bank of America whereby OTI will not make any loans, advances or other extensions of credit to an individual or entity, except for any loan, advance and/or other credit to the parent Company for an aggregate amount not to exceed $ 500,000 equivalent to INR 31,265,000 @ 62.53 per USD. The receivable from parent Company at year end is $ 1,232,773 equivalent to INR 77,085,296 @ 62.53 per USD ($ 1,669,122 equivalent to INR 101,399,162 @ 60.75 per USD).

Notes to consolidated financial statements *(Contd.)*

38. Disclosure pursuant to the general circular # 2 dated February 8, 2011

Figures in ₹

Particulars	OTI	OTG	OeSL	OPPL
Capital	95,169,663	22,211,188	156,200,000	500,000
Reserves	67,799,692	–	–	9,627,260
Total assets	255,844,914	17,385,207	212,994,685	10,144,114
Debit balance in P&L A/C	–	33,541,606	139,055,745	–
Total liabilities	92,875,559	28,715,625	195,850,430	16,854
Investments	–	–	–	–
Turnover	710,671,514	40,944,629	325,725,039	–
Profit/(loss) before tax	11,154,676	(8,929,211)	13,983,750	(38,474)
Provision for tax	4,395,614	–	–	–
Profit/(loss) after tax	6,759,062	(8,929,211)	13,983,750	(38,474)
Proposed dividend	–	–	–	–

Full names of subsidiaries are as under:

OTI – Onward Technologies, Inc., USA.

OTG – Onward Technologies GmbH, Germany

OeSL – Onward eServices Limited, India

OPPL – Onward Properties Private Limited, India (erstwhile Shantmurli Holdings Private Limited)

39. All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Schedule III of Companies Act, 2013. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

40. The Company has not yet appointed key managerial personnel – Company Secretary and Chief Financial Officer as required under provisions of section 203 read with Companies (Appointment and remuneration of Managerial person) Rules, 2014; however, all secretarial compliances are done by an independent Company Secretary firm.

41. Figures are rounded off to the nearest rupee and figures in bracket pertain to the previous year.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Auditors' Report

To
The Members,
Onward Technologies Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Onward Technologies Limited** ("the Company") which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the said accounts read together with the notes thereon of Notes to Financial Statements, give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profits and its cash flow for the year ended on that date.

Emphasis of Matter

We draw attention to Note 39 to the financial statements regarding non appointment of key management personnel. Our opinion is not modified in respect of this matter.

Auditors' Report *(Contd.)*

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) 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 of the financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the financial statements have been kept so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2015 taken on record by the Board of Directors, none of the directors of the Company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) 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 Company has disclosed the impact of pending litigations on its financial position in its financial statements - refer Note 28 to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - refer Note 27 to the financial statements;

      iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May 13, 2015

Annexure to Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) During the year, computer hardware has been physically verified by the Management. However discrepancies, if any, between the book records and the physical verification have not been ascertained. Or according to the information and explanations given to us no material discrepancies were noticed on such verification.

Auditors' Report *(Contd.)*

(ii) (a) The Company is a service Company, primarily engaged in Mechanical Engineering Designing and Information Technology services and consultancy, further in respect of trading activities of the Company, the products viz. Software are purchase only if counter orders are received from the customer, thus it does not carry any physical inventories as on balance sheet date. Thus, paragraph 3(ii) (a) and (b) of the Order is not applicable.

(iii) According to the information and explanations given to us, the Company has granted unsecured loans to wholly owned domestic subsidiary Company covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans:

(a) As per the agreement the loan and principal was not due during the financial year 2014-15.

(b) There is no overdue amount in excess of ₹ 1 Lac remaining outstanding as at the year end.

(iv) According to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of software products, fixed assets and for the sale of such software products and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.

(v) According to the information and explanations given to us and on the basis of our examination, the Company has not accepted any deposits from the public. As informed and represented to us no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunals. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for any of the products and services rendered of the Company. Accordingly, paragraph 3(vi) of the Order is not applicable.

(vii) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, Cess and Other Statutory dues.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable.

(c) According to the information and explanations given to us, as at the end of the year, there are no dues on account of sales tax, income tax, customs duty, wealth tax, service tax, excise duty, cess and any other statutory dues as may be applicable, that have not been deposited on account of any dispute except as follows:-

Name of Statute	Nature of Dues	Year	Amount Demanded (₹)	Forum where dispute is pending
Income tax Act, 1961	Transfer Pricing Adjustments and disallowance u/s 43 (B)	FY 2007-08	48,482,500	ITAT (Appeal) Mumbai

(d) No amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under. Accordingly the paragraph 3(vii)(c) of the order is not applicable.

(viii) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses in current financial year as well as in the immediately preceding financial year.

Auditors' Report *(Contd.)*

(ix) Based on the audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to any financial institutions or bank.

(x) According to the information and explanations given to us, the Company has given guarantees for loans taken by its wholly owned subsidiaries from banks or financial institutions.

(xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(xii) During the course of our examination of the books and records of the Company carried in accordance with the generally accepted auditing practices in India, and according to information and explanation given to us we have neither come across any instance of material fraud on or by the Company noticed or reported during the year, nor we have been informed of such case by the management.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W100057

Parag P. Pansare
Partner
Membership No.: 117309

Mumbai, May 13, 2015

Balance sheet as at 31st March, 2015

Figures in ₹

Particulars	Notes	2015	2014
Equity and liabilities			
Shareholders' funds			
(a) Share capital	2	**145,748,700**	142,468,200
(b) Reserves and surplus	3	**277,117,811**	255,915,230
		422,866,511	398,383,430
Share Application Money	2C	**290,000**	–
Non-current liabilities			
(a) Long-term borrowings	4	**57,798,394**	63,683,936
(b) Long-term provisions	5	**3,824,870**	3,272,903
		61,623,264	66,956,839
Current liabilities			
(a) Short-term borrowings	7	**53,932,331**	86,491,145
(b) Trade payables	8	**60,452,444**	27,315,458
(c) Other current liabilities	9	**142,962,593**	160,802,278
(d) Short-term provisions	10	**62,139,948**	44,075,972
		319,487,316	318,684,853
Total		**804,267,091**	784,025,122
Assets			
(a) Fixed assets	11		
(i) Tangible assets		**60,063,884**	60,015,400
(ii) Intangible assets		**45,028,695**	45,106,340
(iil) CWIP		**–**	1,500,863
(b) Non-current investments	12	**284,273,515**	284,273,515
(c) Deferred tax assets (net)	6	**14,109,671**	4,595,168
(d) Long-term loans and advances	13	**26,775,210**	11,206,539
(e) Other non-current assets	14	**151,405,849**	138,611,861
		581,656,824	545,309,686
Current assets			
Stock in Trade	19A	**3,231,629**	–
(a) Trade receivables	15	**118,745,626**	138,482,028
(b) Cash and bank balances	16	**11,959,334**	9,176,128
(c) Short-term loans and advances	17	**9,378,819**	38,442,472
(d) Other current assets	18	**79,294,859**	52,614,808
		222,610,267	238,715,436
Total		**804,267,091**	784,025,122
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Statement of profit and loss for the year ended 31st March, 2015

