

Ref No.: OTL/Secretarial/SE/2026-27/28

Date: June 22, 2026

To,

Bombay Stock Exchange Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400023	National Stock Exchange of India Ltd., Plot No. C/1 'G' Block Bandra – Kurla Complex Bandra East, Mumbai 400051
--	---

Ref: Scrip Code - **BSE:** 517536 | **NSE:** ONWARDTEC

Subject: Intimation of the Notice of 35th Annual General Meeting

Dear Sir/Madam,

It is hereby informed that 35th Annual General Meeting (“AGM”) of Onward Technologies Limited (“the Company”) will be held on Thursday, July 16, 2026 at 03:00 pm IST through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).

Further, please note that the Company has finalized the following dates in connection with its 35th AGM and for payment of Dividend for the Financial Year 2025-2026:

Sr. No.	Particulars	Relevant Date
1	Record Date for payment of Dividend	Friday, July 03, 2026
2	Dividend Payout Date if declared at the 35 th AGM scheduled to be held on July 16, 2026	Within a period of 30 days from the date of declaration at the ensuing Annual General Meeting to those members of the Company whose names appear: (a) as beneficial owners as at the closure of business hours on July 03, 2026, as per the list to be furnished by depositories in respect of the shares held in electronic form and (b) as Members in the Register of Members of the Company as on July 03, 2026 after giving effect to all valid shares/transfers/transmission in physical form received on or before July 03, 2026.
4	Cut-off Date for the purpose of determining eligibility of the shareholders to vote through remote e-voting or facility at the AGM	Thursday, July 09, 2026
5	Period of Remote e-Voting	Voting will commence from 9:00 am on Monday, July 13, 2026 and end at 5:00 pm on Wednesday, July 15, 2026

Regd. address.: 2nd floor, Sterling Centre, Dr. A.B. Road, Worli, Mumbai 400018. **Tel:** +91 22 24926570
CIN: L28920MH1991PLC062542 | **email:** compliance@onwardgroup.com | **website:** www.onwardgroup.com

In accordance with the relevant circulars issued by the MCA and SEBI, Notice of AGM along with the Annual Report for FY 2025-2026 will be sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories.

Further, the Notice of 35th AGM and the copy Annual Report for the financial year 2025-26 is available on the website of the Company at www.onwardgroup.com , Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com , respectively and National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

For Onward Technologies Limited

Aakash Joshi
Company Secretary & Compliance Officer
Membership No :- A60953

ONWARD TECHNOLOGIES LIMITED

Regd. Off: 2nd Floor, Sterling Center, Dr. A. B. Road, Worli, Mumbai – 400 018.
CIN: L28920MH1991PLC062542

E-mail: investors@onwardgroup.com | website: www.onwardgroup.com

Notice

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of **ONWARD TECHNOLOGIES LIMITED** will be held on **Thursday, July 16, 2026 at 03.00 P.M. (IST)** through Video Conference/Other Audio-Visual Means organized by the Company to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- A. the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and the Auditors thereon.
- B. the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of the Auditors thereon.

2. To declare final dividend on Equity Shares for the financial year ended March 31, 2026.

3. To appoint a director in place of Mr. Harsha Raghavan (DIN: 01761512), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Harish Mehta as a Whole-time Director designated as Executive Chairman of the Company and approval of remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Board of Directors, the consent of the Members

of the Company be and is hereby accorded for the re-appointment of Mr. Harish Mehta (DIN: 00153549) as a Whole-time Director, designated as Executive Chairman of the Company, for a period of five (5) years commencing from May 14, 2026 up to May 13, 2031, not liable to retire by rotation, on such terms and conditions, including remuneration, as may be approved by the Board of Directors.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013 and applicable rules made thereunder, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Harish Mehta for a period of three (3) years commencing from May 14, 2026 up to May 13, 2029, comprising salary, perquisites, allowances, benefits and amenities, on the following terms and conditions:

