

Date: June 27, 2017

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: Notice of 26th Annual General Meeting.

Dear Sir/Madam,

Pursuant to relevant provisions of the Listing Obligations, we hereby submit the following:

1. Notice of 26<sup>th</sup> Annual General Meeting to be held on Friday, July 21, 2017.

2. Copy of newspaper advertisement confirming completion of dispatch of above notice to the eligible members.

This is for your information and record.

Thanking You,

Yours faithfully,

For Onward Technologies Limited

Monik Damania

M-m-Danania

Company Secretary

Encl: As above.

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ISO 9001: 2008 Certified

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# **Notice of Annual General Meeting**

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of Onward Technologies Limited (the 'Company') will be held on Friday, July 21, 2017 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. To consider and adopt:

- The audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon, and
- b. The audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

#### 2. Declaration of Dividend:

To declare dividend of Re. 1 per equity share for the financial year 2016-17.

# 3. Appointment of statutory auditors and fixing their remuneration:

To appoint statutory auditors and fix their remuneration; to consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s. Kirtane & Pandit LLP, Chartered Accountants, (Firm Registration No. 105215W/W100057), who shall hold office from the conclusion of this Annual General Meeting of the Company, subject to ratification of appointment by members at every Annual General Meeting held after this Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute) be and are hereby authorized to fix such remuneration as may be determined by the Board in consultation with the Statutory Auditors in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

#### 4. Appointment of Director in place of those retiring:

To appoint a Director in place of Mrs. Prachi Mehta (DIN: 06811085), who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS**

# 5. Appointment of Mr. Rahul Rathi as an Independent Director of the Company:

To consider and if deemed fit, pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Rahul Rathi (DIN: 00966359), who was appointed as an additional director of the Company pursuant to provisions of Section 161 of the Act with effect from April 24, 2017 and who holds office up to the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing along with requisite deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for 3 (three) consecutive years for a term up to July 20, 2020."



# 6. Appointment of Mr. Parish Meghani as an Independent Director of the Company:

To consider and if deemed fit, pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Parish Meghani (DIN: 02106768), who was appointed as an additional director of the Company pursuant to provisions of Section 161 of the Act with effect from May 10, 2017 and who holds office up to the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing along with requisite deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for 3 (three) consecutive years for a term up to July 20, 2020."

#### 7. Re-appointment of Mr. Pranay Vakil as an Independent Director of the Company:

To consider and if deemed fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Pranay Vakil (DIN: 00433379), Non-executive Independent Director of the Company, who qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing along with requisite deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for 3 (three) consecutive years for a term up to July 20, 2020."

#### 8. Re-appointment of Mr. Nandkumar Pradhan as an Independent Director of the Company:

To consider and if deemed fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, Mr. Nandkumar Pradhan (DIN: 01197795), Non-executive Independent Director of the Company, who qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing along with requisite deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for 3 (three) consecutive years for a term up to July 20, 2020."

# 9. Extension of the benefits of Employee Stock Option Plan 2009 (ESOP 2009):

To consider and if deemed fit, pass following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), and all 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 Committee(s) thereof), to extend the benefits and coverage of the "Onward Employee Stock Option Plan 2009" (hereinafter referred as 'ESOP 2009') of the Company for a period up to March 31, 2020 or till the remaining options are exhausted, whichever is earlier.

**RESOLVED FURTHER THAT** all other terms and conditions and provisions as contained in the ESOP 2009 shall remain unchanged as approved by the members at the Eighteenth Annual General Meeting held on August 31, 2009.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things and execute such agreements, documents and writings and file such forms with Registrar of Companies, as may be required for the purpose of giving effect to this resolution."

By the order of the Board of Directors

Place: Mumbai Date: May 22, 2017

> Harish Mehta Executive Chairman

# **Registered Office:**

Sterling Centre, 2nd Floor, Dr. A. B. Road, Worli, Mumbai – 400018.

#### 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 (Form MGT-11) should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the meeting.
- 4. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed to this Notice.
- 5. The brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part this Notice.
- 6. 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.
- 7. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Saturday, July 15, 2017 to Friday, July 21, 2017 (both days inclusive).
- 8. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2017, if approved at the meeting, will be payable to those Members who hold shares:
  - a) In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, July 14, 2017.
  - b) In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfersin physical form lodged with the Company and / or its registrar and transfer agents on or before Friday, July 14, 2017.



- 9. Members who may wish to claim unclaimed dividends are requested to correspond with the Company, at the Company's registered office. Members are requested to note that dividends which is not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124, Section 125 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund.
- 10. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing this facility.
- 11. 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 Registrar and Transfer Agent of the Company viz.:

Link Intime India Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083.

