



16th Annual Report 2006-2007



NAFEMS
The International Association for the
Engineering Analysis Community

BOARD OF DIRECTORS

Harish Mehta	Chairman & Managing Director
Shaila Mehta	Director
Pradip Dubhashi	Director
Berjis Desai	Director (upto 28.7.2006)
Arun Meghani	Director
Samir Desai	Director
Dr. Atul Wad	Director (w.e.f. 28.7.2006)

COMPANY SECRETARY

Shabbir Vaziry

AUDITORS

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

REGISTERED OFFICE

Onward House,
Plot D, 28/7, T.T.C.,
MIDC Industrial Area,
Turbhe, Dist. Thane,
Navi Mumbai – 400 705.
Tel: + 91 22 27680044

REGISTRAR & SHARE TRANSFER AGENTS

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

CORPORATE WEBSITE

www.onwardgroup.com

CONTENTS

Notice	2
Director's Report	15
Management Discussion and Analysis	21
Report on Corporate Governance	23
Auditor's Report	34
Balance Sheet	38
Profit & Loss Account	39
Cash Flow Statement	40
Schedules to Accounts	41
Balance Sheet Abstract & Company's General Business Profile	56
Consolidated Financial Statements	57
Statement pursuant to Section 212 of the Companies Act, 1956	75
Subsidiary Companies Accounts	
Onward eServices Limited	76
Shantmurli Holdings Limited	88
Onward Technologies, Inc.	92
Onward Technologies GmbH	96



Notice

NOTICE is hereby given that the Sixteenth Annual General Meeting of Onward Technologies Limited will be held on Friday, July 20, 2007 at the Registered Office of the Company situated at Onward House, Plot No. D 28/7, TTC, MIDC Industrial Area, Turbhe, Navi Mumbai 400 705, at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2007, the Balance Sheet as at that date and the Report of the Auditors and that of the Directors thereon.
2. To appoint a director in place of **Mrs. Shaila Mehta**, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a director in place of **Dr. Atul Wad**, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if deemed fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. Kirtane & Pandit, Chartered Accountants, Pune, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration plus travelling and other out of pocket expenses that may be incurred by the Auditors in connection with the Audit of Accounts of the Company"

SPECIAL BUSINESS

5. To consider and if deemed fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT, pursuant to the provisions of Section 163 of the Companies Act, 1956, the Company hereby approves that the register of members, indexes, returns and copies of certificates and documents, instead of being kept at the registered office of the Company at Onward House, Plot No. D 28/7, TTC, MIDC Industrial Area, Turbhe, Navi Mumbai – 400 705, shall now be kept at the Company's Corporate office at 501, Solaris - 1, A Wing, Saki Vihar Road, Andheri (E), Mumbai – 400 072, where the necessary registers, indexes, returns as mentioned above shall remain open on all weekdays for inspection of the members during the business hours of the Company from 9.30 a.m. to 5.30 p.m., except Saturdays, Sundays and Public Holidays."
6. To consider and if deemed fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:
"INPARTIAL MODIFICATION OF THE RESOLUTION passed by the Shareholders of the Company at its 14th Annual General Meeting held on August 9, 2005, it is hereby **RESOLVED THAT** pursuant to Section 81 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Company and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include the Compensation Committee, for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution and/or such other persons who may be authorized in this regard) be and is hereby authorized to issue, offer and allot Six Lac Equity Stock Options, convertible into Twenty Four Lac Equity Shares of the aggregate nominal face value not exceeding Rupees Ten each (Rs.10 each) to the present and future permanent Employees as well as Directors of Onward Technologies Ltd. (OTL) under an Employee Stock Option Scheme (herein after referred to **"ESOS"**) on the terms and conditions as set out in the Explanatory Statement to this item and on such other terms and conditions and in such tranche/s as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms, as approved by the members, the Board, be and is hereby authorized to implement the Scheme (with or without modifications and variations) in one or more tranches in such manner as the Board may deem fit.

Notice (Contd.)

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Scheme (including to amend or modify any of the terms thereof) and to the Shares issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

RESOLVED FURTHER THAT no single employee as well as Directors shall be granted Options under the Scheme or under existing Schemes entitling such employee as well as Directors to Equity Shares in the Company which would represent more than 1% of the paid-up Share capital of the Company as on the date of grant of Options or 10% of the total number of Options granted under the Scheme and that the minimum number of Options that can be granted under the forthcoming Schemes as well as existing Schemes are zero.