- 1) Fixed Salary ₹ 1,42,00,000/- for FY 2026-27. Annual increment of 5% per annum on previous year fixed salary
- 2) Performance Incentive: Eligibility of 5% of Net Profit (computed in accordance with Section 198 of the Act) of the Company capped at 150% of Fixed salary of the relevant financial year. Disbursement will be done quarterly/annually in line with Company policy.
- 3) Accommodation: Fully furnished house inclusive of CAM, utilities/ electricity, internet & other routine maintenance costs & is subject to revision in case of changes in rent
- 4) Medical Reimbursement: up to ₹ 5 Lakhs per annum for self with proper bills/ invoices. This includes medical insurance premium on self availed policy.
- 5) Club Fees: Monthly/annual subscription and the periodic event charges including incidentals (max up to 2 clubs/ organization).
- 6) Insurance Policy:
 - a. GMC: ₹ 12 Lakhs per annum
 - b. GPA: ₹ 50 Lakhs per annum
 - c. D&O: ₹ 25 crores (Please note - Beneficiary is Company)

- 7) Company Car & Driver: Company car, driver, and other operating expenses. .
- 8) All other routine business expenses will be reimbursed by the company on actuals directly.

RESOLVED FURTHER THAT the above remuneration shall be recommended to be made effective from May 14, 2026 and shall remain valid up to May 13, 2029

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Harish Mehta shall be paid remuneration by way of salary and perquisites as specified above, in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby recommended to be authorized to vary, amend or revise the terms and conditions of remuneration, from time to time, within the limits prescribed under Schedule V of the Companies Act, 2013, without requiring further approval of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary actions to give effect to this resolution."

5. Re-appointment of Mr. Jigar Mehta as Managing Director of the Company and approval of remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jigar Mehta (DIN: 06829197) as a Managing Director of the Company, for a period of five (5) years commencing from May 14, 2026 up to May 13, 2031, not liable to retire by rotation, on such terms and conditions, including remuneration, as may be approved by the Board of Directors.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013 and applicable rules made thereunder, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Jigar Mehta for a period of three (3) years commencing from May 14, 2026 up to May 13, 2029, comprising salary, perquisites, allowances, benefits and amenities, on the following terms and conditions:

- 1) Fixed Salary ₹ 2,00,00,000/- for FY 2026-27. Annual increment of 5% per annum on previous year fixed salary
- 2) Performance Incentive: Eligibility of 5% of Net Profit (computed in accordance with Section 198 of the Act) of the Company capped at 150% of Fixed salary of the relevant financial year. Disbursement will be done quarterly/ annually in line with Company policy.
- 3) Medical Reimbursement: up to ₹ 5 Lakhs per annum for self with proper bills/ invoices. This includes medical insurance premium on self availed policy.
- 4) Club Fees: Monthly/annual subscription and the periodic event charges including incidentals (max up to 2 clubs/ organization).
- 5) Insurance Policy:
 - a. GMC: ₹ 12 Lakhs per annum
 - b. GPA: ₹ 50 Lakhs per annum
 - c. D&O: ₹ 25 crores (Please note - Beneficiary is Company)
 - d. Group Term Life Insurance : ₹ 4 crores
- 6) Company Car & Driver: Company car, driver, and other operating expenses.
- 7) All other routine business expenses will be reimbursed by the company on actuals directly.

RESOLVED FURTHER THAT the above remuneration shall be recommended to be made effective from May 14, 2026 and shall remain valid up to May 13, 2029

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Jigar Mehta shall be paid remuneration by way of salary and perquisites as specified above, in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby recommended to be authorized to vary, amend or revise the terms and conditions of remuneration, from time to time, within the limits prescribed under Schedule V of the Companies Act, 2013, without requiring further approval of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary actions to give effect to this resolution.”