- 12. Members seeking any information relating to accounts are requested to write to the Company at an early date to enable the management to keep the required information ready.
- 13. The certificate from the statutory auditors of the Company certifying that the Company's Employees Stock Option Scheme is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the members in general meeting is provided with this annual report and shall be available for inspection by the Members at the meeting.
- 14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, which allows the companies to send documents including annual reports and other intimation by an email. Therefore, members are requested to register their 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.
- 15. A member shall be allowed to vote only by one method. Where a member has cast his vote by more than one method, the vote casted by remote e-voting shall be considered. Where a member has not cast vote through remote e-voting, he may cast his vote by ballot paper which shall be provided at the venue of the meeting.
- 16. The notice of meeting and annual report 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. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days between 10.00 A.M. and 12.00 Noon upto the date of the meeting.
- 17. 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 members on their registered email IDs. The shareholders may register their email IDs with the Registrar and Transfer Agent M/s. Link Intime India Private Limited.
- 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
- 19. The route map of the venue of the meeting is also forming part of the Notice. The prominent landmark for the venue is, it is "Near to Tardeo AC Market".

# Remote E-Voting:

- 20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the meeting 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 paper at the venue of meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.
- 21. Mr. Nilesh A. Pradhan, Proprietor of M/s. Nilesh A. Pradhan & Co., Practicing Company Secretaries [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 voting through remote e-voting process and voting process at meeting in fair and transparent manner.

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. 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 remote 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 info@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 meeting by post:
  - (a) Initial password is provided on the attendance slip for the meeting.
  - (b) Please follow all steps from Sr. No. (ii) to Sr. No.(xi) mentioned in (A) above, to cast your vote.



#### C. Other details:

- 1. Persons who have acquired shares and became members of the Company after the dispatch of the notice of the meeting but before the cut-off date of Friday, July 14, 2017, may obtain their user ID and password for e-voting from Company's Registrar and Transfer Agent, Link Intime India Private Limited or from NSDL by sending request on santosh.jaiswal@linkintime.co.in or evoting@nsdl.co.in, respectively.
- 2. The e-voting period commences on Monday, July 17, 2017 [9:00 a.m.] and ends on Thursday, July 20, 2017 [5:00 p.m.]. During this period members 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 member, the member 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 such joint holder in the order of names will be entitled to 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 paper. 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 voting will be declared not later than 48 hours from the conclusion of the meeting. 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 meeting.

# EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 3 Appointment of statutory auditors and fixing their remuneration:

The Members at the 23rd Annual General Meeting of the Company held on Friday, August 1, 2014 had appointed M/s. Kirtane & Pandit LLP (or Existing Auditors), Chartered Accountants, (Firm Registration No. 105215W/W100057) as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting till the conclusion of 26th Annual General Meeting to be held in the year 2017. The term of office of existing auditors is getting expired in this Annual General Meeting. M/s. Kirtane & Pandit LLP has been auditors of the Company for more than past 10 years and cannot be re-appointed in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Board of Directors has proposed appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) to hold office as statutory auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, subject to approval of members. Also, authority need to be given to the Board of Directors to fix such remuneration to be paid to M/s. Price Waterhouse Chartered Accountants LLP, as may be determined by the Audit Committee in consultation with the Statutory Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

The Company has received a written consent from M/s. Price Waterhouse Chartered Accountants LLP, to act as the auditors of the Company for abovementioned period along with a certificate confirming the appointment, if made, shall be in accordance with the provisions mentioned above. Further, M/s. Price Waterhouse Chartered Accountants LLP are not disqualified to become the auditors of the Company under Section 141 of the Companies Act, 2013.

The Board recommends resolution set forth in item number 3 of the notice as Special Resolution in accordance with the provisions mentioned above. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item number 3.

# Item No. 5 Appointment of Mr. Rahul Rathi as an Independent Director of the Company:

Mr. Rahul Rathi was appointed as an Additional Director on the Board with effect from April 24, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company. Pursuant to Section 161 of the Act, he holds office upto the date of this meeting. Mr. Rahul Rathi is eligible for appointment as an Independent Director of the Company, and, as required under Section 160 of the Act, the Company has received a notice from a member along with requisite deposit proposing his candidature for the office of Non-executive Independent Director of the Company. He is not disqualified from being appointed in terms of Section 164 and Section 149 of the Act.

The Company has received from Mr. Rahul Rathi (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Subsection (6) of Section 149 of the Act.

The resolution seeks the approval of members by an ordinary resolution for appointment of Mr. Rahul Rathi as an Independent Director of the Company for a period of 3 (three) consecutive years up to July 20, 2020 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. If appointed, Mr. Rahul Rathi will act as a Non-executive Independent Director, not liable to retire by rotation. Keeping in view the experience and expertise, the Board of Directors recommends his appointment as an Independent Director of the Company by an ordinary resolution, which is set forth as item number 5 of the Notice.

A copy of the draft letter for the appointment of Mr. Rahul Rathi as a Non-executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

# Brief profile of Mr. Rahul Rathi is given below:

CIN: L28920MH1991PLC062542

Mr. Rahul Rathi has over 14 years of equity research and implementation experience gained from working with global financial institutions in New York, London and Asia. Using extensive data mining and risk analytics, he was responsible for analyzing and communicating the portfolio level risk to Fund Managers and the concerned stakeholders. In this role, he oversaw the risk for funds with an AUM of over \$2 billion.