Figures in ₹

	Particulars	Notes	2015	2014
I.	Revenue from operations	19	867,180,391	738,365,278
II.	Other income	20	6,066,056	8,694,420
III.	Stock in trade	19A	3,231,629	–
IV.	**Total revenue (I + II+ III)**		876,478,076	747,059,698
V.	**Expenses:**			
	Cost of software products	21	30,091,267	30,417,021
	Employee benefits expenses	22	508,994,382	419,965,929
	Finance costs	23	19,868,535	22,741,352
	Depreciation and amortization expenses	11	47,509,189	28,084,185
	Other expenses	24	240,260,577	165,984,059
	Total expenses		846,723,950	667,192,546
VI.	**Profit before exceptional and extraordinary items and tax (IV - V)**		29,754,126	79,867,152
VII.	Exceptional items		–	–
VIII.	**Profit before extraordinary items and tax (VI - VII)**		29,754,126	79,867,152
IX.	Extraordinary items		–	–
X.	**Profit before tax (VIII - IX)**		29,754,126	79,867,152
XI.	**Tax expenses:**			
	(1) Current tax		6,149,670	16,007,190
	(2) MAT credit entitlement		–	(2,487,800)
	(3) Previous year tax adjustment		13,580,575	6,598,153
	(4) Wealth tax		10,562	26,130
	(5) Deferred tax		(7,267,833)	3,624,568
XII.	**Profit for the year (X - XI)**		17,281,152	56,098,911
XIII.	**Earnings per equity share:**			
	(1) Basic		1.20	3.99
	(2) Diluted		1.12	3.79

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Cash flow statement for the year ended 31st March, 2015

Figures in ₹

		2015	2014
(A)	**Cash flows from operating activities**		
	Profit before extra ordinary item and tax	**29,754,126**	79,867,152
	Adjustments for:		
	Depreciation	**47,509,189**	28,084,185
	Deferred employees compensation expenses	**8,406,448**	11,213,633
	Interest income	**(1,945,447)**	(802,742)
	Net loss on sale of fixed assets	**3,657,754**	2,174,488
	Finance cost	**19,868,535**	21,226,657
	Operating profit before working capital changes	**107,250,605**	141,763,373
	Adjustments for:		
	Decrease/(increase) in trade receivables	**19,736,402**	(22,981,961)
	Decrease/(increase) in stock in trade	**(3,231,629)**	–
	Decrease/(increase) in other current/non-current assets	**(39,474,039)**	(23,750,572)
	Decrease/(increase) in short/long-term loans and advances	**13,494,982**	(24,540,488)
	(Decrease)/increase in current/non-current liabilities/payables	**15,297,301**	(11,119,635)
	(Decrease)/increase in short/long-term provisions	**18,615,943**	2,199,172
	Cash generated from operations	**131,689,565**	61,569,889
	Income tax provided	**(12,472,974)**	(23,768,241)
	Net cash from operating activities (A)	**119,216,591**	37,801,648
(B)	**Cash flow from investing activities**		
	Purchase of fixed assets and investments	**(57,434,044)**	(54,197,127)
	Proceeds from sale of fixed assets	**1,065,438**	1,682,970
	Interest income	**1,945,447**	802,742
	Net cash used in investing activities (B)	**(54,423,159)**	(51,711,415)
(C)	**Cash flow from financing activities**		
	Proceeds from issue of share capital	**3,570,500**	4,109,500
	Proceeds from sale of investments	**–**	–
	Proceeds from long-term borrowings	**52,708,748**	101,242,823
	Repayment of long-term borrowings	**(91,153,104)**	(69,594,007)
	Deferred tax expenses	**(7,267,835)**	3,624,569
	Finance cost	**(19,868,535)**	(21,226,657)
	Net cash (used)/generated in financing activities (C)	**(62,010,226)**	18,156,228
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	**2,783,206**	4,246,461
	Cash and cash equivalents opening balance	**9,176,128**	4,929,667
	Cash and cash equivalents closing balance	**11,959,334**	9,176,128

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Notes to financial statements

Note 1 – Significant accounting policies:

A. Accounting assumptions

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 in terms of provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). These accounts have been prepared on the assumption that the Company is a going concern and have been consistently applied by the Company; and the accounting policies not referred to otherwise, are in conformity with Indian GAAP.

B. Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements has been made relying on these estimates. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimated. Any revision to accounting estimates is recognised prospectively in the current and future periods.

C. Revenue recognition

Revenue comprises sale of user licence of software, professional services and consultancy, training, interest and dividend. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. Revenue is disclosed exclusive of sales tax, service tax, VAT or other taxes, as applicable.

Income from software services and products

i) Revenue from sale of products rendered through tele-communication network/courier are recognised on receiving confirmation of receipt from the customers.

ii) In respect of income received from contracts dependent on time and material basis are recognised when related service are performed.

iii) In case of fixed price contracts, revenue is recognised over the life of contract based on the mile stones achieved as agreed upon in the contract on proportionate completion basis.

iv) Revenue through training, annual maintenance contracts and fixed price maintenance contracts are recognised proportionately over the period in which services are rendered/training is provided.

v) Revenue from the sale of user licences for software applications is recognised on transfer of the title in the user licence.

vi) Revenue on time and material contracts are recognised as and when the related services are rendered from the end of last billing up to the balance sheet date as unbilled revenue.

vii) Revenue from services to overseas subsidiary companies are recognised in accordance with transfer pricing agreement entered with the subsidiary companies.

Other income

i) Dividend income is recognised when the Company's right to receive dividend is established.

ii) Interest is recognised on time proportionate basis taking into account the amount outstanding and the rate applicable.

iii) Income from notice pay recovery is recognised on receipt basis.

Notes to financial statements *(Contd.)*

D. Fixed assets, depreciation and impairment

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use. Own developed assets, if any, are capitalized inclusive of all direct costs and attributable overheads. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Intangible assets are recorded at the consideration paid for their acquisition. Cost of an internally generated asset, if any, comprises all expenditure that can be directly attributed, or allocated on a reasonable and consistent basis, to creating, producing and making the asset ready for its intended use.

Depreciation on fixed assets is computed on the straight-line method over their useful lives prescribed under Schedule II of the Companies Act, 2013. In respect of intangible assets such as software, depreciation is provided over its license period ranging from two-six years. In case of vehicles purchased for the employees under employee car policy of the Company, the vehicles are transferred to the employees after three years and hence the useful life considered for such vehicles as three years.

Lease hold improvements are depreciated over the minimum lock in period of contract of lease.

The management periodically assesses fixed assets, using external and internal sources whether there is an indication that an asset may be impaired. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the income statement for items of fixed assets carried at cost. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtained from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if not possible, for the cash generating unit.

Impairment loss recognised for an asset in earlier accounting periods is reversed, to the extent of its recoverable amount, if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

E. Foreign currency transactions

Transactions in foreign currencies are normally recorded at the average exchange rate prevailing on the date on which transaction occurred.

Outstanding balances of foreign currency monetary items are reported using the period end rates.

Non-monetary items carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed, when the values were determined.

Exchange differences arising as a result of the above are recognised as income or expense in the statement of profit and loss except the following.

In pursuance to notification no G.S.R 225 (E) 31.03.2009 issued by the Ministry of Corporate Affairs for amending Accounting Standard 11 "The Effects of Changes in Foreign Exchange Rates", the Company has opted the option of capitalising foreign exchange gain/loss on long-term foreign currency monitory assets.

Foreign branches

Foreign currency transactions entered into by branches, which are integral foreign operations, are translated in the same manner as foreign currency transactions described above. Monetary assets and liabilities are translated at rates prevailing on the balance sheet date. Non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Depreciation on fixed assets is recognised as per the Company's policy. Net gain/loss on foreign currency translation is recognised in the statement of profit and loss.

Notes to financial statements *(Contd.)*

Derivative instruments and hedge accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain forecasted transactions. Effective April 1st 2012 the Company designates some of these as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurements"(AS 30).

The use of foreign currency forward contracts is governed by the Company's policies provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

The counter party to the Company's foreign currency forward contracts is generally a bank.

The Company does not use derivative financial instruments for speculative purposes.

Foreign currency forward contract derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates.

Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognised directly in hedging reserve and the ineffective portion is recognised immediately in statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

When hedge accounting is discontinued for a cash flow hedge, the net gain or loss will remain in reserves and be reclassified to statement of profit and loss in the same period or periods during which the formerly hedged transaction is reported in statement of profit and loss.