RESOLVED FURTHER THAT the Equity Shares to be issued as stated aforesaid shall rank pari-passu with all the existing Equity Shares of the Company for all purposes."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"INPARTIAL MODIFICATION OF THE RESOLUTION passed by the Shareholders of the Company at its 14th Annual General Meeting held on August 9, 2005, it is hereby **RESOLVED THAT** pursuant to Section 81 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Company and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include the Compensation Committee, for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution and/or such other persons who may be authorized in this regard) be and is hereby authorized to issue, offer and allot One Lac Equity Stock Options, convertible into Four Lac Equity Shares of the aggregate nominal face value not exceeding Rupees Ten each (Rs.10 each) to the present and future permanent Employee as well as Directors of Onward Technologies, Inc., USA, (OTI) under an Employee Stock Option Scheme (herein after referred to "ESOS") on the terms and conditions as set out in the Explanatory Statement to this item and on such other terms and conditions and in such tranche/s as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms, as approved by the members, the Board, be and is hereby authorized to implement the Scheme (with or without modifications and variations) in one or more tranches in such manner as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Scheme (including to amend or modify any of the terms thereof) and to the Shares issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

Notice (Contd.)

RESOLVED FURTHER THAT no single employee as well as Directors shall be granted Options under the Scheme or under existing Schemes entitling such employee as well as Directors to Equity Shares in the Company which would represent more than 1% of the paid-up Share capital of the Company as on the date of grant of Options or 10% of the total number of Options granted under the Scheme and that the minimum number of Options that can be granted under the forthcoming Schemes as well as existing Schemes are zero.

RESOLVED FURTHER THAT the Equity Shares to be issued as stated aforesaid shall rank *pari-passu* with all the existing Equity Shares of the Company for all purposes."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"INPARTIAL MODIFICATION OF THE RESOLUTION passed by the Shareholders of the Company at its 14th Annual General Meeting held on August 9, 2005, it is hereby **RESOLVED THAT** pursuant to Section 81 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s) thereto or modification(s) or re-enactment(s) thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Company and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI, RBI and all other appropriate authorities, institutions or bodies and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall be deemed to include the Compensation Committee, for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution and/or such other persons who may be authorized in this regard) be and is hereby authorized to issue, offer and allot One Lac Equity Stock Options, convertible into Four Lacs Equity Shares of the aggregate nominal face value not exceeding Rupees Ten each (Rs 10 each) to the present and future permanent Employee as well as Directors of Onward eServices Limited, (OeSL), under an Employee Stock Option Scheme (herein after referred to "ESOS") on the terms and conditions as set out in the Explanatory Statement to this item and on such other terms and conditions and in such tranche/s as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms, as approved by the members, the Board, be and is hereby authorized to implement the Scheme (with or without modifications and variations) in one or more tranches in such manner as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Scheme (including to amend or modify any of the terms thereof) and to the Shares issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

RESOLVED FURTHER THAT no single employee as well as Directors shall be granted Options under the Scheme or under existing Schemes entitling such employee as well as Directors to Equity Shares in the Company which would represent more than 1% of the paid-up Share capital of the Company as on the date of grant of Options or 10% of the total number of Options granted under the Scheme and that the minimum number of Options that can be granted under the forthcoming Schemes as well as existing Schemes are zero.

RESOLVED FURTHER THAT the Equity Shares to be issued as stated aforesaid shall rank *pari-passu* with all the existing Equity Shares of the Company for all purposes."

9. To consider and if deemed fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof,

Notice (Contd.)

for the time being in force) and subject to the approval of Central Government, if any and such other approvals as may be required, the members of the Company do hereby approve the re-appointment and payment of remuneration to Mr. Harish Mehta as Chairman and Managing Director of the Company for a period of (3) three years with effect from January 1, 2006 to December 31, 2008, on the terms and conditions set out in the agreement to be entered into between the Company and Mr. Harish Mehta, a draft whereof is submitted to this meeting and initialled by the Chairman for the purpose of identification with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration and/or agreement in such manner as may be agreed to between the Board and Mr. Harish Mehta, provided such alterations/variations are in accordance with the approval accorded by the members of the Company.

FURTHER RESOLVED THAT, subject to the approval of the Government of India, notwithstanding the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956, or any modification(s) thereto or re-enactment thereof, if in any financial year during the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, Mr. Harish Mehta, shall be entitled to receive and be paid the same remuneration in that year as set out in the aforesaid agreement.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

By the order of the Board of Directors

Sd/-

Harish Mehta

Chairman & Managing Director

Place : Mumbai

Date : June 4, 2007

Registered Office:

Onward House,
Plot No. D 28/7
TTC, MIDC Industrial Area, Turbhe,
Navi Mumbai - 400 705.

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, 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 sub-section (2) of Section 173 of the Companies Act, 1956. The bio data of the Directors proposed to be appointed / re-appointed is also annexed to this Notice as required under the Listing Agreement.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 18, 2007 to Friday, July 20, 2007 (both days inclusive).
5. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/ Client ID and DP ID numbers as applicable including any change of address, if any, to the Registrars and Transfer Agents of the Company viz.:
Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup, Mumbai - 400 078.
6. Members/Proxies attending the Meeting are requested to bring their copies of Annual Report together with attendance slip at the Meeting.
7. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the Meeting.



