

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

Regd. Off.: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306

Tel. No.: 022-22837658 Fax: 022-22873176

CIN No.: L99999MH1945PLC004581

E-mail Id: ho@hawcoindia.com

Website: www.hawcoindia.in

3rd May, 2021

To,

BSE Ltd
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

Sub: Postal Ballot Voting Results.

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 3.4.2021 to 2.5.2021:

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of the Scrutinizer dated 3rd May, 2021.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For **Hardcastle & Waud Mfg Co. Ltd.**



Smita Achrekar
Company Secretary



Encl.: a/a

03.05.2021

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

| | |
|--|-------------------------------------|
| Date of the Postal Ballot | 3rd April, 2021 to 2nd May, 2021 |
| Total No. of shareholders on record date | *1273 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | NA |
| Public: | NA |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | NA |
| Public: | NA |

* Includes 77 members whose unclaimed equity shares are held in demat suspense account.

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AGENDA WISE

Resolution Required : Ordinary 1 - Approval of Material Related Party Transaction being sale and transfer of the 8,33,000 fully paid-up equity shares of Rs 10 each of West Pioneer Properties (India) Private Limited held by the Company to Anurag Welfare Trust and or to any other related party to the Company.

Whether promoter / promoter group are interested in the agenda / resolution?

Yes

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | [1] | [2] | [3]=[2/1]*100 | [4] | [5] | [6]=[4/2]*100 | [7]=[5/2]*100 |
| Promoter and Promoter Group | E-Voting | 499,183 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | NA | NA | NA | NA | NA | NA |
| | Ballot Paper | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 499,183 | 0 | 0 | 0 | 0 | 0 |
| Public Institutions | E-Voting | 560 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | NA | NA | NA | NA | NA | NA |
| | Ballot Paper | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 560 | 0 | 0 | 0 | 0 | 0 |
| Public Non Institutions | E-Voting | * 179,731 | 63,969 | 35.59 | 51,765 | 12,204 | 80.92 | 19.08 |
| | Poll | | NA | NA | NA | NA | NA | NA |
| | Ballot Paper | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 179,731 | 63,969 | 35.59 | 51,765 | 12,204 | 80.92 |
| Total | | 679,474 | 63,969 | 9.41 | 51,765 | 12,204 | 80.92 | 19.08 |

* Includes 9447 unclaimed equity shares held in demat suspense account. Voting rights of the holders of the said shares were frozen.

Ashers



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Declaration of Results of voting in relation to the Postal Ballot of the Company held from 3rd April, 2021 to 2nd May, 2021

(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 ordinary resolution proposed to be passed through Postal Ballot which was held from 3rd April, 2021 to 2nd May, 2021.

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 ordinary resolution stated in the Postal Ballot Notice dated 31st March, 2021 have been duly approved by the Members of the Company as per the following details:

| Sr. No. | Resolution | Number of Votes (Shares) | | | Passed as Ordinary/Special Resolution |
|---------|---|--------------------------|---------|---------|---------------------------------------|
| | | In favour | Against | Invalid | |
| 1. | Approval of Material Related Party Transaction being sale and transfer of the 8,33,000 fully paid-up equity shares of Rs 10 each of West Pioneer Properties (India) Private Limited held by the Company to Anurag Welfare Trust and or to any other related party to the Company. | 51,765 | 12,204 | 0 | Ordinary |
| | Percentage | 80.92 | 19.08 | 0 | - |

The voting rights of holders of 9447 unclaimed equity shares of the Company held in demat suspense account continue to remain frozen.

The Scrutinizer's Report is annexed hereto.

For Hardcastle & Waud Mfg Co. Ltd



Smita Achrekar
Company Secretary

Place: Mumbai
Date: 3rd May, 2021



SHAILESH KACHALIA
B.Com. (Hons.)L.L.B, F.C.S
Practising Company Secretary

Om Sri Co-op Hsg. Society Ltd
'A' Wing, Flat No.7, 1st floor
Near Shanti Ashram, Borivali (W)
Mumbai - 400 103
Tel: 9892534153
skachaliascrutinizer@gmail.com

3rd May, 2021

HARDCASTLE & WAUD MFG. CO. LTD.
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd, Netivalli,
Kalyan (E) - 421306

Dear Sirs,

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.

I, Shailesh Kachalia, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Hardcastle & Waud Mfg. Co. Ltd. ("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 terms of 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 and 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Notice dated 31st March 2021, for transacting the special business by passing ordinary 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 appear in the Register of Members of the Company as on Friday, 26th March, 2021 ("Cut-off date"). The Shareholders whose names appear in the Register of Members of the Company on the Cut-Off date ("Eligible Members") were entitled to vote on the resolution as contained in the Notice.

The Company had 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 Saturday, 3rd April, 2021 at 09.00 a.m. (IST) and ended on Sunday, 2nd May, 2021 at 5.00 p.m. (IST). The NSDL remote e-voting platform was thereafter blocked and the votes cast under remote e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. No votes were cast through Ballot forms, upto Sunday, 2nd May, 2021 at 5.00 p.m. (IST). The voting rights of holders of 9447 unclaimed equity shares of the Company 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 following ordinary resolution.

| Resolution No. | Particulars | 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 |
|----------------|---|--|--|-------------------------------------|--|--|---------------------------|
| 1 | Approval of Material Related Party Transaction being sale and transfer of the 8,33,000 fully paid-up equity shares of Rs 10 each of West Pioneer Properties (India) Private Limited held by the Company to Anurag Welfare Trust and or to any other related party to the Company. | Evote 63,969 Ballot Paper Nil | Evote 63,969 Ballot Paper Nil | Evote Nil Ballot Paper Nil | Evote 51,765 Ballot Paper Nil | Evote 12,204 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 Ordinary Resolution passed through Postal Ballot / Remote e-voting are considered, approved and signed where after the same would be handed over to the Company for safe keeping.

Yours faithfully,

Shailesh Kachalia
Practising Company Secretary
FCS No. 1391 CP: 3888, PR No.628/2019
UDIN number F001391C000228607



For Hardcastle & Waud Mfg Co Ltd.


Company Secretary