



**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 FURTHER 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

Place: Mumbai
 Date: May 13, 2015

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

Harish Mehta
Chairman and Managing Director
 DIN: 00153549

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 30th July, 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.