Since the last 6 years, Mr. Rathi has designed and driven the 'Purnartha Investment Philosophy' of long term wealth generation and has an audited, stellar performance track record. Rahul is an active contributor in society and is a trustee on the seventy year old Pune Blind Men's Association and Laxminarayan Devasthan trust. He has equity ownership in Capital Metrics and Risk Solutions and is also a partner in Beharay Rathi Group of companies.

He has a Master's degree in Industrial Administration from Carnegie Mellon University USA and a Polymer Engineering degree from the University of Pune.

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Notice.

Except for Mr. Rahul Rathi, to whom the resolution relates, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item number 5.

# Item No. 6 Appointment of Mr. Parish Meghani as an Independent Director of the Company:

Mr. Parish Meghani was appointed as an Additional Director on the Board with effect from May 10, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company. Pursuant to Section 161 of the Act, he holds office upto the date of this meeting. Mr. Parish Meghani is eligible for



appointment as an Independent Director of the Company, and, as required under Section 160 of the Act, the Company has received a notice from a member along with requisite deposit proposing his candidature for the office of Non-executive Independent Director of the Company. He is not disqualified from being appointed in terms of Section 164 and Section 149 of the Act.

The Company has received from Mr. Parish Meghani (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Subsection (6) of Section 149 of the Act.

The resolution seeks the approval of members by an ordinary resolution for appointment of Mr. Parish Meghani as a Non-executive Independent Director of the Company for a period of 3 (three) consecutive years up to July 20, 2020 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. If appointed, Mr. Parish Meghani will act as a Non-executive Independent Director, not liable to retire by rotation. Keeping in view the experience and expertise, the Board of Directors recommends his appointment as an Independent Director of the Company by an ordinary resolution, which is set forth as item number 6 of the Notice.

A copy of the draft letter for the appointment of Mr. Parish Meghani as a Non-executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

# Brief profile of Mr. Parish Meghani is given below:

CIN: L28920MH1991PLC062542

Mr. Parish Meghani is actively involved in three areas; an auto-ancillary manufacturing business, a real estate business and equity investments. He has prior experience of running an IT firm that specialized in data security products.

Mr. Parish Meghani is a Production Engineer & holds an MBA with a finance concentration from Bentley College, Waltham, MA (USA).

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this notice.

Except for Mr. Parish Meghani, to whom the resolution relates, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item number 6.

# Item No. 7 Re-appointment of Mr. Pranay Vakil as an Independent Director of the Company:

Mr. Pranay Vakil was appointed as an Independent Director on the Board with effect from August 1, 2014 in accordance with the provisions of Section 149 of the Companies Act, 2013 (the "Act"). Pursuant to above provisions and terms of said appointment, he holds office upto the date of this meeting. Mr. Pranay Vakil is eligible for re-appointment as an Independent Director of the Company, and, as required under Section 160 of the Act, the Company has received a notice from a member along with requisite deposit proposing his candidature for the office of Non-executive Independent Director of the Company. He is not disqualified from being re-appointed in terms of Section 164 and Section 149 of the Act.

The Company has received from Mr. Pranay Vakil (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Subsection (6) of Section 149 of the Act.

In accordance with the provisions of Section 149 (10) of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years, but shall be eligible for re-appointment for another term up to 5 (five) consecutive years by approval of members by special resolution. Accordingly, keeping in view his experience, expertise and contribution to Board during his previous tenure for making the Board, work more objectively and constructively, and uphold the ethical

standards of integrity and probity, the Board of Directors recommends his re-appointment for the period of 3 (three) consecutive years up to July 20, 2020 by means of Special Resolution. Further, above re-appointment is recommended based on the report of performance evaluation of Independent Directors done by the Board of the Company.

A copy of the draft letter for the re-appointment of Mr. Pranay Vakil as a Non-executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

# Brief profile of Mr. Pranay Vakil is given below:

Mr. Pranay Vakil is involved in property business for over 27 years with basic education and training in Accountancy (CA) and Law (LLB). Presently, he is the founder Chairman of Praron Consultancy (India) Pvt. Ltd., a consulting organization, involved in Real Estate.

Earlier, Mr. Vakil was a founder Chairman of Knight Frank in India, having set up the joint venture in 1995 with Knight Frank UK, a leading international property consulting firm. He has also served as an Executive Director of Raychem in India (California based Fortune 500 company) and with various TATA Group companies including Tata Textiles, TCS and Tata Sons, for over 15 years.

He is also associated with Federation of Indian Chambers of Commerce & Industry (FICCI) for over 5 years as Co-Chairman of the Real Estate Committee. Now he is a Member of FICCI Real Estate Committee. He was recently awarded "Lifetime Achievement Award for outstanding contribution to Real Estate Sector" by ABPTV (StarTV) in Mumbai, India.

