

Date: July 26, 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: Disclosure under Regulation 44(3) Of the SEBI (LODR) Regulations, 2015 - 28<sup>th</sup> Annual General Meeting of Onward Technologies Limited (the 'Company')

We hereby submit the details of voting for the 28<sup>th</sup> Annual General Meeting of the Company held on July 25, 2019 pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed voting results of e-voting and poll is enclosed herewith.

Further, in terms of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer's report on the remote e-voting and poll is also enclosed herewith.

Kindly take the above on record and acknowledge receipt of the same.

#### For Onward Technologies Limited

Dimple Chauhan Company Secretary

Encl: As above



Registered Office : Sterling Centre, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai (MH)- 400 018. Tel.: +91 (22) 2492 6570 Fax : +91 (22) 2492 6549 CIN No.: L28920MH1991PLC62542. www.onwardgroup.com

			Onward	Technologies	Limited			
Resolution Required : (Ordi	nary)		1 - 1) A) Adopt	ion of the Audited Fi ogether with the Rep	nancial Statem		and a second and a second s	and a subscription of the subscription of the subscription of the
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		9736793	100.0000	9736793	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	9736793	0	0.0000		0	0.0000	0.0000
	Total		9736793	100.0000		0	100.0000	0.0000
	E-Voting Poll		0	0.0000		0	0.0000	0.0000
Public Institutions	Postal Ballot	5000		0.0000	10 A	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		561331	9.0012	558281	3050	99.4566	0.5434
	Poll		2093	0.0336	2093	0	100.0000	0.0000
Public Non Institutions	Postal Ballot Total	6236177	0 563424	0.0000 <b>9.0348</b>	0 560374	0 <b>3050</b>	0.0000 <b>99.4587</b>	0.0000 <b>0.5413</b>
Total		15977970	10300217	64.4651	10297167	3050	99.9704	0.0296



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			Onward	Technologies	Limited			
Resolution Required : (Ordi	nary)		2 - Declaration	of Dividend for the y	vear ended 31s	t March,2019		
Whether promoter/ promo the agenda/resolution?	ter group are ir		No					19
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		shares held [1]	polled [2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	[4]	9736793	100.0000		0	100.0000	
	Poll		0	0.0000		0	0.0000	and the second se
Promoter and Promoter Group	Postal Ballot	9736793	0	0.0000	0	0	0.0000	
	Total		9736793	100.0000		0	100.0000	
	E-Voting		0	0.0000	and the second se	0	0.0000	0.0000
Public Institutions	Poll	5000	the second s	0.0000	120	0	0.0000	
	Postal Ballot		0	0.0000		0	0.0000	and the second
	Total		561331	9.0012	558281	3050	99.4566	
	E-Voting Poll		2093	0.0336		0	100.0000	
Public Non Institutions	Postal Ballot Total	6236177	0	0.0000 <b>9.0348</b>		0	0.0000	0.0000 <b>0.5413</b>
Total		15977970	10300217	64.4651	10297167	3050	99.9704	0.0296



			Onward	Technologies	Limited			
Resolution Required : (Ordi	inary)			nt of Director in place offers herself for re-a				
Whether promoter/ promother agenda/resolution?	oter group are in	nterested in	Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes — in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		9736793	100.0000	9736793	0	100.0000	0.0000
romoter and Promoter Poll	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	9736793	0	0.0000		0	0.0000	
	Total		9736793	100.0000		0	100.0000	
	E-Voting		0	0.0000		0	0.0000	
Public Institutions	Poll	5000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		561331	9.0012	558280	3051	99.4565	0.5435
	Poll		2093	0.0336	2093	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	6236177	0	0.0000		0	0.0000	0.0000
	Total	45077070	563424	9.0348		3051	99.4585	0.5415
Total		15977970	10300217	64.4651	10297166	3051	99.9704	0.0296



			Onward	Technologies	Limited						
Resolution Required : (Spe	cial)		4 - To continue	e office of Mr. Harish	Mehta, as Exec	cutive Chairma	n who is above 70 yea	ars of age.			
Whether promoter/ promother agenda/resolution?	oter g <mark>roup are</mark> ii	nterested in	Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled   No. of votes   on outstanding   No. of Votes   No. of Votes		No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100			
	E-Voting	-	9736793	100.0000	9736793	0	100.0000	0.0000			
romoter and Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	9736793	0	0.0000	0	0	0.0000	0.0000			
and the second	Total		9736793	100.0000	9736793	0	100.0000	0.0000			
	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Poll	Call States	0	0.0000	0	0	0.0000	0.0000			
Public Institutions	Postal Ballot	5000	0	0.0000	0	0	0.0000	0.0000			
	Total		0	0.0000	0	0	0.0000	0.0000			
	E-Voting		561331	9.0012	558280	3051	99.4565	0.5435			
	Poll		2093	0.0336	2093	0	100.0000	0.0000			
ublic Non Institutions	Postal Ballot Total	6236177	0 5 <b>6342</b> 4	0.0000 <b>9.0348</b>	0 560373	0 <b>3051</b>	0.0000 <b>99.4585</b>	0.0000 <b>0.5415</b>			
Total	. etu.	15977970	10300217	4.6978	10297166	3051	99.9704	0.0296			