6. Re-appointment of Mr. Dhanpal Jhaveri (DIN: 02018124), as an Independent Director on the Board of the Company for a second term of three years

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

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dhanpal Jhaveri (DIN: 02018124), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of three consecutive years commencing from May 12, 2026 to May 11, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/ authorized representative(s) of the Company to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Re-appointment of Mr. Jai Diwanji (DIN:00910410), as an Independent Director on the Board of the Company for a second term of three years

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

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jai Diwanji (DIN: 00910410), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of three consecutive years commencing from May 12, 2026 to May 11, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/ authorized representative(s) of the Company to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors of
Onward Technologies Limited

Aakash Joshi

Company Secretary & Compliance Officer
M. No. A60953

Date: May 5, 2026
Place: Mumbai

Registered Office: 2nd Floor, Sterling Centre,
Dr. A.B. Road, Worli, Mumbai – 400 018.
Email: investors@onwardgroup.com
website: www.onwardgroup.com
CIN: L28920MH1991PLC062542

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

The Explanatory Statement sets out all material facts relating to the business(es) to be dealt at the Annual General Meeting as mentioned in the Notice:

Item No. 4 and 5;

The Members of the Company had, at the 30th Annual General Meeting ("AGM") of the Company held on July 15, 2021, appointed Mr. Harish Mehta as a Whole time Director designated as Executive Chairman of the Company for a period of five years effective from May 14, 2021. As per the terms, tenure of his appointment is expiring on May 13, 2026. Accordingly, on the recommendation of Nomination & Remuneration Committee, the Board of Directors have, at their meeting held on May 05, 2026, re-appointed Mr. Harish Mehta as a Whole-time Director designated as an Executive Chairman for a further period of five years, with effect from May 14, 2026, subject to approval of the Members by way of a Special Resolution. As per Section 196 of the Companies Act, 2013, no company shall appoint or continue the employment of any person as whole-time director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that Mr. Harish Mehta has already attained the age of 75 years, it is necessary to approve re-appointment of his directorship on the Board of Directors of the Company by way of a special resolution.

The Members of the Company had, at the 30th AGM of the Company held on July 15, 2021, appointed Mr. Jigar Mehta as a Managing Director of the Company for a period of five years effective from May 14, 2021. As per the terms, tenure of his appointment is expiring on May 13, 2026. Accordingly, on the recommendation of Nomination & Remuneration Committee, the Board of Directors have, at their meeting held on May 05, 2026, re-appointed Mr. Jigar Mehta as a Managing Director for a further period of five years, with effect from May 14, 2026, subject to approval of the Members by way of Special Resolution.

Further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 09, 2018 ('Amended Listing Regulations'), the remuneration payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the shareholders by Special Resolution, where the aggregate annual remuneration payable to such directors exceeds five per cent (5%) of the net profits of the Company. Considering the said limits the Board recommends Special Resolution for paying remuneration exceeding the prescribed limits in any year during the tenure of this appointment, for the approval of the shareholders of the Company.

The details of the directors seeking appointment/re appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed hereto.

I. General Information

1. Nature of industry

Onward Technologies Limited is a software and digital engineering services company specializing in digital and engineering research & development (ER&D) services for global clients. Headquartered in Mumbai, India, the company works closely with customers across North America and Europe, supporting product development and engineering initiatives across sectors such as industrial equipment, automotive, transportation, healthcare, and life sciences. Onward Technologies operates through its global offices and India-based delivery centers, providing scalable offshore delivery, domain expertise, and integrated engineering solutions to its customers.

2. Date or expected date of commencement of commercial production:

The Company is in operation since its date of incorporation.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

4. Financial performance based on given indicators

(In ₹ Lakhs)

Particulars	Standalone Financial Performance		Consolidated Financial Performance	
	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025
Total Income	42,584.05	39,225.94	55,089.47	49,852.92
Profit before Tax	4,286.15	3,295.73	5,704.58	3,629.98
Profit after Tax	3,215.88	2,438.35	4,432.39	2,707.77

5. Foreign investments or collaborations, if any.

The Company has no foreign collaborations and hence there is no equity participation by foreign collaborators except shares acquired by NRI/OCBs from the open market in the Company. Further, the Company has made investments in its subsidiaries abroad. The brief details of the investments is forming part of the annexures to the Directors report