Presently, he is the Co-Chairman of Housing & Real Estate Committee with Indian Merchants Chamber (IMC) and on the Management Board of IMC. He is amongst the first few in India to be honored with Fellowship of Royal Institute of Chartered Surveyors (RICS), the highest professional Real Estate Body and on the World Governing Council of RICS.

Also, he is associated as a Trustee with organizations connected with setting up of old age homes (Dignity), a school for integrated education (Rites) and an institution operating medical dispensaries (Prakash Charities).

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this notice.

Except for Mr. Pranay Vakil, to whom the resolution relates, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item number 7.

#### Item No. 8 Re- appointment of Mr. Nandkumar Pradhan as an Independent Director of the Company:

Mr. Nandkumar Pradhan was appointed as an Independent Director on the Board with effect from August 1, 2014 in accordance with the provisions of Section 149 of the Companies Act, 2013 (the "Act"). Pursuant to above provisions and terms of said appointment, he holds office upto the date of this meeting. Mr. Nandkumar Pradhan is eligible for reappointment as an Independent Director of the Company, and, as required under Section 160 of the Act, the Company has received a notice from a member along with requisite deposit proposing his candidature for the office of Non-executive Independent Director of the Company. He is not disqualified from being re-appointed in terms of Section 164 and Section 149 of the Act.

The Company has received from Mr. Nandkumar Pradhan (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Subsection (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act.

In accordance with the provisions of Section 149 (10) of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years, but shall be eligible for re-appointment for another term up to 5 (five) consecutive years by approval of members by special resolution. Accordingly, keeping in view his experience, expertise and contribution to Board during his previous tenure for making the Board, work more objectively and constructively, and uphold the ethical



standards of integrity and probity, the Board of Directors recommends his re-appointment for the period of 3 (three) consecutive years up to July 20, 2020 by means of Special Resolution. Further, above re-appointment is recommended based on the report of performance evaluation of Independent Directors done by the Board of the Company.

A copy of the draft letter for the re-appointment of Mr. Nandkumar Pradhan as a Non-executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

# Brief profile of Mr. Nandkumar Pradhan is given below:

Mr. Nandkumar Pradhan has been working in the Indian IT Industry for the last 30 years holding Country leadership position in leading global companies like Onward Novell, Patni Computers, Red Hat Inc. and Microsoft. Currently, he is engaged in providing business consulting services to startups and early stage companies.

He was the President and Managing Director, India for Red Hat Inc., USA from 2006 to 2011. Red Hat is the global leader in Open Source products. He has successfully managed the business in the Asia Pacific and the Indian Subcontinent. He has set up Global development and support center for some of the companies that he has worked in. He has been Charter member of TiE Mumbai.

Mr. Pradhan is an Electrical Engineering from COEP, Pune and has completed post graduate management degree from Jamnalal Bajaj Institute of Management Studies, Bombay.

He has also completed Executive Development program from Babson College MA USA.

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Notice.

Except for Mr. Nandkumar Pradhan, to whom the resolution relates, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution set out at item number 8.

#### Item No. 9 Extension of the benefits of Employee Stock Option Plan 2009 (ESOP 2009):

The members of the Company at their Eighteenth Annual General Meeting held on August 31, 2009 had approved Onward Employee Stock Option Plan 2009 ('ESOP 2009' or the 'Scheme') granting authority to Board of Directors of the Company including any Committee of the Board constituted / authorized for said purpose to create, offer, issue and allot 3,500,000 equity shares of the Company to employees as described in the Scheme. Also, the members had approved extension of the benefits of the Scheme in the 24th Annual General Meeting held on Friday, July 31, 2015 for a further period upto March 31, 2018. The said extension was sought owing to remaining options which were not yet granted to the employees, also options granted to employees were not yet vested or exercised by the respective employees.

Pursuant to provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modifications, amendments or reenactments thereof for the time being in force) and any other applicable laws and rules for the time being in force, any modification or variation in the terms and conditions of the Scheme shall be approved by the members of the Company by way of passing Special Resolution at the general meeting of the Company.

Owing to the provisions mentioned above, permission of the members is sought to authorize further extension of benefits of the Scheme for a period upto March 31, 2020. Brief details of the Scheme is as under:

Sr. No.	Particulars	Details
1	Date of approval of the Scheme	August 31, 2009
2	Number of shares for which approval was granted	3,500,000 equity shares
3	Number of shares exercised and allotted under the Scheme	2,051,800 equity shares
4	Number of shares not yet granted/vested/ exercised	1,448,200 equity shares

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CIN: L28920MH1991PLC062542

Particulars as required under Regulation 6 (2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (ESOP Regulations) is as under:

Sr. No.	Particulars	Details
1	Brief description of the scheme	Onward Employee Stock Option Plan 2009
2	Total number of options to be granted	875,000 options representing 3,500,000 equity shares of the Company
3	Identification of classes of employees	As per ESOP Regulations
4	Lock-in Period	One year from the date of grant of Options
5	Vesting Period	25% of every option granted shall vest every year after lock-in period
6	Exercise Price	Rs. 10 per equity share
7	Pricing Formula	Face Value of equity share
8	Exercise Period	One year from the date of vesting
9	Process of Exercise	Employee is required to submit ESOP application form along with application money to be deposited in designated account of the Company.
10	Appraisal process for determining the eligibility of employees	As per Company's HR Policy
11	Maximum number of options to be issued per employee	As per Scheme and ESOP regulations
12	Maximum quantum of benefits to be provided per employee	As per Scheme and Company's HR Policy
13	Whether the Scheme is to be implemented and administered directly by the company or through a trust	The Scheme is being administered by the Company
14	Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both	Fresh Issue of equity shares by the Company
15	Method which the company uses to value its options	Intrinsic value method

The Directors of the Company hereby confirms that the above extension is not detrimental to the interests of the employees, in any manner. Further, the Company has followed the applicable accounting policies as prescribed under Regulation 15 of the ESOP Regulations. Also, necessary disclosures as required under the Act and ESOP Regulations are provided in the Directors' Report which forms part of the Annual Report for the financial year 2016-17.

The Board of Directors recommends extensions of benefits of the Scheme for the period mentioned above by means of Special Resolution described in item number 9 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution set out at item number 9.

By the order of the Board of Directors

Place: Mumbai Date: May 22, 2017

Harish Mehta Executive Chairman

# Registered Office:

Sterling Centre, 2nd Floor, Dr. A. B. Road, Worli, Mumbai – 400018.



Information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Mrs. Prachi Mehta	Mr. Parish Meghani	Mr. Rahul Rathi
Director Identification Number	06811085	02106768	00966359
Date of Birth	October 3, 1978	July 31, 1973	December 14, 1972
Date of Appointment	March 27, 2015	May 10, 2017	April 24, 2017
Qualifications	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 dedicated employee and a budding entrepreneur.	Mr. Parish Meghani is a Production Engineer & holds an MBA with a finance concentration from Bentley College, Waltham, MA (USA).	He has a Master's degree in Industrial Administration from Carnegie Mellon University USA and a Polymer Engineering degree from the University of Pune.
Expertise in Specific Functional Area	General Management	Finance and Business Management	Business Management
Directorships held in other Listed Companies	Nil	Nil	Nil
Memberships/Chairmanships of Committees in other Listed Companies*	Nil	Nil	Nil
Shareholding In Company	136,052 equity shares	65,643 equity shares	Nil

Particulars	Mr. Pranay Vakil	Mr. Nandkumar Pradhan
Director Identification Number	00433379	01197795
Date of Birth	January 13, 1947	August 29, 1956
Date of Appointment	August 1, 2014	August 1, 2014
Qualifications	Provided in Explanatory Statement, above.	Provided in Explanatory Statement, above.
Expertise in Specific Functional Area	General Management	General Management
Directorships held in other Listed Companies	2 Listed entities.	Nil
	Deepak Fertilisers and     Petrochemicals Corporation     Limited	
	2. Godrej Properties Limited	
Memberships/Chairmanships of Committees in other Listed Companies*	Audit Committee Member: Godrej Properties Limited	Nil
Shareholding in Company	Nil	Nil

Note: None of the Directors mentioned above have any relationship, pecuniary or otherwise, with other director on the Board of the Company.

 $<sup>{\</sup>it *Membership/Chairmanship in audit and stakeholders' relationship committee is considered.}$ 



#### CIN: L28920MH1991PLC062542

**Regd. Office:** Sterling Centre, 2nd Floor, Dr. A.B. Road, Worli Mumbai - 400018 **Tel.:** +91 (22) 24926570 **Fax:** +91 (22) 24926549 **Website:** www.onwardgroup.com

Email: info@onwardgroup.com

#### **ATTENDANCE SLIP**

Folio No	DP ID	Client ID	
Name of Member			
Name of Proxy holder			
Number of Shares Held			
		MEETING of ONWARD TECHNOLOG I School for the Blind,73,Tardeo	

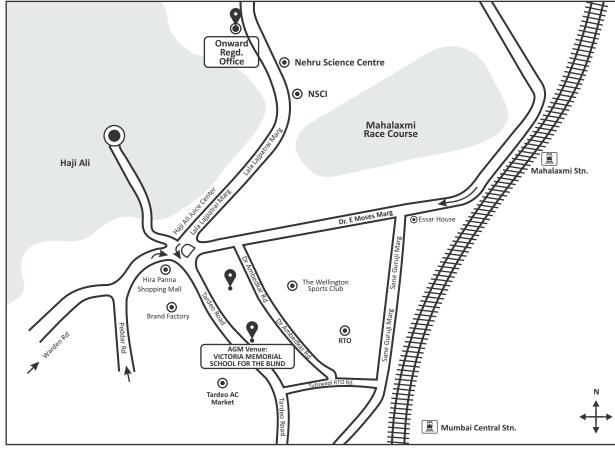
# Signature of Member/Proxy

#### Notes

- (1) Members/Proxy-holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

# **LOCATION MAP OF THE VENUE OF ANNUAL GENERAL MEETING\***

Venue: Victoria Memorial School for the Blind, 73, Tardeo Road, Mumbai 400034 Time: 11.00 A.M. Date: Friday, July 21, 2017



\*Sites, Places And Locations Envisaged in the above location map are just indicative and for reference purpose of the viewers. The same does not claim to be actual geographical indications situated thereat.



