

Date: October 07, 2022

To,

<b>BSE Limited</b> Corporate Relations Department P J Towers, Dalal Street Mumbai 400 001	<b>National Stock Exchange of India Ltd.,</b> Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.
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Ref: Scrip Code - BSE: 517536 | NSE: ONWARDTEC

Sub.: Notice of Postal Ballot & E-Voting to Shareholders


Dear Sir,

The Board of Directors of the Company at their meeting held September 29, 2022, have *inter-alia*, approved the following:

Further to our letter dated September 29, 2022, we enclose the Notice of Postal Ballot & E-Voting seeking approval of the Members of the Company for various proposals as contained therein, as per details contained in the said Notice, The aforementioned Notice will be sent by electronic mode on October 10, 2022 to all the Members, who have registered their e-mail address with the Company/Depository Participant /Registrar and Transfer Agent of the Company viz., Link Intime India Private Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, October 07, 2022 (“Cut-Off Date”). The Notice is also available on the website of the Company viz., [www.onwardgroup.com](http://www.onwardgroup.com). The remote e-voting commences on **Wednesday, October 12, 2022 at 9.00 A.M. IST and ends on Thursday, November 10, 2022 at 5.00 P.M. IST** and the result thereof will be declared on or before **Saturday, November 12, 2022**. Further details and instructions for remote e-voting are contained in the Notice. We request you to kindly take the above on record

Kindly acknowledge the receipt of the same.

For Onward Technologies Limited

  
Shama Pawar  
Company Secretary  
Membership No. A28393



Regd. Add.: 2<sup>nd</sup> Floor, Sterling Centre, Dr. A.B. Road, Worli, Mumbai 400018. Tel: +91 22 24926570  
CIN: L28920MH1991PLC062542 | email: [info@onwardgroup.com](mailto:info@onwardgroup.com) | website: [www.onwardgroup.com](http://www.onwardgroup.com)



**Regd. Add:** 2<sup>nd</sup> Floor, Sterling Centre, Dr. A.B. Road, Worli, Mumbai – 400 018.  
**CIN:** L28920MH1991PLC062542 | **Tel:** +91 22 24926570  
**Email:** [info@onwardgroup.com](mailto:info@onwardgroup.com) | **website:** [www.onwardgroup.com](http://www.onwardgroup.com)

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**NOTICE OF POSTAL BALLOT  
[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE  
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]**

**Dear Members,**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) as amended, Secretarial Standard-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 (the “MCA Circulars”) in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Onward Technologies Limited (the “Company”) through Postal Ballot by way of voting through electronic means (“E-voting”) only.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Prajakta V. Padhye, Partner of M/s. Nilesh A. Pradhan & Co., LLP, Practicing Company Secretaries (Membership No.: F7478 | COP No.7891) as the Scrutinizer to conduct the Postal Ballot and E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, Shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING” in this Notice of Postal Ballot (“Notice”) to cast their vote electronically.

The E-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

<b>Commencement of E-voting</b>	<b>Wednesday, October 12, 2022 at 9:00 a.m. (IST)</b>
<b>End of E-voting</b>	<b>Thursday, November 10, 2022 at 5:00 p.m. (IST)</b>

Upon completion of the scrutiny of the votes cast through E-voting, the Scrutinizer will submit her report to the Chairman or any person authorized by him. The results of the Postal Ballot and E-voting shall be announced on or before Saturday, November 12, 2022.

## **SPECIAL BUSINESS:**

### **Appointment of Ms. Niranjani Chandramouli (DIN:07128770) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment thereof), Ms. Niranjani Chandramouli (DIN: 07128770) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 29, 2022 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof), Ms. Niranjani Chandramouli (DIN: 07128770), who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 consecutive years from September 29, 2022 to September 28, 2025.”

#### **Notes:**

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act, setting out material facts is appended herein below.
2. The Company has appointed Ms. Prajakta V. Padhye, Partner of M/s. Nilesh A. Pradhan & Co., LLP, Practicing Company Secretaries (Membership No.: F7478 | COP No.7891), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Saturday, November 12, 2022. The Scrutinizer’s decision on the validity of votes cast will be final.
4. In accordance with the provisions of the MCA Circulars and SEBI Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Link Intime India Private Limited, the Company’s Registrar and Transfer Agent (‘RTA’) as on Friday, October 7, 2022 (**‘Cut-Off Date’**) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, October 7, 2022.
5. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note no. 13 of this Notice.

7. The remote e-voting shall commence on Wednesday, October 12, 2022 at 9.00 a.m. (IST) and shall end on Thursday, November 10, 2022 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.onwardgroup.com](http://www.onwardgroup.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, November 10, 2022.
10. Members may download the Notice from the Company's website; <https://www.onwardgroup.com/investors.php> or from NSDL's website at [www.evoting.nsd.com](http://www.evoting.nsd.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
11. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investors@onwardgroup.com](mailto:investors@onwardgroup.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Wednesday, November 9, 2022 to Thursday, November 10, 2022.