II. Information about Mr. Harish Mehta and Mr. Jigar Mehta

A. Information about Mr. Harish Mehta

Harish Mehta has founded, led, grown, and mentored Onward Tech across two generations as MD & Chairman. Having cofounded NASSCOM, he is credited for being the driving force behind galvanizing Indian IT industry. Mr. Mehta is the award-winning author of 2022's National Bestseller, The Maverick Effect. He is also credited with having introduced The Indus Entrepreneurs (TIE) to India. He has been honoured with multiple Lifetime Achievement Awards, by Deccan Herald (2004), IMC Chamber of Commerce and Industry (2018) and DataQuest ICT Business Awards (2023) for his contributions to the Indian IT industry. In recognition of his role in propagating the development of the IT industry for the past 25 years, he has also been honoured by India's Prime Minister, Mr. Narendra Modi. On an academic note, Mr. Harish Mehta holds a Bachelor's degree in Electrical Engineering from the College of Engineering, Pune, and a Master's degree in Computer Science from Brooklyn Polytechnic Institute, New York (USA)

Considering the significant contribution made by Mr. Harish Mehta in the development and growth of the Company, the Nomination and Remuneration Committee has recommended and the Board has, subject

to the approval of members, approved the revision in remuneration with effect from May 14, 2026 to May 13, 2029.

Mr. Harish Mehta holds 220,000 equity shares of the Company.

B. Information about Mr. Jigar Mehta

Jigar Mehta is a second-generation entrepreneur who was appointed Managing Director of the company in May 2016. He has been instrumental in transforming a family business of 300 employees to a 2500+ strong team today with operations in India, USA, UK, Germany, Canada. Mr. Mehta is a graduate from the prestigious Owner/President Management (OPM) program at Harvard Business School, an alumnus of Boston University Massachusetts, and St. Xavier's College, Mumbai. He is also an active member of the YPO Bombay chapter.

His commendable leadership, sincerity, commitment and ideas have resulted in opening up of new opportunities for the Company. The Company has made enormous progress under the stewardship of Mr. Jigar Mehta, the Nomination and Remuneration Committee has recommended and the Board has, subject to approval of members, approved revision in remuneration with effect from May 14, 2026 to May 13, 2029

Mr. Jigar Mehta holds 400,000 equity shares of the Company.

6. Past Remuneration

(₹ in lakhs)

Sr No	Financial Years	Mr. Harish Mehta	Mr. Jigar Mehta
1	FY 2025-26	₹ 383.17	₹ 459.80
2	FY 2024-25	₹ 372.00	₹ 384.40
3	FY 2023-24	₹ 385.53	₹ 347.20

7. Recognition and Rewards

Mr. Harish Mehta was awarded 'Dataquest Lifetime Achievement Award 2022.

8. Job profile and his suitability:

As stated at point no. A & B above

9. Remuneration Proposed:

As stated in the Notice of AGM at Item Nos. 4 and 5

10. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The proposed remuneration of Mr. Harish Mehta and Mr. Jigar Mehta is reasonable and comparable with the remuneration paid to managerial personnel occupying similar positions in peer companies operating in the same industry. Considering the size and complexity of the Company's business operations and the significant responsibilities shouldered by them as Executive Chairman and Managing Director, respectively, the Board is of the view that the proposed remuneration is justified and commensurate with their roles and contributions to the Company and its group entities.

11. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Except for the remuneration proposed herein and their shareholding, Mr. Harish Mehta and Mr. Jigar Mehta do not have any other pecuniary relationship with the Company. Mr. Harish Mehta, Executive Chairman, is the father of Mr. Jigar Mehta, Managing Director of the Company. Both of them are members of the Promoter and Promoter Group of the Company.

III. Other Information

Reasons of loss or inadequacy of profits:

Not Applicable, as company has posted Consolidated & Standalone net profit after tax of ₹ 4,432.39 Lakhs and ₹3,215.88 Lakhs respectively during the year ended March 31, 2026.