# CIN: L28920MH1991PLC062542

Regd. Office: Sterling Centre, 2nd Floor, Dr. A.B. Road, Worli Mumbai - 400018 Tel.: +91 (22) 24926570 Fax: +91 (22) 24926549 Website: www.onwardgroup.com

Email: info@onwardgroup.com

# PROXY FORM Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Administration) F	ules, 2014)			
Name of the M	ember(s)			
Registered Add	ress:			
E-mail Id:				
*DP Id. / Client	ld.	Regd. Folio No	.:	
(* Applicable for	members holding share(s) in electronic form)			
I / We, being the	member(s) ofshares of the al	bove named comp	oany, hereby a	ppoint:
(1) Name:	Address:			
E-mail Id	Signature		or failin	g him
(2) Name:	Address:			
E-mail Id	Signature		or failin	g him
(3) Name:	Address:			
` '	Signature			
	be held on <b>Friday, July 21, 2017 at 11.00 A. M.</b> , at <b>Victor 00034,</b> and at any adjournment thereof in respect of such			
Resolution no.	Matter of Resolution	No. of Shares	For	Against
1	Adoption of Audited Financial Statements (including			
	consolidated financial statements) of the Company for the financial year ended March, 31, 2017			
2	consolidated financial statements) of the Company for			
3	consolidated financial statements) of the Company for the financial year ended March, 31, 2017			
	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their			
3	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration			
3	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent			
3 4 5	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent Director of the Company  Appointment of Mr. Parish Meghani as an Independent Director of the Company  Re- appointment of Mr. Pranay Vakil as an Independent Director of the Company			
3 4 5 6	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent Director of the Company  Appointment of Mr. Parish Meghani as an Independent Director of the Company  Re- appointment of Mr. Pranay Vakil as an Independent Director of the Company  Re- appointment of Mr. Nandkumar Pradhan as an Independent Director of the Company			
3 4 5 6 7	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent Director of the Company  Appointment of Mr. Parish Meghani as an Independent Director of the Company  Re- appointment of Mr. Pranay Vakil as an Independent Director of the Company  Re- appointment of Mr. Nandkumar Pradhan as an			
3 4 5 6 7 8	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent Director of the Company  Appointment of Mr. Parish Meghani as an Independent Director of the Company  Re- appointment of Mr. Pranay Vakil as an Independent Director of the Company  Re- appointment of Mr. Nandkumar Pradhan as an Independent Director of the Company  Extension of the benefits of Employee Stock Option Plan 2009 (ESOP 2009)			
3 4 5 6 7 8	consolidated financial statements) of the Company for the financial year ended March, 31, 2017  Declaration of Dividend  Appointment of statutory auditors and fixing their remuneration  Appointment of Director in place of those retiring  Appointment of Mr. Rahul Rathi as an Independent Director of the Company  Appointment of Mr. Parish Meghani as an Independent Director of the Company  Re- appointment of Mr. Pranay Vakil as an Independent Director of the Company  Re- appointment of Mr. Nandkumar Pradhan as an Independent Director of the Company  Extension of the benefits of Employee Stock Option			Affix Revenue Stamp

**Note:** This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

# Newspaper Advertisement

THE FREE PRESS JOURNAL MUMBALL TUESDAY LJUNE 27, 2017



CIN: L28920MH1991PLC062542

NOTICE OF ANNUAL GENERAL MEETING, REMOTE E-VOTING AND BOOK CLOSURE

Notice is hereby given that the 26th Annual General Meeting (the "Meeting") of Onward Technologies Limited ("the Company") will be held on Friday, July 21, 2017 at 11:00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Mumbai 400 034 (Land-Mark: Opp. Tardeo AC Market).

Members are further informed that Notice of Meeting setting out the ordinary and special businesses to be transacted thereat together with the Annual Financial Statements and Report for Financial Year 2016-17 has been sent electronically via has been sent electronically via emails to those members of the Company who have registered their email addresses with the Company/ Depositories and also via physical mode to all the members to their registered addresses by permitted mode of dispatch. The dispatch of Notice of the Meeting has been completed on June 26, 2017.

Further, Notice is hereby given that pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Regulation 44 of the Securibes and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Obligations"), the Company is providing its members facility to cast their votes electronically through remote e-voting platform provided by National Securities Depository Limited ("NSDL") from a place other than the venue of the Meeting ("Remote e-voting").

The Remote e-voting facility shall commence on Monday, July 17, 2017 at 09.00 a.m. and end on Thursday, July 20, 2017 at 05.00 p.m. (both days inclusive). The Remote e-voting facility will be blocked by NSDL at 05.00 p.m. on July 20, 2017 and shall not be allowed beyond said date and time.