			Onward	Technologies	Limited			
Resolution Required : (Spec	ial)		5 - Revision of Chairman of tl	remuneration of Mr. ne Company	Harish Mehta (	DIN: 00153549	), Executive	
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in	Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		9736793	100.0000	9736793	0	100.0000	0.0000
Deserved Deserved as	Poll		0	0.0000	0	0	0 100.000 0 0.000 0 0.000	0.0000
Promoter and Promoter Group	Postal Ballot	9736793	0 9736793	0.0000	0 9736793	0	0.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	0.0	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	5000	0	0.0000			0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000
All and the second second	E-Voting		561331	9.0012	558280	3051	99.4565	0.5435
	Poll		2093	0.0336	2093	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	6236177	0	0.0000		0	0.0000	
	Total		563424	9.0348	560373	3051	99.4585	0.5415
Total		15977970	10300217	4.6978	10297166	3051	99.9704	0.0296



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			Onward	Technologies	Limited			
Resolution Required : (Spec	ial)		6 - Revision of	remuneration of Mr.	Jigar Mehta (D	DIN: 06829197),	, Managing Director c	of the Company
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in	Yes					
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
and the second states of		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	and the Sharp	9736793	100.0000	9736793	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	9736793	0	0.0000	0	0	0.0000	0.0000
	Total		9736793	100.0000	9736793	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	5000	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		561331	9.0012	558281	3050	99.4566	0.5434
	Poll		2093	0.0336	2093	0	100.0000	0.0000
Public Non Institutions	Postal Ballot Total	6236177	0 563424	0.0000 <b>9.0348</b>	0 560374	0 <b>3050</b>	0.0000 <b>99.4587</b>	0.0000 <b>0.5413</b>
Total		15977970	10300217	4.6978	10297167	3050	99.9704	0.0296



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			Onward	Technologies	Limited			
Resolution Required : (Spec	ial)		6 - Revision of	remuneration of Mr.	Jigar Mehta (D	DIN: 06829197),	Managing Director o	f the Company
Whether promoter/ promo the agenda/resolution?	ter group are ir		Yes					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	Contraction of the	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		9736793	100.0000		0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	9736793	0			0	0.0000	
	Total		9736793	<b>100.0000</b> 0.0000		0	0.0000	0.0000
	E-Voting Poll		0	0.0000			0.0000	
Public Institutions	Postal Ballot	5000	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	2 August and a second se
	E-Voting		561331	9.0012	558281	3050	99.4566	0.5434
	Poll		2093	0.0336	2093	0	100.0000	0.0000
Public Non Institutions	Postal Ballot Total	6236177	0 563424	0.0000 <b>9.0348</b>		0 <b>3050</b>	0.0000	0.0000
Total	1.5.601	15977970	10300217	4.6978		3050	99.9704	0.0296



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			Onward	Technologies	Limited					
Resolution Required : (Spec	cial)		7 - Create, offe	er, issue and allot opt	ions under Em	ployee Stock O	ption Plan			
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in	Νο							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
romoter and Promoter	E-Voting		9736793	100.0000	9736793	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot	9736793	0	0.0000			0.0000			
	Total		9736793	100.0000	9736793	0	100.0000	0.0000		
	E-Voting Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot	5000		0.0000		0	0.0000			
	Total		0	0.0000		0	0.0000	0.0000		
	E-Voting		561331	9.0012	558281	3050	99.4566			
	Poll		2093	0.0336	2093	0	100.0000	0.0000		
ublic Non Institutions	Postal Ballot <b>Total</b>	6236177	0 563424	0.0000 <b>9.0348</b>	0 560374	0 <b>3050</b>	0.0000 <b>99.4587</b>			
Total		15977970	10300217	64.4651	10297167	3050	99.9704	0.0296		



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			Onward	Technologies	s Limited			
Resolution Required : (Spec	;ial)		8 - Employee S	itock Option Plan for	employees of t	he Subsidiary (	Companies	
Whether promoter/ promo the agenda/resolution?	ter group are i	nterested in	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		9736793	100.0000	9736793	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	9736793	0	0.0000			0.0000	
	Total		9736793	100.0000		0	100.0000	
	E-Voting	and the second	0	0.0000		and the second se	0.0000	
Public Institutions	Poll	5000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	i-mi	0	0.0000	0	0	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		561331	9.0012	558281	3050	99.4566	0.5434
	Poll		2093	0.0336	2093	0	100.0000	0.0000
ublic Non Institutions	Postal Ballot Total	6236177	0 563424	0.0000	0 560374	0	0.0000 <b>99.4587</b>	0.0000 <b>0.5413</b>
Total	Total	15977970	10300217	64.4651	10297167	3050	99.9704	0.0296