Steps taken or proposed to be taken for improvement:

Not Applicable, as company has adequate profits.

IV. Disclosures

Remuneration package of the managerial person:

As stated in the Notice at Item Nos. 4 & 5 Disclosures in the Board of Directors' report under

the heading 'Corporate Governance' included in Annual Report 2025-26:

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Harish Mehta and Mr. Jigar Mehta are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 & 5 of the accompanying Notice of the AGM.

Item No. 06:

The Board of Directors at its meeting held on May 12, 2023 had appointed Mr. Dhanpal Jhaveri as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Annual General Meeting held on July 17, 2023 appointed Mr. Dhanpal Jhaveri as an Independent Director to hold office for a term of three consecutive years. Accordingly, the tenure of Mr. Dhanpal Jhaveri, as an Independent Director is coming to an end on May 11, 2026.

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

After taking into account the performance evaluation, during his first term of three years and considering the knowledge, expertise and experience in respective fields and the contribution made by Mr. Dhanpal Jhaveri during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on May 5, 2026 has considered, approved and recommended the reappointment of Mr. Dhanpal Jhaveri as an Independent Director for a second term of three years with effect from May 12, 2026 to May 11, 2029, to the Board of Directors for their approval.

The Company has received the declaration on criteria of Independence as per Section 149(6) of the Act. Accordingly, the Board of Directors at its meeting held on May 5, 2026, has approved the proposal for reappointment of Mr. Dhanpal Jhaveri as an Independent Director for a second term of three consecutive years with effect from May 12, 2026.

In the opinion of the Board, Mr. Dhanpal Jhaveri fulfills the conditions specified in the Act and rules

made thereunder for his re-appointment as an Independent Director of the Company. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Dhanpal Jhaveri as an Independent Director, for the approval by the Members of the Company, by way of a Special resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Dhanpal Jhaveri has been provided in a separate section of this Notice. Except Mr. Dhanpal Jhaveri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 06 of the Notice.

Item No. 07:

The Board of Directors at its meeting held on May 12, 2023 had appointed Mr. Jai Diwanji as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Annual General Meeting held on July 17, 2023 appointed Mr. Jai Diwanji as an Independent Director to hold office for a term of three consecutive years. Accordingly, the tenure of Mr. Jai Diwanji, as an Independent Director is coming to an end on May 11, 2026.

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

Date: May 5, 2026
Place: Mumbai

After taking into account the performance evaluation, during his first term of three years and considering the knowledge, expertise and experience in respective fields and the contribution made by Mr. Jai Diwanji during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on May 5, 2026 has considered, approved and recommended the reappointment of Mr. Jai Diwanji as an Independent Director for a second term of three years with effect from May 12, 2026 to May 11, 2029, to the Board of Directors for their approval.

The Company has received the declaration on criteria of Independence as per Section 149(6) of the Act. Accordingly, the Board of Directors at its meeting held on May 5, 2026, has approved the proposal for reappointment of Mr. Jai Diwanji as an Independent Director for a second term of three consecutive years with effect from May 12, 2026.

In the opinion of the Board, Mr. Jai Diwanji fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Jai Diwanji as an Independent Director, for the approval by the Members of the Company, by way of a Special resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Jai Diwanji has been provided in a separate section of this Notice. Except Mr. Jai Diwanji, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 07 of the Notice.

By order of the Board of Directors of
Onward Technologies Limited

Aakash Joshi

Company Secretary & Compliance Officer
M. No. A60953

NOTES:

Section I - Attendance and Documents Inspection

1. Ministry of Corporate Affairs ("MCA") vide its Circular No. 3/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. The deemed venue for the 35th AGM will be the Registered Office of the Company – Sterling Centre, 2nd Floor, Dr. A. B. Road, Worli, Mumbai - 400 018.