Notice is further given that pursuant to Section 91 of the Act read with Rule 10 of Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 42 of the Listing Obligations, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 15, 2017 to Friday, July 21, 2017 (both days inclusive) for the purpose of dividend and the Meeting.

A person whose name appears in the Register of Members/ Beneficial owners as on the cut-off date i.e. Friday, July 14, 2017, only, shall be entitled to avail facility of the remote e-voting as well as voting at the Meeting. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 14, 2017 may obtain User ID and Password Company's registrar and transfer agents, Link Intime India Private Limited or from NSDL by sending request on santosh\_iaiswal@linkintime.co.in on evoling@nsdl.co.in, respectively! However, if the member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and Password for casting the vote through remote e-voting. This newspaper communication, notice of the Meeting and further details are available on the website of the Company at www.onwardgroup.com, website of the stock exchanges at

www.nseindia.com and www.bseindia.com; and also on the website of NSDL i.e. at

The Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the venue of the Meeting.

The facility for voting through ballot papers shall be made available at the venue of the Meeting and members attending the Meeting who have not casted their vote by remote e-voting shall be able to vote at the Meeting through voting by ballot papers.

in case of any query/ grievance with respect to remote e-voting or e-voting at the AGM, Members may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Ms. Pallavi Mhatre (Assistant Manager), NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at toll free no. 1800222990 or at e-mail ID: evoting@nsdl.co.in.

BY ORDER OF THE BOARD OF DIRECTORS For ONWARD TECHNOLOGIES LIMITED

Date: June 27, 2017

Regd. Office: Sterling Centre, 2nd Floor, Dr A.B. Road. Worli. Mumbai -18. Website: www.onwardgroup.com Tel: +91 22 2492 6570 Fax: +91 22 2492 6549



नवशक्ति मुंबई, मंगळवार, २७ जून २०१७

Onward TECHNOLOGIES LIMITED सीआयएन : एल२८९२०एमएच१९९१ पीएलसी०६२५४२

वार्षिक सर्वसाधारण सभा, दुरस्थ ई-मतदान आणि बूक क्लोजरची सूचना

स्चना याद्वारे देण्यात येते की, ऑनवर्ड टेक्नॉलॉजीज लिमिटेड ("कंपनी") ची २६ बी वार्षिक सर्वसाधारण समा ही व्हिक्टोरिया मेमोरियल स्कूल फॉर ब्लाईंड, ७३, ताडदेव रोड, मुंबई-४०००३४ (लॅण्डमार्क : ताडदेव एसी मार्केटसमोर) येथे शुक्रवार २१ जुलै, २०१७ रोजी स. ११.०० वा. घेण्यात येणार आहे.

सभासदांना पुढे कळविण्यात येते की, वित्तीय वर्ष २०१६-१७ करिता वार्षिक वित्तीय विवरण आणि अहवालासह एकत्रित तेथे व्यवहार करावयाचा सर्वसाधारण आणि विशेष व्यवसाय नमूद केलेली सभेची सुचना ही कंपनी/ डिपॉझिटरीजकडे त्यांचे ईमेल आयडी नोंदविलेल्या कंपनीच्या सभासदांना इमेल्सद्वारे पाठविण्यात आली आहे आणि परवानगी असलेल्या पद्धतीने त्यांच्या नोंदणीकृत पत्यावर सर्व सभासदांना प्रत्यक्ष स्वरूपात पाठविण्यात आली आहे. सभेची सूचना पाठविण्याचे काम २६ जून, २०१७ रोजी पूर्ण झाले आहे.

पुढे सूचना याद्वारे देण्यात येते की, कंपनी अधिनियम (''अधिनियम'') २०१३ च्या कलम १०८ सहवाचता वेळोवेळी केलेल्या मुधारणेनुसार कंपनीज (मॅनेजमेंट ऑण्ड ॲडमिनिस्ट्रेशन) रूल्स २०१४ च्या नियम २० आणि सिक्युरिटीज ॲण्ड एक्स्चेंज बोर्ड ऑफ इंडिया (लिस्टिंग ऑब्लिगेशन्स ॲण्ड डिस्क्लोजर रिक्वायरमेंटस्) रेग्युलेशन्स, २०१५ ("लिस्टिंग ऑब्लिगेशन्स") च्या तरतुदीनुसार कंपनीने सभेच्या ठिकाणाच्या व्यतिरिक्त अन्य विकाणाहून नॅशनल सिक्युरिटीज हिपाँज़िटरी (''एनएसडीएल'') द्वारे पुरविलेल्या दूरस्थ ई-मतदान प्लॅटफॉर्ममार्फत इलेक्ट्रॉनिकली त्यांचे मतदान करण्याची सुविधा तिच्या समासदांना पुरविली आहे.

