

15th May, 2020

National Stock Exchange of India Limited
“Exchange Plaza”, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai – 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Sub: Intimation under Regulations 30 & 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of Merger by Absorption of Onward eServices Limited, a wholly owned subsidiary of the Company (“OeSL”) with the Company and their respective Shareholders (“Scheme”)

The Board of Directors of Onward Technologies Limited (“OTL”) at its Meeting held on 15th May, 2020, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of Onward eServices Limited, a wholly owned subsidiary of the Company (“OeSL”) with the Company and their respective Shareholders (“Scheme”) under the provisions of sections 230 to 232 of the Companies Act, 2013.

The salient features of the proposed Scheme are as under:

1. The Appointed Date of the Scheme would be 1st January 2020.
2. The entire assets and liabilities of OeSL to be transferred to and recorded by the Company at book values.
3. The entire share capital of OeSL is held by the Company. Upon the Scheme being effective, all equity and preference shares held by the Company in OeSL as on the Effective Date shall stand cancelled, without any further act or deed. Accordingly, in respect of the Scheme, except for extinguishment of shares held by the Company in OeSL, no consideration whatsoever shall pass to OeSL.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in Annexure A to this letter.

This is for your information.

Kindly acknowledge receipt.

Yours faithfully,
For Onward Technologies Limited

Dimple Chauhan
Company Secretary
Encl.: a/a

Annexure A

Amalgamation/ Merger:

Sr. No.	Details of Events that need to be provided	Information of such events(s)												
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover, etc.	<p>The details of Onward eServices Limited (“Transferor Company” or “OeSL”) and Onward Technologies Limited (“Transferee Company” or “OTL”), is as under:</p> <p style="text-align: right;">As on 31st March, 2020 (Amount in cr.)</p> <table border="1" data-bbox="702 571 1473 862"> <thead> <tr> <th>Particulars</th> <th>OeSL</th> <th>OTL</th> </tr> </thead> <tbody> <tr> <td>Paid-up Capital (INR in crores)</td> <td>24.62</td> <td>16.04</td> </tr> <tr> <td>Net-worth (Standalone) (INR in crores)</td> <td>16.46</td> <td>68.58</td> </tr> <tr> <td>Turnover (Standalone) (INR in crores)</td> <td>58.51</td> <td>122.05</td> </tr> </tbody> </table>	Particulars	OeSL	OTL	Paid-up Capital (INR in crores)	24.62	16.04	Net-worth (Standalone) (INR in crores)	16.46	68.58	Turnover (Standalone) (INR in crores)	58.51	122.05
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b)	Whether, the transaction would fall within related party transaction? If yes, whether the same is done at arm’s length?	<p>The Transferor Company is a wholly-owned subsidiary of the Transferee Company and as such related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme, as well as the Scheme is exempted from the provisions of SEBI circular dated March 10, 2017.</p>												
c)	Area of business of the entities	<p>OeSL:</p> <p>OeSL is engaged in the business of onsite and offshore software development, programming, installation, implementation, up gradation, re-engineering, consultancy, training in computer software, information technology, networking, system design, IT and ITS services wherein we provide the entire suite of traditional as well as Digital Transformation solutions by way of application development & support, infrastructure support, cloud services, and data analytics. We cater to various verticals such as BFSI, manufacturing, Pharma, FMCG, corporates, software consultancy and other industries for all their IT enabled services and digital transformation needs.</p> <p>OTL:</p> <p>The Company is engaged in technology services predominantly in the areas of Engineering R&D (ER&D), Mechanical Engineering Design Services and IT consulting services which includes Product design, Engineering analysis, Manufacturing engineering solutions, and</p>												

		Engineering change management. The company provides solutions to its clients by way of execution capabilities across the Digital Transformation suite, Embedded Systems, Engineering Services, Data Analytics, Artificial Intelligence, and Machine Learning.
d)	Rationale for amalgamation/merger	<p>The Transferor Company and Transferee Company are under same control and management of the Onward Group which is engaged in IT consultancy business. Onward Technologies Limited holds 100% share capital of Onward eServices Limited. As both the companies are under common control and management, it is proposed to amalgamate Onward eServices Limited with Onward Technologies Limited. The proposed amalgamation will be beneficial to the Transferor Company, the Transferee Company, their respective shareholders and creditors, employees and other stakeholders and will have following benefits:</p> <ul style="list-style-type: none"> • Integration of business operations. • Synergies in operation arising from consolidation of various projects leading to efficient utilization of resources. • Greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities. • Garner the benefits arising out of economies of large scale and lower operating costs. • Pooling of talents in terms of manpower, management, administration etc. to result in savings of costs. • Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances. • Integrated operational and marketing strategies, inter-transfer of resources / costs will result in optimum utilization of assets. • Bring uniformity in corporate policy. • Benefit of operational synergies to the combined entity and greater leverage in operations, planning and process optimization. <p>The proposed corporate restructuring mechanism by way of a scheme of merger by absorption under the provisions of the Act will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of OeSL and OTL.</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio	The entire share capital of OeSL is held by the Company. Upon the Scheme being effective, all equity and preference shares held by the Company in OeSL as on the Effective Date shall stand cancelled, without any further act or deed. Accordingly, in respect of the Scheme, except for extinguishment of shares held by the Company in OeSL, no consideration whatsoever shall pass to OeSL.
f)	Brief details of change in shareholding pattern (if any) of the listed entity	There will be no change in the shareholding pattern of the Transferee company pursuant to the scheme as no shares are being issued by the Transferee company in connection with the Scheme.