If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in reserves is transferred to statement of profit and loss.

F. Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current/short-term or long-term based on the management's intention at the time of purchase. Long-term investments are carried at cost less any permanent diminution in value (if any), determined separately for each individual investment. Current/short-term investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment. Cost for overseas investments comprises the Indian rupee value of the consideration paid for the investment.

G. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

H. Payments and benefits to employees

(a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short-term compensated absences etc. and the expected cost of bonus, ex-gratia except for variable pay which is accounted on cash basis due to unavailability of estimation are recognised in the period in which the employee renders the related service.

Notes to financial statements *(Contd.)*

(b) Post employment benefits

(i) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service,

(ii) Defined benefit plans: The employees' gratuity fund schemes managed by trust are the Company's defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method which recognises 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.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the balance sheet date having maturity periods approximating to the terms of related obligations.

Actuarial gain and losses are recognised immediately in the statement of profit and loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

(c) Long-term employee benefits

The obligation for long-term employee benefits such as long-term compensated absences is recognised in the same manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

I. Operating lease

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals are charged off to the statement of profit and loss as incurred. Initial direct costs in respect of assets given on operating lease are expensed off in the year in which such costs are incurred.

J. Earning per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the management.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

K. Tax expense

Tax expense for the year comprises of current tax and deferred tax.

Current tax is measured after taking into consideration, the deductions and exemptions admissible under the provisions of the Income Tax Act, 1961. Whereas the difference between tax assessed by the authorities or self assessed tax and tax expenses recorded earlier is accounted as previous year tax adjustment under statement of profit and loss.

Notes to financial statements *(Contd.)*

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If there is unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax resulting from timing differences which originate during the tax holiday period but are expected to reverse after such tax holiday period is recognised in the year in which the timing differences originate using the tax rates and laws enacted or substantively enacted at the balance sheet date.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period and shown under previous year tax adjustments.

L. Employee stock option scheme

In accordance with SEBI (ESOP and ESPS) Guidelines, 1999, the excess of the market price of shares, at the date of grant of options under the employee stock option schemes, over the exercise price, is treated as employee compensation expenses and amortised on a systematic basis over the vesting period of the options.

In the case of graded vesting, the vesting period is determined separately for each portion of the option. The unamortised portion of the cost is shown under “Deferred employee compensation expenses”.

M. Provisions and contingent liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Disclosures for a contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not, require outflow of resources.

Notes to financial statements *(Contd.)*

Note 2 - Share capital

Figures in ₹

Particulars	Par value per share	2015		Issued/(reductions) during the year		2014	
		No of shares	Value	No of shares	Value	No of shares	Value
Equity share capital							
Authorised:							
18,000,000 equity shares of ₹ 10 each	**10**	**18,000,000**	**180,000,000**	**–**	**–**	18,000,000	180,000,000
1,000,000 preference shares of ₹ 10 each	**10**	**1,000,000**	**10,000,000**	**–**	**–**	1,000,000	10,000,000
1,000,000 unclassified shares of ₹ 10 each	**10**	**1,000,000**	**10,000,000**	**–**	**–**	1,000,000	10,000,000
Total authorised capital		**20,000,000**	**200,000,000**	**–**	**–**	20,000,000	200,000,000
Issued, subscribed and paid-up:							
14,574,870 (14,246,820) equity shares of ₹ 10 each	**10**	**14,574,870**	**145,748,700**	**328,050**	**3,280,500**	14,246,820	142,468,200

A. Terms/rights attached to equity shares

Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

1,186,600 (942,750) equity shares are outstanding under ESOP 2009 scheme as at balance sheet date; each share being fully paid equity share of ₹ 10 each.

B. Details of share holdings

Particulars	2015			2014		
	No of shares	Value	Holding (%)	No of shares	Value	Holding (%)
Share held by holding Company:						
Onward Network Technologies Private Limited	**8,138,728**	**81,387,280**	**55.84**	7,773,769	77,737,690	54.56
Holding more than 5%:						
Onward Network Technologies Private Limited	**8,138,728**	**81,387,280**	**55.84**	7,773,769	77,737,690	54.56

C. Share Application Money

Currently Company is in balance towards share application money of ₹ 290,000 which have received on 27.03.2015, 31.03.2015 in anticipation to issue 29,000 shares @ ₹ 10 per share under ESOP 2009 scheme. The shares have been allotted on 08.05.2015.

Notes to financial statements *(Contd.)*

Note 3 - Reserve and surplus Figures in ₹

Particulars	2015	2014
Securities premium account:		
Balance as per last financial statements	**89,929,437**	81,769,493
Add: Additions on employee stock option plan	**6,532,230**	8,159,944
Closing balance	**96,461,667**	89,929,437
Employee stock option plan outstanding (Refer Note - 37):		
Balance as per last financial statements	**4,710,950**	1,657,261
Add: Gross compensation for options granted	**49,017,531**	31,976,843
Less: Deferred employee stock compensation	**(40,611,084)**	(20,763,210)
Less: Transferred to securities premium on exercise of stock options	**(6,532,230)**	(8,159,944)
Closing balance	**6,585,167**	4,710,950
Surplus/(deficit) at the beginning of the year:	**161,274,843**	105,175,932
Less: Depreciation charged as per Companies Act, 2013	**(6,731,693)**	–
Add: Deferred tax adjustment pursuant to depreciation charged as per Companies Act, 2013	**2,246,675**	–
Add: Profit after tax for the year	**17,281,152**	56,098,911
Surplus at the end of the year	**174,070,977**	161,274,843
Total	**277,117,811**	255,915,230

Note 4 - Long-term borrowings (Refer Note - 38)

Particulars	2015			2014		
	Secured	**Unsecured**	**Total**	Secured	Unsecured	Total
Term loans:						
Term loans from banks	**69,983,622**	**–**	**69,983,622**	58,260,984	–	58,260,984
Less: Current maturities of long-term borrowings	**32,310,353**	**–**	**32,310,353**	32,641,389	–	32,641,389
Total long-term borrowings	**37,673,269**	**–**	**37,673,269**	25,619,595	–	25,619,595
Inter-corporate deposits from related parties:						
Onward Network Technologies Private Limited	**–**	**10,010,532**	**10,010,532**	–	27,900,348	27,900,348
Onward Properties Private Limited	**–**	**10,114,593**	**10,114,593**	–	10,163,993	10,163,993
Total	**37,673,269**	**20,125,125**	**57,798,394**	25,619,595	38,064,341	63,683,936

Maturity profile of term loans from banks:

Particulars	1-2 years	2-3 years	3-4 years	1-2 years	2-3 years	3-4 years
Term loans from bank (principal amounts repayable)	**32,310,353**	**26,228,012**	**11,445,257**	32,641,389	15,208,246	10,411,350

Notes to financial statements *(Contd.)*

Note 5 - Long-term provisions

Figures in ₹

Particulars	2015	2014
Provision for employee benefits (Refer Note - 32):		
Gratuity	–	215,721
Leave encashment	**3,824,870**	3,057,182
Total	**3,824,870**	3,272,903

Note 6 - Deferred tax assets (net)

Particulars	2015	2014
Deferred tax liability:		
Fixed assets: impact of difference between WDV as per financial reporting and as per income tax reporting	**(7,001,689)**	(13,262,746)
Deferred tax assets:		
Deferred tax adjustment pursuant to depreciation charged as per Companies Act, 2013	**2,246,675**	–
Impact of expenditure disallowed as per financial statement but allowed for tax purposes on payment basis	**5,415,017**	4,659,642
Impact of carried forward losses	**13,449,668**	13,198,272
Total	**14,109,671**	4,595,168

Note 7 - Short-term borrowings (Refer Note - 38):