2. Since the AGM will be held through VC facility, the Route Map is not annexed in this Notice.

3. In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/ Depositories. Members may note that the Notice and Annual Report for FY 2025-26 are also available on the Company's website at www.onwardgroup.com/investors. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / RTA.

4. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("**the Act**") with respect to Item Nos. 1 to 6 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings issued by the

Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Explanatory Statement, respectively.

5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Since the AGM is being held through VC facility, the facility for appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Corporate / institutional members intending to authorize their representative to attend the Meeting through VC/OAVM facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes

by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. **Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investors@onwardgroup.com upto July 03, 2026. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.**
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@onwardgroup.com.

Section II - Dividend, Record Date, TDS, etc.

12. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of AGM as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("**NSDL**") and the Central Depository Services (India) Limited ("**CDSL**"), collectively "Depositories", as of the close of business hours on July 03, 2026
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission, name deletion and transposition requests lodged with the Company as of the close of business hours on July 03, 2026
13. Members may note that the Income Tax Act, 1961, ("**the IT Act**") as amended by the Finance

Act, 2020, mandates that dividends paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the IT Act.

Section C - Updation of records, IEPF and queries on Annual Report

14. Members are requested to direct notifications about change of name / address, email address, telephone / mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to MUFG Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company ("MUFG") at Unit: Onward Technologies Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, Contact No: 91-22-49186270, Fax No: 91-22-49186060, Email: investor.helpdesk@in.mpms.muvg.com in case the shares are held in physical form.
15. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated furnishing of PAN, KYC details and Nomination/ opt out of Nomination, by holders of physical securities. Folios wherein any one of the abovementioned details are not registered by April 1, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ opt out of Nomination by submitting the prescribed forms duly filled and signed by sending a physical copy of the prescribed forms to MUFG Intime India Pvt. Ltd. Unit: Onward Technologies Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, or by email to investor.helpdesk@in.mpms.muvg.com from their registered email id. The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to above SEBI Circular.
16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrar and

Share Transfer Agent, Link Intime for assistance in this regard.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Pvt. Ltd at <https://in.mpms.mufg.com/>
18. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company ("MUFG") in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MUFG Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company ("MUFG") in case the shares are held in physical form.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share

certificates shall be processed in dematerialized form.

21. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

OTHER INSTRUCTIONS

1. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. July 09, 2026. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-Voting or voting at the AGM through electronic voting system or poll paper.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-Voting then the Member can use his/her existing User ID and password for casting the vote.
3. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the Meeting, thereafter, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
4. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at: www.onwardgroup.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Section IV - Voting through electronic means

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER :-

The remote e-voting period begins on July 13, 2026 at 09:00 A.M. and ends on July 15, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 09 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 09 , 2026.

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 and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="523 383 865 584" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website HYPERLINK “http://www.cdslindia.com”www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK “http://www.cdslindia.com”www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK “http://www.cdslindia.com”www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting 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.
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***

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.

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.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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. 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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user

id and password for e-voting by providing above mentioned documents.

3. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you

can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@onwardgroup.com. The same will be replied by the company suitably.

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be re-appointment/appointment at the ensuing Annual General Meeting (AGM) and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice.