दुरस्य ई-मतदानाची सुविधा सोमवार १७ जुलै, २०१७ रोजी स. ०९.०० वा. सुरू होईल आणि गुरुवार २० जुलै, २०१७ रोजी सायं. ०५.०० वा. (दोन्ही दिवस मिळ्न) संपेल. दूरस्थ ई-मतदान सुविधा २० जुलै, २०१७ रोजी सायं. ०५.०० वा. एनएसडीएलद्वारे बंद करण्यात येईल आणि सदर तारीख आणि वेळेनंतर परवानगी देण्यात येणार नाही.

सूचना पुढे देण्यात येते की, अधिनियमाच्या कलम ९१ सहवाचता वेळोवेळी केलेल्या सुधारणेनुसार कंपनीज (मॅनेजमेंट ॲण्ड ॲडमिनिस्ट्रेशन) रूल्स २०१४ च्या नियम १० आणि लिस्टिंग ऑब्लिगेशन्सच्या रेग्युलेशन ४२ अनुसार कंपनीचे समासद रजिस्टर आणि शेअर हस्तांतर पुस्तके ही लाभांश आणि सभेच्या हेत्करिता शनिवार १५ जुलै, २०१७ ते शुक्रवार २१ जुलै, २०१७ (दोन्ही दिवस मिक्न) पर्यंत बंद राहतील.

ज्या व्यक्तींची नावे कट ऑफ तारीख म्हणजेच सुक्रवार, १४ जुलै, २०१७ रोजीस सभासद रजिस्टर/लाभकारी मालकांचे रजिस्टरमध्ये नोंदविलेली असतील तेच फक्त दूरस्थ ई-मतदान सुविधा घेण्यास तसेच सभेत मतदान करण्यासाठी हकदार राहतील. कोणीही ब्यंक्ती व समेनी सूचना पाठविल्यानंतर कंपनीच सभासद बनले आहेत आणि कट ऑफ तारीख म्हणजैच १४ जुलै. २०१७ रोजीस शेअर्स धारण केलेले आहेत ते कंपनीचे रजिस्ट्रार आणि ट्रान्सफर एजंटस लिंक इनटाईम इंडिया प्रायव्हेट लिमिटेडकडून किंवा अनुक्रमे santosh.jaiswal@linkintime.co.in किंवा evoting@nsdl.co.in वर विनंती पाठवून एनएसडीएलकडून युजर आयडी आणि पासवर्ड प्राप्त करू शकतात. तथापि जर सभासदांनी दूरस्थ ई-मतदानाकरिता एनएसडीएलकडे अगोदर नोंदणी केली असल्यास ते/त्या दूरस्थ ई-मतदानामार्फत मतदान - करण्यासाठी त्याचा/तिचा विद्यमान युजर आयडी आणि पासवडं वापरू शकतात. सदर वृत्तपत्र प्रकाशन, सभेची आणि पुढील तपशील कंपनीची वेबसाईट www.onwardgroup.com. स्टॉक एक्स्चेंजची वेबसाईट www.nseindia.com आणि bseindia.com वर आणि एनएंसडीएलची वेबसाईट http:// www.evoting.nsdl.com वर सुध्दा उपलब्ध आहे.

ज्या सभासदांनी दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान केलेले आहे ते सभेला हजर राह् शकतात परंतु सभेत पुन्हा त्यांचे मतदान करण्यासाठी ते हक्कदार नाहीत.

बॅलट पेपरमार्फत मतदानाची सुविधा सभेच्या ठिकाणी उपलब्ध करण्यात येईल आणि संभेला हजर असलेले सभासद ज्यांनी दुरस्थ ई-मतदानामार्फत त्यांचे मतदान केलेले नाही त्यांना बॅलट पेपरद्वारे मतदानामार्फत सभेत मतदान करणे शक्य होईल.

दूरस्थ ई-मतदान किंवा एजीएममध्ये ई-मतदानाच्या संदर्भात कोणतीही चौकशी/ तक्रारीकरिता सभासद भागधारकांसाठी असलेल्या फ्रिक्वेंटली आस्वड क्वेश्चन्सचा संदर्भ घेक शकतात. भागधारकांकरिता ई-मतदान मॅन्युअल एनएसडीएलची ई-मतदान वेबसाईटच्या डाकनलोड सेक्शनमध्ये उपलब्ध आहे किंवा कु. पश्लवी म्हात्रे (सहाय्यक व्यवस्थापक), एनएसडीएल ट्रेड वर्ल्ड, "ए" विंग, ४ था मजला, कमला मिल्स कंपाऊंड, सेनापती बापट मार्ग, लोअर परेल, मुंबई-४०००१३ यांना टोल फ्री क्र. १८००२२२९९० किंवा ई-मेल आयडी <u>evot</u>ing@nsdl.co.in येथे संपर्क करू शकतात.

संचालक मंडळाच्या आदेशानुसार ऑनवर्ड टेक्नॉलॉजीज लिमिटेडकरिता

सही/-हरिष मेहता कार्यकारी अध्यक्ष

ठिकाण : मुंबई

दिनांक : २७ जून, २०१७

नोंदणी कार्यालय : स्टलिंग सेंटर, २ रा मजला, डॉ. ए. बी. रोड, बरळी, मुंबई-१८.

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