Particulars	2015	2014
	Secured	Secured
Secured borrowings:		
Cash credit from bank	**53,932,331**	86,491,145
Total	**53,932,331**	86,491,145

Note 8 - Trade payables

Particulars	2015	2014
Trade payable for services and software:		
Due to micro, small and medium enterprises	–	13,950
Related party - Onward Technologies, Inc.	**35,753,259**	15,504,475
Others	**24,699,185**	11,797,033
Total	**60,452,444**	27,315,458

Notes to financial statements *(Contd.)*

Note 9 - Other current liabilities Figures in ₹

Particulars	2015	2014
Advance from customers:		
From related party - Onward Technologies, Inc. [Refer Note - 34 (c)]	**40,694,814**	67,377,526
Others	**669,700**	2,005,831
Security deposits	**90,000**	40,000
Other liabilities:		
Current maturities of term loans from banks (Refer Note - 30)	**32,310,353**	32,641,389
Dues towards employees and ex-employees	**33,262,508**	33,118,079
Statutory dues	**25,246,883**	14,829,700
Forward contracts (Refer Note - 1-E and 27)	**411,250**	-
Other contractual obligations	**5,760,643**	3,596,677
Remuneration to director [Refer Note - 34 (c)]	**–**	14,134
Director sitting fee payable	**22,500**	–
Other payables	**4,493,942**	7,178,942
Total	**142,962,593**	160,802,278

Note 10 - Short-term provisions

Particulars	2015	2014
Provision for employee benefits (Refer Note - 32):		
Gratuity	**11,729,134**	11,169,265
Leave encashment	**820,374**	543,124
Others:		
Provision for tax including MAT	**49,579,878**	32,337,433
Wealth tax	**10,562**	26,150
Total	**62,139,948**	44,075,972

Notes to financial statements *(Contd.)*

Note 11 - Fixed assets

Figures in ₹

Particulars	Gross block (at cost)				Depreciation					Net block	
	As at 1.4.2014	Additions during the year	Deletions/ adjustment during the year	**Total as at 31.3.2015**	Provided up to 31.3.2014	Depreciation as per New Co.'s Act for P.Y.	Depreciation for the year	Depre-ciation on deductions/ adjustment	**Total up to 31.3.2015**	**As at 31.3.2015**	As at 31.3.2014
Tangible assets (owned):											
Furniture and fixtures	48,900,931	10,664,117	8,567,385	**50,997,663**	36,545,413	703,270	3,107,966	6,013,609	**34,343,040**	**16,654,623**	12,355,518
Vehicles	22,338,223	636,466	4,832,527	**18,142,162**	8,509,351	853,660	4,082,004	3,600,140	**9,844,875**	**8,297,287**	13,828,872
Office equipment	13,025,641	1,701,403	2,627,630	**12,099,414**	6,487,390	3,577,712	1,205,484	2,178,086	**9,092,500**	**3,006,914**	6,538,251
Electrical fittings	7,114,175	–	1,676,466	**5,437,709**	4,498,097	2,730	313,673	1,208,437	**3,606,063**	**1,831,646**	2,616,078
Instruments and accessories	839,485	–	524,000	**315,485**	829,329	–	212	514,056	**315,485**	**–**	10,156
Computers	208,870,889	11,338,730	9,500,537	**210,709,082**	184,204,364	933,023	16,739,240	9,491,025	**192,385,602**	**18,323,480**	24,666,525
Total	301,089,344	24,340,716	27,728,545	**297,701,515**	241,073,944	6,070,395	25,448,579	23,005,353	**249,587,565**	**48,113,950**	60,015,400
Assets under lease:											
Leasehold improvements	–	15,035,581	–	**15,035,581**	–	–	3,085,647	–	**3,085,647**	**11,949,934**	–
Total tangible assets	301,089,344	39,376,297	27,728,545	**312,737,096**	241,073,944	6,070,395	28,534,226	23,005,353	**252,673,212**	**60,063,884**	60,015,400
Intangible assets:											
Computer software	115,544,832	19,558,610	–	**135,103,442**	70,438,492	661,292	18,974,963	–	**90,074,747**	**45,028,695**	45,106,340
Total intangible assets	115,544,832	19,558,610	–	**135,103,442**	70,438,492	661,292	18,974,963	–	**90,074,747**	**45,028,695**	45,106,340
Grand total	416,634,176	58,934,907	27,728,545	**447,840,538**	311,512,436	6,731,687	47,509,189	23,005,353	**342,747,959**	**105,092,579**	105,121,740

Note:
As per the requirements of Companies Act, 2013, the Company has computed depreciation with reference to useful life of respective assets as specified and in the manner prescribed in Schedule II to Act. Pursuant to such change the amount charged to the retained earnings is ₹ 6,731,687.

Note 12 - Non-current investments

Particulars	2015	2014
Investments in equity instruments (unquoted and non-trade)		
In subsidiaries:		
Onward eServices Limited		
15,620,000 (14,000,000) equity shares of ₹ 10 per share fully paid	**156,200,000**	140,000,000
Share application money	**–**	16,200,000
Onward Technologies GmbH	**19,481,763**	19,481,763
Share application money	**2,729,425**	2,729,425
Onward Technologies, Inc.	**95,169,663**	95,169,663
114,000 (114,000) fully paid equity shares of US$ 20 each		
Onward Properties Private Limited (erstwhile Shantmurli Holdings Private Limited)	**10,692,664**	10,692,664
5,000 (5,000) fully paid equity shares of ₹ 100 each		
Total	**284,273,515**	284,273,515
Aggregate cost of unquoted investments	**284,273,515**	284,273,515
Total	**284,273,515**	284,273,515

Notes to financial statements *(Contd.)*

Note 13 - Long-term loans and advances

Figures in ₹

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Security deposits	**7,705,210**	11,206,539
Onward eServices Limited	**19,070,000**	–
Total	**26,775,210**	11,206,539

Security deposits include earnest money deposits, rent deposits and deposits with various authorities.

Note 14 - Other non-current assets

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Advance income tax	**150,350,930**	130,750,247
MAT credit entitlement	**1,054,919**	7,861,614
Total	**151,405,849**	138,611,861

Note 15 - Trade receivables

Particulars	2015	2014
Unsecured:		
Debts outstanding for a period exceeding six months:		
Considered good	**1,240,009**	22,389,223
Other debts:		
Considered good	**117,505,617**	116,092,805
Total	**118,745,626**	138,482,028

Note 16 - Cash and bank balances

Particulars	2015	2014
A) Cash and cash equivalents:		
Balance with banks	**9,089,543**	4,574,796
Cheques on hand and remittances in transit	**2,035,371**	3,585,480
Cash on hand	**28,811**	53,579
	11,153,725	8,213,855
B) Others:		
Margin money deposits for bank guarantees	**805,609**	962,273
Total	**11,959,334**	9,176,128

Notes to financial statements *(Contd.)*

Note 17 - Short-term loans and advances

Figures in ₹

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Prepayments	**5,467,910**	5,676,856
Advances paid to employees	**3,865,997**	1,816,449
Receivables from ex-employees	**–**	8,859,544
Advances paid to suppliers	**44,912**	395,828
Capital advances	**–**	19,721,595
Forward contracts (Refer Note - 1-E and 27)	**–**	1,971,000
Loans and advances to related parties:		
Onward Software Technologies Private Limited	**–**	1,200
Total	**9,378,819**	38,442,472

Note 18 - Other current assets

Particulars	2015 Unsecured, considered good	2014 Unsecured, considered good
Interest accrued on bank guarantee margins	**2,369**	8,366
Interest receivable from Onward e Services Limited	**330,568**	–
Advance income tax	**52,899,929**	32,269,195
Unbilled revenue	**26,061,993**	20,337,247
Total	**79,294,859**	52,614,808