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# NILESH A. PRADHAN & CO., LLP Company Secretaries

To,

The Chairman, **Onward Technologies Limited,** Sterling Centre, 2<sup>nd</sup> Floor, Dr. A.B. Road, Worli, Mumbai-400018

Dear Sir,

Subject: Consolidated Scrutinizer's Report on e-voting process and poll conducted at 28<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> July, 2019.

The Board of the Company at its meeting held on 17<sup>th</sup> May 2019, appointed me as a scrutinizer for the remote e-voting held between 22<sup>nd</sup> July, 2019 and 24<sup>th</sup> July, 2019 and the Chairman of 28<sup>th</sup> Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 25<sup>th</sup> July, 2019.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of electronic voting to the shareholders of the Company from 22<sup>nd</sup> July, 2019 and 24<sup>th</sup> July, 2019. The remote e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company.

At the 28<sup>th</sup> AGM of the Company held on 25<sup>th</sup> July, 2019, the Chairman of the Company had suo moto called for poll to facilitate the members present in the meeting who could not participate in the remote e–voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same.

I hereby submit my following consolidated report on remote e-voting together with the poll.



LLP Identity No.AAN-6938 B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078... 2019 - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in

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Nilesh A. Pradhan & Co., LLP <u>Company Secretaries</u>

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## **CONSOLIDATED REPORT**

Sr. No. Resolution	Particulars of Resolution	Method of Voting	Votes in Fa Resolu			against solution	Invalid or abstained Votes
			No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	No.
1	1 To adopt audited financial statements	e-voting	10295074	99.97	3050	0.03	0
	(including consolidated financial	Poll	2093	100	0	0	0
	statements) of the Company for the financial year ended March, 31, 2019	Total	10297167	99.97	3050	0.03	0
2	To declare dividend on equity shares of the	e-voting	10295074	99.97	3050	0.03	0
	Company for the financial year 2018-19	Poll	2093	100	0	0	0
		Total	10297167	99.97	3050	0.03	0
3	Appointment of director in place of director retiring by	e-voting	10295073	99.97	3051	0.03	0
	rotation	Poll	2093	100	0	0	0
		Total	10297166	99.97	3051	0.03	0



Nilesh A. Pradhan & Co., LLP <u>Company Secretaries</u>

Sr. No. Resolution	Particulars of Resolution	Method of Voting	Votes in Fa Resolu			against solution	Invalid of abstained Votes
			No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	No.
4	To continue office of Mr. Harish Mehta, as	e-voting	10295073	99.97	3051	0.03	0
	Executive Chairman who is above 70 years of age.	Poll	2093	100	0	0	0
		Total	10297166	99.97	3051	0.03	0
5	5 To approve revision of remuneration of	e-voting	10295073	99.97	3051	0.03	. 0
	Mr. Harish Mehta (DIN: 00153549), Executive	Poll	2093	100	0	0	0
	Chairman of the Company	Total	10297166	99.97	3051	0.03	0
6	To approve revision of remuneration of	e-voting	10295074	99.97	3050	0.03	0 .
	Mr. Jigar Mehta (DIN: 06829197), Managing Director	Poll	2093	100	0	0	. 0
	of the Company	Total	10297167	99.97	3050	0.03	0
7	To create, offer, issue and allot options under	e-voting	10295074	99.97	3050	0.03	0
	Employee Stock Option Plan	Poll	2093	100	0	0	. 0
eradhan Multhai)	Total	10297167	99.97	3050	0.03	0	

Nilesh A. Pradhan & Co., LLP <u>Company Secretaries</u>

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Sr. No. Resolution	Particulars of Resolution	Method of Voting			Votes against the Resolution		Invalid or abstained Votes	
			No.	% of total number of valid votes cast	No.	% of total number of valid votes cast	No.	
8	To approve Employee Stock Option Plan for	e-voting	10295074	99.97	3050	0.03	0	
	employees of the Subsidiary Companies	Poll	2093	100	0	0	0	
		Total	10297167	99.97	3050	0.03	0	

From the above report I state that the entire resolutions stand passed based in the combined e-voting & poll process with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Chairman.

Thanking You,

Yours Faithfully,

For Nilesh A. Prachan & Co., LLP Company Secretarios

Partner

CP: 3659 FCS: 5445

Place: Mumbai Date: 26<sup>th</sup> July, 2019