Disclosure on appointment / re-appointment of Director pursuant to Clause 1.2.5 of Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Names	Mr. Harsha Raghavan	Mr. Dhanpal Jhaveri	Mr. Jai Diwanji
Directors Identification Number	01761512	02018124	00910410
Father's Name	Mr. Ramabadrnan Veera Raghavan	Late Arvind Jhaveri	Mr. Shishir Diwanji
Date of Birth/ (Age in years)	October 10, 1971 (54)	December 20, 1968 (57)	February 4, 1973 (53)
Date of first Appointment on the Board	June 30, 2021	May 12, 2023	May 12, 2023
Qualification	MBA and M. S., Industrial Engineering (Stanford Graduate School of Business) and Bachelor of Art, Computer Science and Economics (U.C. Berkeley)	Bachelor of Commerce from the University of Mumbai and Master of Business Administration from Babson College, USA	B.A. in Law from University of Cambridge (U.K.) and Business Service Management degree from Tulane University (U.S.A)
No. of Years of experience	More than 25 years	More than 25 years	More than 25 years
Brief Resume including experience and qualification Experience in Specific Functional Area	Mr. Harsha Raghavan is the Founder and Managing Partner of Convergent Finance LLP headquartered in Mumbai, India. Mr. Raghavan has been involved with the Indian private equity industry since 1996. He most recently served as the Founding Managing Director & CEO of Fairbridge Capital Private Limited,	Mr Dhanpal Jhaveri is the Vice Chairman of Everstone Group, a premier investment group focused on India and Southeast Asia, with assets in excess of \$8bn across private equity, real estate, credit, sustainable growth infrastructure, and venture capital. Dhanpal is also the Co-Founder and CEO of Eversource Capital — the	Mr. Jai Diwanji has completed his education from the University of Cambridge (UK) with B.A. in Law degree in 1997. Additionally, he also holds a Business Service Management degree from Tulane University (USA). He is an advocate with 25+ years of experience and is presently a partner at Desai & Diwanji, a full-service Indian law firm.
	the Indian investing entity of Fairfax Financial Holdings, from 2009 to 2018. He was also Head of India for Candover Investments, Co-Head of India for Goldman Sachs Principal Investment Area and Vice President of Indocean Chase Capital. Mr. Raghavan has experience investing over \$3.0 billion across multiple continents, with a track record of value creation through intensive engagement with portfolio companies.	largest single-country sustainable growth infrastructure fund in the Global South, with an AUM of \$865mn and a focus on India and Southeast Asia. An active contributor to public policy, Dhanpal engages through the CII Renewable Energy Council, the Indian Merchants' Chamber of Commerce and Industry, the Mumbai chapter of the Entrepreneurs' Organisation, and as a past President and current Board Member of TiE Mumbai.	His practice includes advising national and international corporates and other multifarious enterprises in the areas of mergers & acquisitions, private equity, joint ventures and general corporate law. He is an Independent Director on the Board of several other companies.

Names	Mr. Harsha Raghavan	Mr. Dhanpal Jhaveri	Mr. Jai Diwanji
	At Fairbridge, Mr. Raghavan was responsible for all capital allocation decisions and led the investment of more than \$2.1 billion, a figure that rose by over 2.6x to \$5.5 billion in a seven-year period. Portfolio companies leveraged Mr. Raghavan's operational expertise and global networks to meet their strategic objectives, including mergers and acquisitions, business expansions, and board appointments.	In line with his belief in inclusive progress, Dhanpal serves on the UN Women Business Sector Advisory Council, advancing gender equity in clean energy and sustainable finance. He is also a Board Member of the Avasara Leadership Institute, which fosters academic and leadership excellence among India's brightest young women. Dhanpal holds a Bachelor of Commerce from the University of Mumbai and an MBA from Babson College, US.	
Tenure and Terms and Conditions of Appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.	For a Second term of three years	For a Second term of three years
Details of remuneration sought to be paid	As per Investment Agreement, he is not taking any sitting fees for attending meetings of the Board and also committees.	NA	NA
Last drawn remuneration	Not Applicable	None	None
Relationship with other Directors and Key Managerial Personnel	None	None	None
Directorship in Listed Companies	Directorship : 1. Camlin Fine Sciences Limited 2. Jagson Pal Pharmaceuticals Limited. 3. Sundrop Brands Limited	Directorship: Nil	Directorship: 1. Alembic Pharmaceutical Limited 2. Kaira Can Company Limited 3. Batliboi Limited 4. EIMCO Elcon (India) Limited