Note 19 - Revenue from operations

Particulars	2015	2014
Income from software services and products:		
Offshore services	**478,158,414**	405,512,266
Onsite services	**341,309,131**	273,759,223
Software products	**47,712,846**	59,093,789
Total	**867,180,391**	738,365,278

Note 19A - Stock in trade

Particulars	2015	2014
Stock in trade:		
Software products	**3,231,629**	–
Total	**3,231,629**	–

Notes to financial statements *(Contd.)*

Note 20 - Other income

Figures in ₹

Particulars	2015	2014
Interest income	**1,945,447**	802,742
Profit on sale of fixed assets	**685,355**	331,467
Sales of scrap	**73,543**	181,030
Discount received from suppliers	**1,177,097**	1,157,273
Sundry provision and credit balance written back	**210,237**	821,076
Other non-operating income	**1,974,377**	5,400,832
Total	**6,066,056**	8,694,420

Note 21 - Cost of software products

Particulars	2015		2014	
	Value	%	Value	%
Software products and others:				
Imported	**24,838,971**	**83**	25,468,723	84
Indigenous	**5,252,296**	**17**	4,948,298	16
Total	**30,091,267**	**100**	30,417,021	100

Note 22 - Employee benefits expenses

Particulars	2015	2014
Salaries and wages	**477,661,790**	389,181,909
Contribution to provident and other funds	**21,866,677**	18,887,164
Staff welfare	**1,059,467**	683,221
Expenses on employee stock option plan (ESOP) [Refer Note - 37 (b)]	**8,406,448**	11,213,635
Total	**508,994,382**	419,965,929

Note 23 - Finance costs

Particulars	2015	2014
Interest cost	**18,765,285**	21,226,657
Other finance costs	**1,103,249**	1,514,695
Total	**19,868,535**	22,741,352

Notes to financial statements *(Contd.)*

Note 24 - Other expenses Figures in ₹

Particulars	2015	2014
Power and fuel	**9,907,749**	8,486,633
Rent	**22,266,655**	21,706,145
Repairs to premises	**3,512,723**	3,175,088
Repairs to others	**1,985,294**	3,726,769
Insurance	**1,599,399**	1,865,708
Travelling and conveyance	**37,597,706**	32,355,573
Communication cost	**4,310,921**	4,829,964
Bad debts	**19,330,794**	7,130,166
Rates and taxes	**2,714,444**	3,829,001
Advertisement and sales promotion	**28,047,707**	12,456,961
Legal, professional and technical services	**29,102,762**	18,764,540
Director sitting fees	**1,085,000**	645,000
Net loss on foreign currency transaction and translation	**30,603,247**	14,531,993
Payments to the auditor:		
(a) as auditors	**485,000**	500,000
(b) for other services	**165,000**	187,045
(c) for reimbursement of expenses	**26,928**	9,072
Office expenses	**2,707,112**	2,414,701
Loss on sale of fixed assets	**4,343,109**	2,174,488
Fixed assets discarded	**–**	1,080,906
Leasing and hiring charges	**16,599,379**	15,409,794
Prior period items	**4,646,799**	1,122,302
Sundry balances written off	**8,991,460**	247,659
Miscellaneous expenses	**10,231,389**	9,334,551
Total	**240,260,577**	165,984,059

Notes to financial statements *(Contd.)*

25. In the opinion of the management and to the best of their knowledge, the current assets, loans and advances, shown in the balance sheet have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated therein.

26. Trade receivables and trade payables are subject to confirmation and reconciliation.

27. Other commitments

Derivatives instrument	Amount outstanding as on March 31		Purpose
	2015	2014	
Forward contract	**$350,000**	$1,804,849	Forward contract against USD receivable

The Company did have any long-term derivative contract for which there were material foreseeable losses.

28. Contingent liabilities not provided for

Particular	Year ended March 31 (₹)	
	2015	2014
Counter guarantees given by the Company against the bank guarantees issued by Company's bankers	**175,840**	153,308
Fixed deposits shown under the head cash and bank balances include deposits pledged with the banks as margins to secure letters of credit and guarantees issued by banks	**175,840**	153,308
Net amount	**–**	–
Corporate guarantees given by the Company for the loans taken by subsidiaries	**101,459,730**	129,629,611
Disputed income tax demand	**48,482,500**	48,482,500
Capital commitments (net of advance)	**–**	4,280,600
Total	**149,942,230**	182,392,711

29. (A) Earnings in foreign currency

Particular	Year ended March 31 (₹)	
	2015	2014
Product sale	**7,154,185**	26,267,024
Software exports including consulting services and commissions	**422,759,658**	300,101,413
Total	**431,078,859**	326,368,437

(B) Expenditure in foreign currency

Particular	Year ended March 31 (₹)	
	2015	2014
Travelling	**29,477,640**	18,241,184
Professional fees	**8,782,553**	5,654,025
Communication	**51,645**	50,661
Salaries and bonus	**62,106,176**	25,350,492
Miscellaneous expenditure	**579,871**	998,224
Compensation premises	**623,047**	598,911
Marketing fees and technical support	**24,491,644**	10,677,284
Conveyance	**77,447**	402,708
Finance costs	**1,996,999**	223,574
Total	**128,187,022**	62,197,063

Notes to financial statements *(Contd.)*

(C) Value of import

Particular	Year ended March 31 (₹)	
	2015	2014
Software	**24,838,971**	25,468,723

30. a) The principal amount of working capital term loan repayable within a year is **₹ 3,350,665** (₹ 2,974,446).

b) The principal amount of term loan repayable within a year is **₹ 28,959,688 (**₹ 29,666,942).

31. Derivative instruments and un-hedged foreign currency

Particular of un-hedged foreign currency exposure as on balance sheet date:

As on 31st March	Foreign currency receivable		
	USD	**GBP**	**EURO**
2014	–	165,449	339,114
2015	**–**	**181,422**	**345,664**

Particular of un-hedged foreign currency exposure as on balance sheet date:

As on 31st March	Foreign currency payable		
	USD	**GBP**	**EURO**
2014	317,164	27,115	–
2015	**689,617**	**7,001**	**14,353**

32. Disclosure in pursuance of Accounting Standard – 15 (revised 2005) on "Employee Benefits"

a) Defined contribution plans

The Company has recognised following amounts in the statement of profit and loss for the year:

Particular	Year ended March 31 (₹)	
	2015	2014
Contribution to employees provident fund	**17,642,210**	18,062,555
Contribution to E.S.I.C.	**37,217**	64,360
Contribution to labour welfare fund	**36,828**	45,900
Total	**17,716,255**	18,172,815

b) Defined benefit plans/compensated absences – as per actuarial valuation on March 31, 2015.

i. Reconciliation of opening and closing balances of the present value of the defined benefit obligation (DBO):

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Obligations at period beginning	**10,973,582**	12,423,647
2	Current service cost	**2,881,283**	2,690,940
3	Interest cost	**955,283**	966,145
4	Actuarial (gain)/losses	**(1,588,288)**	(3,540,459)
5	Benefits paid	**(1,180,142)**	(1,566,691)
6	Past service cost (vested benefit)	**–**	–
7	DBO at period closing	**12,041,718**	10,973,582

Notes to financial statements *(Contd.)*

ii. A reconciliation of the opening and closing balances of the fair value of plan assets

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Opening fair value of plan asset at period beginning	**215,721**	137,914
2	Expected returns on plan assets	**34,248**	12,973
3	Actuarial gain/(losses)	**(362,142)**	16,329
4	Contribution by the employer	**1,604,899**	1,615,196
5	Benefits paid	**(1,180,142)**	(1,566,691)
6	Fair value of plan assets at period closing	**312,584**	215,721

iii. Net assets/(liabilities) recognized in the balance sheet as on March 31, 2015

