

Date: May, 27 2019

To,

**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**

**Subject:** Annual Secretarial Compliance Report for the year ended March 31, 2019  
Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019

Dear Sir,

In terms of Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019 issued by M/s Nilesh A Pradhan & Co., LLP, Company Secretaries and Secretarial Auditor of our Company.

Kindly take the same on record

Yours' faithfully,

**For Onward Technologies Limited**

*Anup Chandra*

Company Secretary

Encl: As above



# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

### Secretarial Compliance Report of Onward Technologies Limited for the year ended 31<sup>st</sup> March, 2019

We Nilesh A. Pradhan & Co., LLP have examined:

- (a) all the documents and records made available to us and explanation provided by Onward Technologies Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

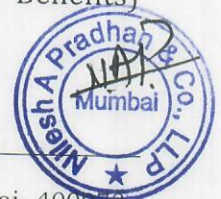
(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



LLP Identity No.AAN-6938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.  
☎ 91 - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 6 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.  A listed entity shall appoint a qualified company secretary as the compliance officer.	The Company did not have a qualified company secretary as the compliance officer for the period 01.08.2018 to 24.01.2019.	The Company Secretary of the Company resigned with effect from 31.07.2018 and the Company has appointed new Company Secretary and compliance officer on 24.01..2019.
2.	Regulation 30 (6) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.  The Company has to intimate change in Key Managerial Personnel within 24 hours.	The Company has given the intimation of resignation of Company Secretary after period specified Regulation 30 (6) of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.	Company Secretary of the Company resigned with effect from 31 <sup>st</sup> July, 2018 and the same was intimated to the Stock Exchange on 29 <sup>th</sup> August, 2018.

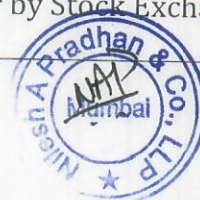


Sr. No	Compliance Requirement(Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
3.	Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015  Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.	Director & designated person purchased shares of the Company when the trading window closed.	Director & designated person purchased shares of the Company when the trading window was closed.
4.	Regulation 7 of the Regulation Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015.  Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.	In terms of the provisions of Regulation Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015. There was delay in submission of the above disclosures in certain cases.	There was delay in disclosure of one or two days by the Company to the Stock Exchange.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

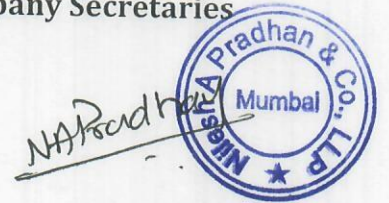
Sr.No	Action taken by	Details of violation	Details of action taken e.g fines, warning letter , debarment etc.	Observations/Remarks of the Practicing Company Secretary if any
Based on the information provided to us no action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges.				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the Secretarial Compliance Report for the year ended ...(The years are to be mentioned)	Action taken by the listed entity if any	Comments of the Practicing Company Secretary on the action taken by the listed entity.
	This being the first report pursuant to the regulations this part of reporting is not applicable for the financial year under review.			

For Nilesh A. Pradhan & Co., LLP  
Company Secretaries



Nilesh A. Pradhan  
Partner  
FCS No: 5445.  
COP No: 3659

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019