Notice (Contd.)

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

The Accounts and Secretarial Department were earlier placed at the registered office of the Company situated at Onward House, Plot No. D 28/7, TTC, MIDC Industrial Area, Turbhe, Navi Mumbai – 400 705.

Since the Registered office is situated at a place which is quite a distance away from the Banks and other government offices, lot of time was spent on traveling. It was therefore decided to shift the Accounts and Secretarial Department of the Company to a place which is closure to the Banks and government offices.

Accordingly, the said Departments were moved from the registered office and were relocated at 501, Solaris - 1, A Wing, Saki Vihar Road, Andheri (E), Mumbai – 400 072.

In view of the shifting of the above, all the Statutory Records and Registers required under the Companies Act, 1956, are kept and maintained at the registered office of the Company.

Owing to operational difficulties, the members are proposed to kindly accord its consent to maintain and keep all the Statutory Records and Registers at 501, Solaris - 1, A Wing, Saki Vihar Road, Andheri (E), Mumbai – 400 072 instead of the registered office of the Company.

None of the Directors of the Company are concerned or interested in the said resolution.

Item No. 6

At the 14th Annual General Meeting of the Shareholders of the Company, the Shareholders had passed a special resolution to issue, offer and allot Six Lac Equity Stock Options, convertible into Twenty Four Lac Equity Shares of the aggregate nominal face value not exceeding Rupees Ten each (Rs.10) to the present and future permanent Employees of the Company under an Employee Stock Option Scheme (hereinafter referred to as “ESOS”).

The Employee Stock Option Scheme as approved by the Shareholders is applicable to the (a) Permanent Employees as well as (b) the Directors of the Company. Since the special resolution passed by the Shareholders at the 14th Annual General Meeting mentioned about grant of Employee Stock Options to present and future permanent Employees of the Company. Therefore, It is now proposed to the Shareholders to kindly extend the proposal to issue, offer and allot Equity Stock Options to the Independent Directors of the Company.

The Company believes that the Directors of the Company through their experience, knowledge, acumen and invaluable efforts have significantly contributed to the Company in its effort for creating wealth and maximizing returns for its stakeholders. In order to appreciate and reward the efforts made by the Independent Directors of the Company, one of the measures adopted by the Company towards this end is to grant Stock Options to the Independent Directors of the Company from time to time.

The Independent Directors can exercise the Option after a stipulated time and after complying with the conditions subject to which the Options are granted, by paying the appropriate consideration, consequent to which the Shares would be allotted to them. The object of the Employees' Stock Option Scheme (hereinafter referred to as “the Plan/ESOS”) is to appreciate and reward the Independent Directors of the Company and thereby achieve the objective of maximizing of returns for the stakeholders.

The following would inter-alia be the broad terms and conditions of the ESOS:

Total number of Options/Shares to be granted under the ESOS:

It is proposed to grant Six Lac Options entitling the grantees to subscribe for an aggregate of Twenty Four Lac Equity Shares of the face value of Rs. 10 each.

Identification of classes of Employees as well as Independent Directors entitled to participate in the ESOS:

The present and future permanent Employees as well as Independent Directors of the Company will be entitled to participate in the ESOS, subject to the applicable regulatory requirements and guidelines.

Notice (Contd.)

Requirements of vesting and period of vesting:

The vesting period shall commence on the expiry of one year from the date of grant of the Options to the Employees as well as Independent Directors and could extent up to four years from the date of grant of the Options. The Share Options could be granted in tranches and could vest in tranches. The number of Stock Options made available to a particular class of Employees as well as Independent Directors could vary at the discretion of the Compensation Committee.

Maximum period within which the Options shall be vested:

From the date of grant of the Options, the Options shall vest in the Employee as well as Independent Directors within such period as may be prescribed by the Compensation Committee, which period shall as mentioned above, being not less than one year and not more than four years from the date of allotment of the Options.

Exercise Price :

The Equity Shares would be issued to the eligible Employees as well as Independent Director at a price of Rs. 30 per Equity Share .

Exercise period and the process of exercise:

From the date of vesting of the Options, the Employees as well as Independent Director shall be entitled to exercise the Options within such period as may be prescribed by the Compensation Committee, which period shall not exceed a period of four years from the date of the respective vesting of the Options.

The Options would be exercised by the said Employees as well as Independent Director by payment of the consideration amount and submitting the requisite application form, after which the Shares would be allotted.