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Present value of funded obligations	**12,041,718**	10,973,582
2	Fair value of plan assets	**312,584**	(215,721)
3	Present value of unfunded obligations	**(11,729,134)**	(10,757,861)
4	Net assets/(liabilities) recognised in the balance sheet	**(11,729,134)**	(10,757,861)

iv. Total expenses recognized in the statement of profit and loss

Sr. #	Particulars	Gratuity (₹)	
		2015	2014
1	Current service cost	**2,881,283**	2,690,940
2	Interest on defined benefit obligation	**955,283**	966,145
3	Expected returns on plan assets	**(34,248)**	(12,973)
4	Actuarial (gains)/losses	**(1,226,146)**	(3,556,788)
5	Past service cost (vested benefit)	**–**	–
	Total	**2,576,172**	87,324

All the above have been included under the line item remuneration and benefits to employees in Note - 22 of the Notes to financial statements.

v. Major categories of plan assets as a percentage of total plan assets

Sr. #	Particulars	Plan asset - %	Plan asset (₹)	
			2015	2014
1	Other/insurer managed funds	100	**312,584**	(215,721)

vi. Compensated leave

Para 132 of Accounting Standard 15 (revised 2005) does not require any specific disclosures except where expense resulting from compensated absence is of such size, nature or incidence that its disclosure is relevant under Accounting Standard # 5 or Accounting Standard # 18. In the opinion of the management, the expense resulting from compensated absence is not significant and hence no disclosures are prepared under various paragraphs of Accounting Standard 15 (revised 2005).

vii. Experience adjustments

Particulars	Year ended March 31 (₹)		
	2015	2014	2013
Defined benefit obligation	**12,041,718**	10,973,582	12,423,647
Plan assets	**312,584**	215,721	137,914
Surplus/(deficit)	**(11,729,134)**	(10,757,861)	(12,285,733)
Exp. adj. on plan liabilities (loss)/gain	**2,114,832**	2,186,419	742,152
Exp. adj. on plan assets (loss)/gain	**(362,142)**	16,329	7,228

Notes to financial statements *(Contd.)*

viii. Actuarial assumptions

Sr. #	Particulars	Year ended March 31	
		2015	2014
1	Discount rate	**7.90%**	9.20%
2	Expected return on plan asset	**8.00%**	8.00%
3	Retirement age	**58 years**	58 years
4	Salary escalation rate	**4.00%**	5.00%
5	Attrition rate	**2.00%**	2.00%

ix. Gratuity is administered through group gratuity scheme with Life Insurance Corporation of India.

x. Salary escalation rate

Future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

xi. Expected rate of return on plan assets

This is based on actuaries' expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

xii. Discount rate

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

33. Information about business segments

As permitted by paragraph 4 of Accounting Standard-17 (AS - 17), 'Segment Reporting', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need be presented only on the basis of the consolidated financial statements. Thus, disclosures required by AS - 17 are given in consolidated financial statements.

34. Related party disclosures

(a) List of related parties and relationships

	Relation	Parties
A.	Holding Company	Onward Network Technologies Private Limited
B.	Subsidiary Companies	Onward Technologies GmbH, Germany Onward Technologies, Inc., USA Onward eServices Limited Onward Properties Private Limited (erstwhile Shantmurli Holdings Private Limited)
C.	Enterprise over which key management personnel exercise significant influence	Desai Finwealth Investments and Securities Private Limited Onward Software Technologies Private Limited
D.	Key management personnel and relatives Chairman and Managing Director Director Additional Director Chief operating officer and related to Directors Related to Director	 Harish Mehta Shaila Mehta* Prachi Mehta Jigar Mehta Arun Meghani

* Shaila Mehta passed away on 20.2.2014

Notes to financial statements *(Contd.)*

(b) Related party transactions

Figures in ₹

Aggregate of transactions	Holding Company	Total
	Onward Network Technologies Private Limited	
Unsecured loans accepted	**8,100,005** (34,400,000)	**8,100,005** (34,400,000)
Repayment of unsecured loans	**25,989,821** (22,327,152)	**25,989,821** (22,327,152)
Interest paid during the year	**2,411,869** (3,554,391)	**2,411,869** (3,554,391)
Reimbursement of expenses	**–** (48,086)	**–** (48,086)
Rent	**9,000,000** (9,000,000)	**9,000,000** (9,000,000)

Aggregate of transactions	Subsidiary Companies				Total
	Onward Technologies, Inc., USA	Onward Technologies GmbH, Germany	Onward eServices Limited	Onward Properties Private Limited **	
Offshore services	**227,956,404** (155,275,165)	**37,439,782** (47,627,836)	**–** (–)	– (–)	**265,396,186** (202,903,001)
Income from recruitment fees	**8,835,778** (12,429,664)	**–** (–)	**–** (–)	**–** (–)	**8,835,778** (12,429,664)
Income from management fees	**11,423,223** (10,756,440)	**6,712,876** (–)	**–** (–)	**–** (–)	**18,136,099** (10,756,440)
Reimbursement of expenses received on behalf of	**1,770,068** (1,242,644)	**400,094** (378,192)	**13,560** (32,600)	**–** (500)	**2,183,722** (1,621,336)
Reimbursement of expenses paid on behalf of	**8,291,220** (4,870,715)	**–** (–)	**–** (–)	**–** (30,630)	**8,291,220** (4,901,345)
Marketing fees expenses	**11,047,470** (10,677,284)	**13,444,174** (–)	**–** (–)	**–** (–)	**24,491,644** (10,677,284)
Investment in equity shares (shares allotted against previous year's share application money)	**–** (–)	**–** (–)	**16,200,000** (–)	**–** (–)	**16,200,000** (–)
Investment in equity shares pending for allotment	**–** (–)	**–** (–)	**–** (16,200,000)	**–** (–)	**–** (16,200,000)
Advance	**–** (–)	**–** (–)	**–** (11,045,000)	**–** (–)	**–** (11,045,000)
Unsecured loans given to	**–** (–)	**–** (–)	**19,070,000** (–)	**–** (–)	**19,070,000** (–)
Interest charged during the year on unsecured loans given	**–** (–)	**–** (–)	**367,298** (–)	**–** (–)	**367,298** (–)
Repayment of unsecured loans	**–** (–)	**–** (–)	**–** (–)	**49,400** (–)	**49,400** (–)

Notes to financial statements *(Contd.)*

Figures in ₹

Aggregate of transactions	Key management personnel			Relatives of key management personnel		Total
	Harish Mehta	Prachi Mehta	Shaila Mehta	Jigar Mehta	Arun Meghani	
Directors sitting charges	**–** (–)	**–** (–)	**–** (50,000)	**–** (–)	**150,000** (105,000)	**150,000** (155,000)
Salary and allowance	**8,357,004** (8,357,004)	**–** (–)	**–** (–)	**5,567,136** (5,570,556)	**–** (–)	**13,924,140** (13,927,560)
Other Income#	**–** (–)	**–** (–)	**–** (–)	**–** (1,831,000)	**–** (–)	**–** (1,831,000)

** Erstwhile Shantmurli Holdings Private Limited.

Recovery of excess salary paid to Mr. Jigar Mehta ₹ 1,831,000 vide MCA letter received during the last year for the period 1.4.2009 to 31.3.2010 is received from him during the last year.

