

# **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.:022-22837658-62  
E-mail Id: ho@hawcoindia.com Website: www.hawcoindia.in  
CIN: L99999MH1945PLC004581

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1<sup>st</sup> October, 2023

To,

BSE Ltd  
Phiroz Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Sub: 77<sup>th</sup> Annual General Meeting - Voting results

Dear Sirs,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), we enclose herewith the following:

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of Scrutinizer dated 30<sup>th</sup> September, 2023, pursuant to Section 108 of the Companies Act, 2013 and applicable rules made thereunder.

Thanking you,

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

**Smita Achrekar**  
**Company Secretary & Compliance Officer**

Encl: a/a

## **HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED**

Registered Office: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt.  
Ltd, Netivali, Kalyan (E) 421306 Tel No. 022-22837658-62  
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**1.10.2023**

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

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<b>Date of the AGM</b>	30th September, 2023
<b>Total No. of shareholders on record date</b>	1,351
<b>No. of shareholders present in the meeting either in person or through authorised representative or proxy:</b>	15
Promoters and Promoter Group:	7
Public:	8
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	NA
Promoters and Promoter Group:	NA
Public:	NA

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon.				
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		500183	100.0000	500183	0	100.0000	0.0000
	Poll	500183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	500183	500183	100.0000	500183	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54174	30.3104	54168	6	99.9889	0.0111
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	178731	54174	30.3104	54168	6	99.9889	0.0111
<b>Total</b>		679474	554357	81.5862	554351	6	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

## Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.					
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		500183	100.0000	500183	0	100.0000	0.0000	
	Poll	500183	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		500183	500183	100.0000	500183	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	560	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54174	30.3104	54168	6	99.9889	0.0111	
	Poll	178731	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		178731	54174	30.3104	54168	6	99.9889	0.0111
<b>Total</b>			679474	554357	81.5862	554351	6	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes		
Disclosure of notes on resolution							Add Notes		

\* this fields are optional

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

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024.				
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		0	0.0000	0	0	0	0
	Poll	500183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	500183	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54174	30.3104	54168	6	99.9889	0.0111
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	178731	54174	30.3104	54168	6	99.9889	0.0111
<b>Total</b>		679474	54174	7.9729	54168	6	99.9889	0.0111
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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

## HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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### **Declaration of Results of voting in relation to the 77<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2023**

(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 remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed to be passed at the 77th Annual General Meeting (AGM) of the Company held on Saturday, the 30<sup>th</sup> September, 2023 at 10.30 am at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306.

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

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

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 77th AGM have been duly approved as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
1.	Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon.	5,54,351	6	0	Ordinary
	Percentage	99.9989	0.0011	0	-
2.	Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.	5,54,351	6	0	Ordinary
	Percentage	99.9989	0.0011	0	-
3.	Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024.	54,168	6	0	Ordinary
	Percentage	99.9889	0.0111	0	-

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The voting rights of holders of 9,624 unclaimed equity shares held in demat suspense account were frozen.

The Scrutinizer's Report is annexed herewith.

**For Hardcastle & Waud Manufacturing Company Limited**

**Smita Achrekar**  
**Company Secretary & Compliance Officer**

**Date: 1<sup>st</sup> October, 2023**

**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](mailto:skachaliascrutinizer@gmail.com)

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30<sup>th</sup> September, 2023

**THE CHAIRMAN OF THE MEETING**  
**HARDCASTLE & WAUD MFG CO. LIMITED**  
Mall Office, 2nd Floor, Metro Junction Mall of  
West Pioneer Properties (I) Pvt Ltd, Netivali,  
Kalyan (E) - 421306

Dear Sir,

**Sub: Scrutinizer's Report on voting by electronic means conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules and physical ballot forms**

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Hardcastle and Waud Mfg Co. Limited ("the Company"), pursuant to Section 108 of the Act, read with the Rules made thereunder, to scrutinize the electronic voting process and the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions considered for passing at the Seventy-seventh Annual General Meeting ("AGM") of the Company held on 30<sup>th</sup> September, 2023.

The Notice dated 25<sup>th</sup> August, 2023 convening the said AGM of the Company was sent to the shareholders in respect of the said mentioned resolutions.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by shareholders of the Company. The Company has also provided facility of voting by physical ballot papers, at the AGM, to its members who do not have access to remote e-voting facility including those who did not vote through remote e-voting as well as who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 23rd September, 2023.

The voting period for remote e-voting commenced on Wednesday, 27<sup>th</sup> September, 2023 (9.00 a.m.) and ended on Friday, 29<sup>th</sup> September, 2023 (5.00 p.m.) The NSDL remote e-voting platform was thereafter blocked.

No vote was cast through physical ballot, at the AGM. 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 and the physical ballots in respect of the said Resolutions:



Reso- lution No.	Item	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	Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon.	Evote 5,54,357 Ballot Paper Nil	Evote 5,54,357 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 5,54,351 Ballot Paper Nil	Evote 6 Ballot Paper Nil	<b>Resolution duly approved</b>
2	Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.	Evote 5,54,357 Ballot Paper Nil	Evote 5,54,357 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 5,54,351 Ballot Paper Nil	Evote 6 Ballot Paper Nil	<b>Resolution duly approved</b>
3	Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024.	Evote 54,174 Ballot Paper Nil	Evote 54,174 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 54,168 Ballot Paper Nil	Evote 6 Ballot Paper Nil	<b>Resolution duly approved</b>

The Register, all other papers and relevant records relating to the voting shall remain in my safe custody until the Chairman (of the meeting called to consider) considers, approves and signs the Minutes of the aforesaid AGM whereafter the same would be handed over to the Company for safe keeping.

Yours faithfully,

Digitally signed by  
SHAILESH  
AMICHAND KACHALIA  
KACHALIA Date: 2023.09.30  
11:46:07 +05'30'

**Shailesh Kachalia**  
Practising Company Secretary  
FCS No. 1391  
CP: 3888  
PR No. 628/2019  
UDIN: F001391E001137229

**For Hardcastle & Waud Manufacturing Company Limited**

Digitally signed by  
SMITA  
SHAILESH  
ACHREKAR Date: 2023.09.30  
11:45:11 +05'30'

**Smita Achrekar**  
Company Secretary & Compliance Officer