

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

Regd. Off.: Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E), Thane – 421306
E-mail Id: ho@hawcoindia.com Website: www.hawcoindia.in
CIN: L99999MH1945PLC004581 Tel. No.: 022-22837658-62

8th January, 2025

To,

BSE Ltd
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Sub: Postal Ballot Voting Results

Dear Sirs,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Regulations) and applicable provisions of the Companies Act, 2013, we enclose herewith the following pertaining to the Postal Ballot of the Company held during the period 9th December, 2024 to 7th January, 2025:

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of the Scrutinizer dated 8th January, 2025.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For **Hardcastle & Waud Manufacturing Company Limited**

Smita Achrekar
Company Secretary & Compliance Officer

Encl: a/a

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Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Postal Ballot	9 th December, 2024 to 7 th January, 2025
Total no. of shareholders on record date	1,583
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting Through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Authority to the Board of Directors of the Company to advance Loan(s), give guarantee(s) and or to provide security(ies) in connection with any Financial Assistance / Loan, from time to time, to Hardcastle Petrofer Private Limited (CIN:U24100MH2004PTC149240) [HPPL] and or to Person(s) in whom Director(s) of the Company, for the time being, is / are interested subject to a limit of Rs 25,00,00,000 (Rupees Twenty Five Crores) remaining outstanding at any point of time				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	500184	500175	99.9982	500175	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		500184	500175	99.9982	500175	0	100.0000
Public- Institutions	E-Voting	560	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		560	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	178730	55337	30.9612	54511	826	98.5073	1.4927
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		178730	55337	30.9612	54511	826	98.5073
Total		679474	555512	81.7562	554686	826	99.8513	0.1487
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	500175
Public Insitutions	0
Public - Non Insitutions	0

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Declaration of Results of voting in relation to the Postal Ballot of the Company held from 9th December, 2024 to 7th January, 2025

(Consolidated Results of remote e-voting and ballot papers)

In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended facility of remote e-voting and voting through postal ballot papers to its members to vote on the Special Resolution proposed to be passed through Postal Ballot which was held from 9th December, 2024 to 7th January, 2025.

Mr Shailesh Kachalia, Practicing Company Secretary acted as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by postal ballot papers.

The Scrutinizer has submitted his Report after scrutiny of the aforesaid remote e-voting and voting through postal ballot papers.

On the basis of the above Report, it is hereby declared that the Special Resolution stated in the Postal Ballot Notice dated 26th November, 2024 has been duly approved by the Members of the Company as per the following details:

Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
	In favour	Against	Invalid	
Authority to the Board of Directors of the Company to advance Loan(s), give guarantee(s) and or to provide security(ies) in connection with any Financial Assistance / Loan, from time to time, to Hardcastle Petrofer Private Limited (CIN:U24100MH2004PTC149240) [HPPL] and or to Person(s) in whom Director(s) of the Company, for the time being, is / are interested subject to a limit of Rs 25,00,00,000 (Rupees Twenty Five Crores) remaining outstanding at any point of time.	54,511	826	5,00,175	Special
Percentage	98.5073	1.4927	0	-

The voting rights of holders of 9,624 unclaimed equity shares of the Company held in demat suspense account continue to remain frozen.

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The Scrutinizer's Report is annexed hereto.

For Hardcastle & Waud Manufacturing Company Limited

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ACHREKAR
Date: 2025.01.08
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Smita Achrekar
Company Secretary & Compliance Officer

Place: Mumbai
Date: 8th January, 2025



SHAILESH KACHALIA

Company Secretaries

**Bhoomi Elegent C wing, Second Floor, Flat No 201, Thakur Complex, NR Ramdas
Kadam Bungalow, NR Jinal Bldg, Kandivali East, Mumbai 400101**

Contact: - 98925 34153

Email Id: - shaileshmay@gmail.com

8th January, 2025

To,

The Board of Directors

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (India) Private Limited,
Netivali, Kalyan (E) – 421306

Sub: Scrutinizer's Report on Postal Ballot conducted through e-voting and ballot forms pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Dear Sirs,

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Hardcastle and Waud Manufacturing Company Limited ("the Company"), pursuant to Section 110 of the Act read with the Rules made thereunder, to scrutinize the remote e-voting process and postal ballot.

In accordance with the Ministry of Corporate Affairs ('MCA') General Circular No. 09/2024 dated September 19, 2024 ('MCA Circular') read with Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice dated 26th November 2024, for transacting the special business by passing special resolution through Postal Ballot along with Statement setting out its material facts under Section 102 of the Act was sent by the Company through email to its Shareholders whose names appeared in the Register of Members of the Company as on Friday, 29th November, 2024 ("Cut-off date"). Shareholders whose names appeared in the Register of Members of the Company on the Cut-Off date ("Eligible Members") were entitled to vote on the resolution contained in the Notice.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by Eligible Members of the Company. The Company had also given Eligible Members opportunity to fill the Postal Ballot Form appended to said Notice and return the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST) from their registered Email ID's to the Scrutinizer at skachaliascrutinizer@gmail.com.

The voting period for remote e-voting commenced on Monday, 9th December, 2024 (9.00 a.m.) and ended on Tuesday, 7th January, 2025 (5.00 p.m.) The NSDL remote e-voting platform was thereafter blocked.

No votes were cast through Ballot forms upto 5.00 p.m. (IST) of Tuesday, 7th January, 2025. The votes cast under the remote e-voting facility were unblocked in the presence of two witnesses, not in the employment of the Company. The voting rights of holders of 9,624 unclaimed equity shares held in demat suspense account were frozen.

Based on the data downloaded from the NSDL remote e-voting system, I have scrutinized and reviewed the voting through remote e-voting.

I now hereby submit my Report as under on the result of the voting through electronic means in respect of the said special resolution:

Resolution	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Result
Authority to the Board of Directors of the Company to advance Loan(s), give guarantee(s) and or to provide security(ies) in connection with any Financial Assistance / Loan, from time to time, to Hardcastle Petrofer Private Limited (CIN:U24100MH2004PTC 149240) [HPPL] and or to Person(s) in whom Director(s) of the Company, for the time being, is / are interested subject to a limit of Rs 25,00,00,000 (Rupees Twenty Five Crores) remaining outstanding at any point of time.	Evote 5,55,512 Ballot Paper Nil	Evote 55,337 Ballot Paper Nil	Evote 5,00,175 Ballot Paper Nil	Evote 54,511 Ballot Paper Nil	Evote 826 Ballot Paper Nil	Resolution duly approved

The Register, all other papers and relevant records relating to the voting shall remain in my safe custody until minutes of the Special Resolution passed through Postal Ballot / Remote e-voting are considered, approved and signed whereafter the same would be handed over to the Company for safe keeping.

Yours faithfully,

For Hardcastle & Waud Manufacturing Company Limited

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Shailesh Kachalia
Practising Company Secretary
FCS No. 1391
CP: 3888
PR No. 6336/2024
UDIN: F001391F003606597

Smita Achrekar
Company Secretary & Compliance Officer