Aggregate of transactions	Enterprise over which key management personnel exercise significant influence		Total
	Desai Finwealth Investments and Securities Private Limited	Onward Software Technologies Private Limited	
Advance towards expenses	**–** (–)	**1,200** (1,200)	**1,200** (1,200)

(c) Balance outstanding at end of financial year

Credit balances outstanding	Holding Company	Total
	Onward Network Technologies Private Limited	
Unsecured loan	**10,010,532** (27,900,348)	**10,010,532** (27,900,348)

Aggregate of transactions	Subsidiary Companies				Total
	Onward Technologies, Inc., USA	Onward Technologies GmbH, Germany	Onward eServices Limited	Onward Properties Private Limited **	
Debit balances outstanding					
Trade receivables	**–** (–)	**23,004,616** (21,622,108)	**–** (–)	**–** (–)	**23,004,616** (21,622,108)
Loans and advance	**–** (–)	**–** (–)	**19,070,000** (–)	**–** (–)	**19,070,000** (–)
Interest receivable	**–** (–)	**–** (–)	**330,568** (–)	**–** (–)	**330,568** (–)
Investment in equity shares	**95,169,663** (95,169,663)	**19,481,763** (19,481,763)	**156,200,000** (140,000,000)	**10,692,664** (10,692,664)	**281,544,089** (265,344,089)
Investment in equity shares pending for allotment	**–** (–)	**2,729,425** (2,729,425)	**–** (16,200,000)	**–** (–)	**2,729,425** (18,479,425)

Notes to financial statements *(Contd.)*

Figures in ₹

Aggregate of transactions	Subsidiary Companies				Total
	Onward Technologies, Inc., USA	Onward Technologies GmbH, Germany	Onward eServices Limited	Onward Properties Private Limited **	
Credit balances outstanding					
Unsecured loan	**–** (–)	**–** (–)	**–** (–)	**10,114,593** (10,163,993)	**10,114,593** (10,163,993)
Credit balance in trade receivables	**40,694,814** (67,377,526)	**–** (–)	**–** (–)	**–** (–)	**40,694,814** (67,377,526)
Trade payables	**35,753,259** (15,504,475)	**–** (–)	**–** (–)	**–** (–)	**35,753,259** (15,504,475)

** Erstwhile Shantmurli Holdings Private Limited

Aggregate of transactions	Key management personnel	Relatives of key management personnel	Total
	Harish Mehta	Jigar Mehta	
Credit balances outstanding			
Salary and allowances	**–** (14,134)	**–** (9,758)	**–** (23,892)

Aggregate of transactions	Enterprise over which key management personnel exercise significant influence	Total
	Onward Software Technologies Private Limited	
Debit balances outstanding		
Loans and advances	**–** (1,200)	**–** (1,200)

35. Disclosure for operating leases

The lease payments for lock in period to be made in respect of the leases in future are as follows:

Particular	Year ended March 31 (₹)	
	2015	2014
Lease payment debited to statement of profit and loss	**22,266,655**	21,706,145
Lease obligation		
Up to 1 year	**22,133,460**	12,893,460
Greater than 1 year but less than 5 years	**13,682,595**	8,320,095

Notes to financial statements *(Contd.)*

36. Earnings per share

The earnings per share have been computed in accordance with the "Accounting Standard 20 - Earnings per Share".

Particular	Year ended March 31	
	2015	2014
Profit/(loss) after tax	**₹ 17,281,152**	₹ 56,098,911
Profit/(loss) attributable to equity shareholders	**₹ 17,281,152**	₹ 56,098,911
Adjusted number of ordinary shares (face value ₹ 10)	**14,420,102**	13,859,126
Basic earning per share	**₹ 1.20**	₹ 3.99
Weighted average number of shares in calculating diluted EPS	**15,369,619**	14,601,291
Diluted earning per share	**₹ 1.12**	₹ 3.79
Number of shares outstanding under employee stock option plan	**11,86,600**	942,750
Fair value of shares during the year	**₹ 50.05**	₹ 47.00
Exercise price for share under option	**₹ 10**	₹ 10
Number of shares that would have been issued at fair value	**237,083**	200,585
Weighted average number of share under employee stock option plan	**949,517**	742,165

37. a) Onward Technologies employee stock option plan 2009

The Company instituted the 2009 plan for all eligible employees in pursuance of a special resolution approved by the shareholders at the extraordinary general meeting held on August 31, 2009. Scheme covers grant of options to specified permanent employees of the Company as well as its subsidiaries.

Pursuant to scheme, the Company has granted options each to eligible employees at an exercise price of ₹ 10 per equity share of ₹ 10 each.

Under the term of scheme, the vesting period shall commence on the expiry of one year from the date of grant of the options to the employees and it will be spread equally over 4 years. And 25% of the options will vest in the employees at the end of first year, 25% at the end of second year, 25% at the end of third year and balance 25% at the end of fourth year from the grant date.

The employee stock options granted shall be capable of being exercised within a period of one year from the date of vesting the options, they would be exercisable by the option holder and the shares arising on exercise of such options shall not be subject to any lock-in period. Further, in the case of termination of employment, all non-vested options would stand cancelled. Options that have vested but have not been exercised can be exercised within the time prescribed as mentioned above, failing which they would stand cancelled. The movement in the stock options during the year was as per the table given below:

Particular	Year ended March 31	
	2015	2014
Options outstanding at the beginning of the year	**235,688**	365,300
Options granted during the year	**165,000**	32,000
Options forfeited/cancelled during the year	**15,063**	49,850
Options lapsed during the year	**6,963**	9,024
Options exercised during the year	**82,012**	102,738
Options outstanding at the end of the year	**296,650**	235,688
Shares exercisable at the end of the year	**1,186,600**	942,750

Notes to financial statements *(Contd.)*

b) Stock options issued during the year have been accounted as per the accounting guidelines issued by SEBI in the year 1999. Accordingly, an amount of **₹ 8,406,448** (₹ 11,213,635) representing the current year charge has been debited to statement of profit and loss during the year under both plan.

38. a) Term loans including working capital term loans and foreign currency term loans sanctioned by Kotak Mahindra Bank Limited are secured by exclusive charge on all existing and future current assets and movable fixed assets of the Company and personal guarantee of Mr. Harish Mehta and Mr. Jigar Mehta along with corporate guarantee of Onward Network Technologies Private Limited. Further secured by extension of equitable mortgage over the properties situated at Sterling Centre, Worli, Mumbai and E-Space, Nagar Road, Pune (both the properties are owned by Onward Network Technologies Private Limited). The existing term loans which were converted to foreign currency term loans during the year carried interest rate of LIBOR plus 6%. Term loans taken during the financial year 2013-14 carries floating interest rate of 12% to 14.50% p.a. and for 2014-15 it is 12% p.a.

b) Term loans obtained from Kotak Mahindra Prime Limited for purchase of vehicles are secured by hypothecation of vehicles and repayable in equal monthly instalments.

c) Loans from Onward Network Technologies Private Limited for which the Company has unconditional right to defer the repayment along with interest carry interest rate of 12.25% p.a.

d) Loan from Onward Properties Private Limited (erstwhile Shantmurli Holdings Private Limited) is interest free and the Company has unconditional right to defer the repayment along with interest.

e) There are no defaults in repayment of term loans during the year.

39. The Company has not yet appointed key managerial personnel - Company Secretary and Chief Financial Officer as required under provisions of section 203 read with Companies (Appointment and remuneration of Managerial person) Rules, 2014; however, all secretarial compliances are done by an independent Company Secretary firm.

40. Depreciation for current financial year is calculated as per provisions of Companies Act, 2013 and Company opted to take the impact of the new provision to retained earnings vide the MCA notification dated 29.08.2014.