**12. Process for Registration of e-mail addresses:**

**A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

To facilitate Members to receive this Notice electronically, the Company has made an arrangement with its Registrar and Transfer Agent, Link Intime India Private for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5.00 pm (IST) on Friday, October 28, 2022.

**B. Registration of e-mail address permanently with Company/DP:**

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and in respect of physical holding, please visit concerned DPs website to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

**13. Process to cast votes through remote e-voting**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@napco.in](mailto:info@napco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@onwardgroup.com](mailto:investors@onwardgroup.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@onwardgroup.com](mailto:investors@onwardgroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors of  
**Onward Technologies Limited**

Date : September 29, 2022  
Place : Mumbai

**Shama Pawar Company Secretary**  
**M. No. A28393**

**Registered Office:**

2<sup>nd</sup> floor, Sterling Centre, Dr. Annie Besant Road, Worli,  
Mumbai – 400 018.

Email: [investors@onwardgroup.com](mailto:investors@onwardgroup.com) | website: [www.onwardgroup.com](http://www.onwardgroup.com) CIN:  
L28920MH1991PLC062542

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ('NRC'), appointed Ms. Niranjani Chandramouli (DIN: 07128770), aged 44 years, as an Additional Director [Independent Director] of the Company, with effect from September 29, 2022 under Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company.

Pursuant to the amended Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Ms. Niranjani Chandramouli shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act, appointed Ms. Niranjani Chandramouli as an Independent Director of the Company, not liable to retire by rotation, for a period of three (03) consecutive years commencing from September 29, 2022 to September 28, 2025.

Ms. Niranjani Chandramouli is eligible to be appointed as an Independent Director for a term upto three (03) consecutive years. The Company has also received a declaration of independence from Ms. Niranjani Chandramouli. In the opinion of the Board, Ms. Niranjani Chandramouli fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations for being eligible for her appointment. Ms. Niranjani Chandramouli is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Ms. Niranjani Chandramouli is a finance professional with 21 years of diversified experience in various areas namely strategy, business planning, financial analysis, GTM, supply chain, external reporting, stewardship, treasury and information systems. She has worked in 4 Fortune 500 Companies. An engaging communicator with outstanding negotiation and crisis management skills. Over these years, she has lived in 5 cities, 2 countries. She is an engaging communicator and has a keen passion to develop people, processes, and systems. She believes in inculcating diversity as a way of working across organizations and teams. She is an MBA and CFA ranker from the Institute of Financial Analysts. Currently, she is a director in Hershey India Private Limited and Nutrine Confectionery Company Private Limited.

Post appointment of Ms. Niranjani Chandramouli as an Independent Director of the Company, no Board Meeting was held, hence she has not attended any Board Meeting of the Company. Ms. Niranjani Chandramouli is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Niranjani Chandramouli does not hold any share in the Company.

Except Ms. Niranjani Chandramouli, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at the above Item of the accompanying Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Ms. Niranjani Chandramouli as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

By order of the Board of Directors of  
**Onward Technologies Limited**

Date : September 29, 2022  
Place : Mumbai

**Shama Pawar Company Secretary**  
**M. No. A28393**

**Registered Office:**

2<sup>nd</sup> floor, Sterling Centre, Dr. Annie Besant Road, Worli,  
Mumbai – 400 018.

Email: [investors@onwardgroup.com](mailto:investors@onwardgroup.com) | website: [www.onwardgroup.com](http://www.onwardgroup.com) CIN:  
L28920MH1991PLC062542

**ANNEXURE TO THE NOTICE****Details of Directors seeking appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings**

Name	Ms. Niranjani Chandramouli
Director Identification Number	07128770
Father's Name	Mr. Chandramouli Valadi Krishnaswamy
Date of Birth	July 25, 1978
Date of Appointment on Board and total tenure in company	September 29,2022
Terms and conditions of Appointment or re-appointment	Ms. Niranjani Chandramouli (DIN: 07128770) as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 consecutive years from September 29, 2022 to September 28, 2025.
Brief Resume including experience and qualification	Refer Page No. 09 of the Postal Ballot Notice
Expertise in Specific Functional Area	Refer Page No. 09 of the Postal Ballot Notice
Directorships held in other Companies	Nutrine Confectionery Company Private Limited and Hershey India Private Limited
Memberships/Chairmanships of Committees in other Companies	NA
Shareholding in Company	NA
Number of Board meetings attended during the year	NA
Remuneration last drawn	NIL
Relationship with other Directors or Key Managerial Personnel of the Company	Not Related

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