Names	Mr. Harsha Raghavan	Mr. Dhanpal Jhaveri	Mr. Jai Diwanji
Chairman/Member in the Committees of the Boards of other Listed companies (along with the listed company in which they resigned in past 3 years)	<p>Committee Membership:</p> <p>Camlin Fine Sciences Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee - Member of Nomination and Remuneration Committee <p>Jagson Pal Pharmaceuticals Limited.</p> <ul style="list-style-type: none"> - Member of Audit Committee - Member of Risk Management Committee <p>Sundrop Brands Limited</p> <ul style="list-style-type: none"> - Member of Nomination and Remuneration Committee - Member of Corporate Social Responsibility Committee - Member of Risk Management Committee 	Indostar Capital Finance Limited (resigned w.e.f August 28, 2025)	<p>Committee Membership:</p> <p>Alembic Pharmaceutical Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee - Chairman of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee <p>Kaira Can Company Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee <p>Batliboi Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee - Chairperson of Nomination & Remuneration Committee <p>EIMCO Elcon (India) Limited</p> <ul style="list-style-type: none"> - Member of Audit Committee - Chairperson of Nomination & Remuneration Committee
No. of Shares held as on May 05, 2026 in the Company	Nil	27,000 equity shares jointly with spouse.	5,700 equity shares
Shareholding in the name of the spouse and immediate relatives of the Director	Nil	27,000 equity shares jointly with spouse.	Nil
Number of meetings of the Board attended during the year	3	2	4

Names	Mr. Harish Mehta	Mr. Jigar Mehta
Directors Identification Number	00153549	06829197
Father's Name	Late Shantilal Mehta	Mr. Harish Mehta
Date of Birth/ (Age in years)	October 09, 1947 (78)	November 25, 1979 (46)
Date of first Appointment on the Board	July 18, 1991	May 16, 2016
Qualification	Bachelor's Degree in Electrical Engineering and a Master's Degree in Computer Science from Brooklyn Polytechnic Institute, New York (USA)	Owner/President Management (OPM) Program at Harvard Business School
No. of Years of experience	More than 25 years	More than 10 years
Brief Resume including experience and qualification	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Experience in Specific Functional Area		
Tenure and Terms and Conditions of Appointment	5 years (From May 14, 2026 to May 13, 2031)	5 years (From May 14, 2026 to May 13, 2031)
Details of remuneration sought to be paid	Refer item no. 4 to the Notice	Refer item no. 5 to the Notice
Last drawn remuneration	Remuneration as disclosed in Directors' Report forming part of this Annual Report.	Remuneration as disclosed in Directors' Report forming part of this Annual Report.
Relationship with other Directors and Key Managerial Personnel	Mr. Harish Mehta is a father of Mr. Jigar Mehta, Managing Director of the company.	Mr. Jigar Mehta is a son of Mr. Harish Mehta, Executive Chairman of the Company.
Directorship in Listed Companies	He is not a director in any other listed entity except Onward Technologies Limited.	He is not a director in any other listed entity except Onward Technologies Limited.
Chairman/Member in the Committees of the Boards of other Listed companies (along with the listed company in which they resigned in past 3 years)	None	None
No. of Shares held as on May 05, 2026 in the Company	220,000 equity shares	400,000 equity shares
Shareholding in the name of the spouse and immediate relatives of the Director	Mr. Jigar Mehta, son of Mr. Harish Mehta and Managing Director of the Company, holds 4,00,000 equity shares of the Company. Ms. Prachi Mehta and Ms. Heral Mehta, daughters of Mr. Harish Mehta, hold 1,70,000 and 2,50,059 equity shares of the Company, respectively. Mr. Jigar Mehta, Ms. Prachi Mehta and Ms. Heral Mehta form part of the Promoter and Promoter Group of the Company.	Mr. Harish Mehta, father of Mr. Jigar Mehta and Executive Chairman of the Company, holds 2,20,000 equity shares of the Company. Ms. Prachi Mehta and Ms. Heral Mehta, sisters of Mr. Jigar Mehta, hold 1,70,000 and 2,50,059 equity shares of the Company, respectively. Mr. Harish Mehta, Ms. Prachi Mehta and Ms. Heral Mehta are members of the Promoter and Promoter Group of the Company.
Number of meetings of the Board attended during the year	4	4