41. All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Schedule III of Companies Act, 2013. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

42. Figures are rounded off to the nearest rupee and figures in bracket pertain to the previous year.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration Number: 105215W/W10057

Parag P. Pansare
Partner
Membership No.: 117309

Place : Mumbai
Date : May 13, 2015

For and on behalf of the Board of Directors

Harish Mehta
Chairman and Managing Director

Arun Meghani
Director

Pradip Dubhashi
Director

Annexure V

Sr. No.	Name of the subsidiary	Onward eServices Limited	Onward Technologies, Inc.	Onward Technologies GmbH	Onward Properties Private Limited*
1	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as Parent Company	Same as Parent Company	Same as Parent Company	Same as Parent Company
2	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	USD Rates#	EURO Rates@	INR
3	Share capital (including share application money) (R)	156,200,000	95,169,663	22,211,188	500,000
4	Reserves and surplus	(139,055,745)	67,799,692	(33,541,606)	9,627,260
5	Total assets	212,994,686	255,844,915	17,385,207	10,144,114
6	Total Liabilities	195,850,430	92,875,559	31,445,050	16,854
7	Investments	-	-	-	-
8	Turnover	325,725,039	710,671,514	40,944,629	-
9	Profit before taxation	13,983,750	11,154,676	(8,929,211)	(38,474)
10	Provision for taxation	-	4,395,614	-	-
11	Profit after taxation	13,983,750	6,759,062	(8,929,211)	(38,474)
12	Proposed Dividend	-	-	-	-
13	% of shareholding	100	100	100	100

* Erstwhile Shantmurli Holding Private Limited

\# Rates for profit and loss items considered at average rate of ₹ 61.28 and for balance sheet items considered at average rate of ₹ 62.53

@ Rates for profit and loss items considered at average rate of ₹ 76.86 and for balance sheet items considered at average rate of ₹ 67.85

ASSENT/DISSENT FORM

Onward Technologies Limited
CIN: L28920MH1991PLC062542
Registered Office: 2nd Floor Sterling Centre, Dr. A.B. Road, Worli, Mumbai – 400018
www.onwardgroup.com

Twenty Fourth Annual General Meeting - July 31, 2015

Registered Folio Number:	DP ID*:
Number of shares:	Client ID*:

- * Applicable for members holding shares in electronic form.
- This form should reach the registered office of the Company atleast 48 hours before the commencement of the meeting. All forms received thereafter shall be rejected by the Company. The proxy need not be a member of the Company.

I/We hereby exercise my/our vote(s) in respect of the resolutions set out in the Notice of the Twenty Fourth Annual General Meeting (AGM) of the Company to be held on Friday, July 31, 2015, by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution number	Particulars of the resolution	Number of shares	Assent	Dissent
1	To adopt audited financial statement of the Company for the financial year ended March 31, 2015,			
2	Reappointment of Mr. Arun Meghani as a director liable to retire by rotation,			
3	Appointment of Statutory auditors,			
4	Appointment of Mrs. Prachi Mehta as a director, liable to retire by rotation,			
5	Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings,			
6	Revision in remuneration of Mr. Jigar Mehta Chief Operating Officer, relative of directors holding office or place of profit, for the period from 01.04.2015 to 31.03.2018,			
7	Extension of the benefits of ESOP scheme – 2009,			
8	Approval for entering into related party transactions by the Company,			
9	Appointment of Mr. Harish Mehta as Chairman and Managing Director of the Company from 01.04.2016 till 31.03.2019.			

Place:

Date: Signature of the Member

For voting through this assent/dissent form, kindly see the instructions over leaf.

Instructions for voting by assent/dissent form:

Instructions:

1. A Member can opt for only one mode of voting i.e. either through e-voting or by assent/dissent form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and votes cast by the assent/dissent form shall be treated as invalid.

2. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.

3. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the resolutions forming part of the Notice of the AGM.

Process and manner for members opting to vote by using the assent/dissent form

1. Please complete and sign the assent/dissent form (no other form or photo copy thereof is permitted) and send it so as to reach the scrutinizer appointed by the board of directors of the Company, Mr. Nilesh Pradhan, Practicing Company Secretary (Membership Number: FCS 5445, COP Number: 3659) at the registered office of the Company at the address - 2nd Floor, Sterling Centre, Dr. A.B. Road, Worli, Mumbai – 400018.

2. The form should be signed by the member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. A member cannot appoint a proxy for voting through assent/dissent form.

3. In case the shares are held by companies, trusts, societies, etc. the duly completed assent/dissent form should be accompanied by a certified true copy of the relevant board resolution/authorization.

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the assent/dissent form.

5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the Company as on June 30, 2015 and as per the register of members of the Company.

6. Duly completed assent/dissent form should reach the scrutinizer not later than Wednesday, July 29, 2015 (11.00 a.m. IST). All assent/dissent forms received after the aforementioned will be strictly treated as if the reply from the members has not been received.

7. A Member may request for a duplicate assent/dissent form, if so required. However, duly filled in and signed duplicate form should reach the scrutinizer not later than the date and time specified in serial no. 6 above.

8. Unsigned, incomplete, improperly or incorrectly tick marked assent/dissent forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The decision of the scrutinizer on the validity of the assent/dissent form and any other related matter shall be final.

10. The results declared along with scrutinizer's report, shall be placed on the Company's website www.onwardgroup.com and on the website of the Central Depository Services (India) Limited within two days of the passing of the resolutions at the AGM of the Company on July 31, 2015, and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

CIN: L28920MH1991PLC062542
Registered Office: 2nd Floor Sterling Centre, Dr. A.B. Road, Worli, Mumbai - 400018.
www.onwardgroup.com

PROXY FORM

Twenty Fourth Annual General Meeting – July 31, 2015

I / We _____ of _____ being member / members of Onward Technologies Limited hereby appoint _____ of _____ or failing him / her _____of or failing him / her _____of _____as my/our proxy to attend and vote for me/us and on my/our behalf at the **Twenty Fourth Annual General Meeting** of the Company to be held on Friday, July 31, 2015 at 11.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Mumbai - 400034 and at any adjournment(s) thereof.

Registered Folio number:	DP ID *:
Number of shares:	Client ID *:

* Applicable for members holding shares in electronic form.

Affix Revenue Stamp of ₹ 1

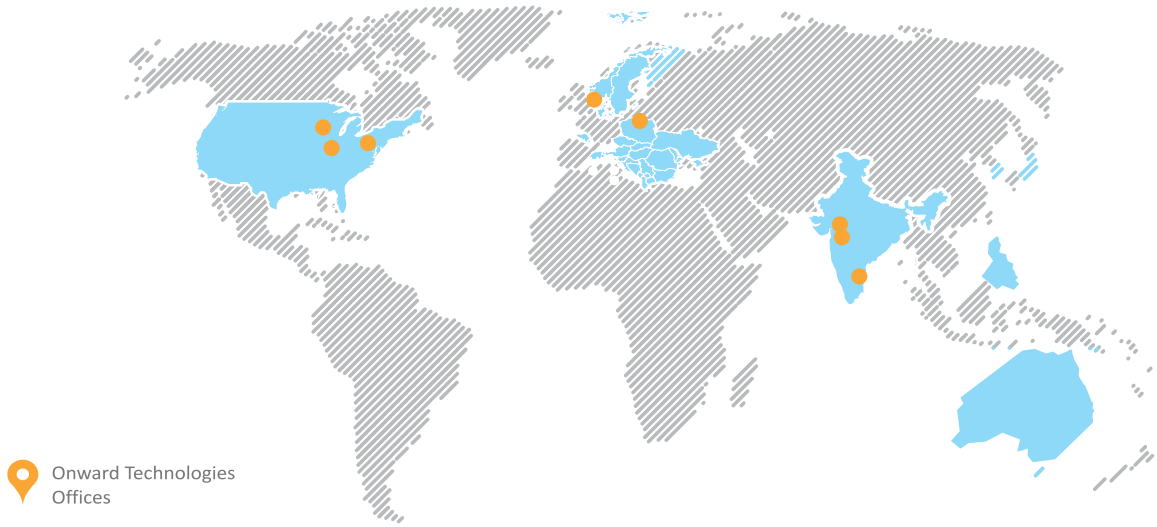
Signature of Member_____

Notes: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

Notes

Notes

Global Footprint



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