Appraisal process for determining the eligibility of Employees to the ESOS:

Before granting the Options to the Employees under ESOS, the Compensation Committee would inter alia take into consideration the grade, performance, merit, length of service, future potential contribution and conduct of the Employee and such other factors as may be deemed appropriate by it.

Maximum number of Options to be issued per Employee as well as Independent Director and in the aggregate:

The number of Options that would be issued to an Employee as well as Independent Director under the ESOS would be determined by the Compensation Committee. However no single Employee as well as Independent Director shall be granted Options under the ESOS entitling such Employee as well as Independent Director to Equity Shares in the Company which would represent more than 1% of the paid-up Share capital of the Company as on the date of grant of Options or 10% of the total number of Options granted under the Scheme. The minimum number of Options that can be granted under the ESOS are zero. Maximum number of Options to be issued in aggregate shall not exceed Sixty Thousand.

Disclosure and accounting policies:

The Company shall comply with the disclosure and accounting policies prescribed by the SEBI and any other appropriate regulatory authority.

Method to value Options:

The Company may use the intrinsic value method to value its Options.

In case the Company calculates the Employee as well as Independent Director compensation cost using the intrinsic value of the Stock Options, the difference between the Employee as well as Independent Director compensation cost so computed and the Employee as well as Independent Director compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed in the Directors' Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Directors' Report.

The Board of Directors recommend the resolution for approval of the members.

Approval of the members is sought in terms of section 81(1-A) of the Companies Act, 1956, for the issue of Equity Shares of the Company to the persons mentioned above under ESOS. The Board/Committee shall have the absolute authority to vary or modify the terms herein above in accordance with and subject to all applicable guidelines which may be stipulated by SEBI or otherwise.

Except the Independent Directors of the Company, none of the Directors are concerned or interested in the aforesaid Resolution.



Notice (Contd.)

Item No. 7 & 8

At the 14th Annual General Meeting of the Shareholders of the Company, the Shareholders had passed a special resolution to issue, offer and allot One Lac Equity Stock Options each, convertible into Four Lac Equity Shares each of the aggregate nominal face value not exceeding Rupees Ten each (Rs.10) to the present and future permanent Employees of its subsidiary Company viz., Onward eServices Limited and Onward Technologies, Inc., USA under an Employee Stock Option Scheme (hereinafter referred to as "ESOS").

The Employee Stock Option Scheme as approved by the Shareholders is applicable to the (a) Permanent Employees as well as (b) the Directors of the Company. Since the special resolution passed by the Shareholders at the 14th Annual General Meeting mentioned about grant of Employee Stock Options to present and future permanent Employees of the subsidiary Company. Therefore, it is now proposed to the Shareholders to kindly extend the proposal to issue, offer and allot Equity Stock Options to the Independent Directors of the subsidiary Company.

The Company believes that the Directors of the Company through their experience, knowledge, acumen and invaluable efforts have significantly contributed to the Company in its effort for creating wealth and maximizing returns for its stakeholders. In order to appreciate and reward the efforts made by the Independent Directors of the Company, one of the measures adopted by the Company towards this end is to grant Stock Options to the Independent Directors of the Subsidiary Company from time to time.

The Independent Directors can exercise the Option after a stipulated time and after complying with the conditions subject to which the Options are granted, by paying the appropriate consideration, consequent to which the Shares would be allotted to them. The object of the Employees' Stock Option Scheme (hereinafter referred to as "the Plan/ESOS") is to appreciate and reward the Independent Directors of the Subsidiary Company and thereby achieve the objective of maximizing of returns for the stakeholders.

The following would inter-alia be the broad terms and conditions of the ESOS:

Total number of Options/Shares to be granted under the ESOS:

It is proposed to grant Onward Technologies, Inc., USA and Onward eServices Limited, India, One Lac Options each entitling the grantees to subscribe for an aggregate of Four Lac Equity Shares of the face value of Rs. 10 each.

Identification of classes of Employees as well as Independent Directors entitled to participate in the ESOS:

The present and future permanent Employees as well as Independent Directors of the Company will be entitled to participate in the ESOS, subject to the applicable regulatory requirements and guidelines.

Requirements of vesting and period of vesting:

The vesting period shall commence on the expiry of one year from the date of grant of the Options to the Employees as well as Independent Directors and could extent up to four years from the date of grant of the Options. The Share Options could be granted in tranches and could vest in tranches. The number of Stock Options made available to a particular class of Employees as well as Independent Directors could vary at the discretion of the Compensation Committee.

Maximum period within which the Options shall be vested:

From the date of grant of the Options, the Options shall vest in the Employee as well as Independent Directors within such period as may be prescribed by the Compensation Committee, which period shall as mentioned above, being not less than one year and not more than four years from the date of allotment of the Options.

Exercise Price :

The Equity Shares would be issued to the eligible Employees as well as Independent Director at a price of Rs. 30 per Equity Share .