

SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED

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

Tel. No. 0251-2352387

E-mail Id: ho@hawcoindia.com

CIN: U51500MH1976PTC019014

To,
The Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Date: 27th July, 2023

Subject: Report under Regulation 10(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011") in respect of acquisition under Regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011.

Dear Sirs,

With reference to the captioned subject, we are enclosing herewith the report in a form as prescribed under Regulation 10(7) of SEBI (SAST) Regulations, 2011, being the Acquirer and the member of the promoter group, in respect of the Acquisition of 2,26,053 (Two Lakhs Twenty Six Thousand and Fifty Three) equity shares of Hardcastle & Waud Manufacturing Company Limited ("Target Company") made on 5th July, 2023 and 7th July, 2023 from Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited, members of the promoter group.

The aforesaid acquisition of shares is pursuant to the Scheme of Amalgamation of Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited into/with Shri Ambika Trading Company Private Limited being approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.

Further please find enclosed herewith the Bankers Cheque bearing no. 085266 dated 26th July, 2023 amounting to Rs. 1,50,000 drawn on IDBI Bank Limited in favour of "Securities and Exchange Board of India" payable at Mumbai towards the prescribed fees for filing of the aforesaid report.

Kindly take this on your record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Shri Ambika Trading Company Private Limited**



Chandra Kant Khaitan

Director (DIN: 02423698)

Acquirer (Member of Promoter Group)

Encl.: as above

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306.

BSE Limited
Corporation Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001.

**Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. General Details				
a) Name, address, telephone no., e-mail of Acquirer(s) [In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.]	Name of Acquirer: Shri Ambika Trading Company Private Limited Address: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Limited, Netivali, Kalyan (E), Thane – 421306. Telephone No : 0251-2352387 E-mail: ho@hawcoindia.com			
b) Whether sender is the acquirer (Y/N)	Yes, the sender is the Acquirer.			
c) If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable			
d) Name, address, Tel. no. and e-mail of sender, if the sender is not the acquirer	Not Applicable			
2. Compliance of Regulation 10(7)				
a) Date of Report	Thursday, 27 July, 2023			
b) Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	Yes, the report is submitted to SEBI within 21 business days from the date of acquisition viz 5th July, 2023.			
c) Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, the report is accompanied with applicable fees as required under Regulation 10(7). The Bankers Cheque No. 085266 dated 26th July, 2023, drawn on IDBI Bank Limited in favor of "Securities and Exchange Board of India" payable at Mumbai of Rs. 1,50,000 is enclosed as "Annexure A"			
3. Compliance of Regulation 10(6)				
a) Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	Yes, the report was filed with the Stock Exchange (BSE Limited) on 7th July, 2023 and the date of acquisition were 5th July, 2023 and 7th July, 2023. Copy of the report is attached as "Annexure B"			
b) Date of Report	Friday, 7 July, 2023			
4. Details of the Target Company (TC)				
a) Name & address of TC	Hardcastle and Waud Manufacturing Company Limited Address: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd, Netvali, Kalyan (East), Thane - 421306.			
b) Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited (BSE)			
5. Details of the acquisition				
a) Date of acquisition	5th July, 2023 and 7th July, 2023			
b) Acquisition price per share (in Rs.)	Nil - Acquisition of 2,26,053 shares [33.27%] of TC through inter-se off market transaction pursuant to the Scheme of Amalgamation of Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited into/with Shri Ambika Trading Company Private Limited being approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.			
c) Regulation which would have been triggered, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulations 3(1) and 3(2)			
d) Shareholding of acquirer(s) and PACs individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
Name(s) of the Acquirer (s) (**)	No. of Shares	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
(i) Shri Ambika Trading Company Private Limited	91,555	13.47%	3,17,608	46.74%
Total holding of the Acquirer	91,555	13.47%	3,17,608	46.74%
PACs (including the Transferors)				
i) Achal Jatia	1,82,566	26.87%	1,82,566	26.87%
ii) Lalita Devi Jatia	1	0.00%	1	0.00%
iii) Banwarilal Jatia	1	0.00%	1	0.00%
iv) Usha Devi Jatia	1	0.00%	1	0.00%
v) Achal Exim Pvt Ltd	1	0.00%	1	0.00%
vi) Acacia Impex Private Limited	1	0.00%	1	0.00%

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vii) Akshay Ayush Impex Pvt Ltd	1	0.00%	1	0.00%
viii) Hardcastle Petrofer Private Limited	1	0.00%	1	0.00%
ix) Hawco Petrofer LLP	1	0.00%	1	0.00%
x) Vandeep Trade Links Private Limited	1	0.00%	1	0.00%
xi) Hawcoplast Investments & Trading Limited (Transferor)	1,23,001	18.10%	0	0.00%
xii) Saubhagya Impex Private Limited (Transferor)	1,03,051	15.17%	0	0.00%
xiii) Concept Highland Business Private Limited (Transferor)	1	0.00%	0	0.00%
Total holding of PACs (including the Transferors)	4,08,628	60.14%	1,82,575	26.87%
6. Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(d)(iii)				
a) Confirm that the scheme is approved by the order of a court or any other competent authority	Yes, the Scheme of Amalgamation has been approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.			
b) Attached copy of the order mentioned above.	Certified copy of the Order dated 6.6.2023 of Hon'ble National Company Law Tribunal, Mumbai Bench is enclosed as 'Annexure C'.			
c) Total consideration paid under the scheme.	Please refer Clause 5 of the Scheme.			
d) Component of cash and cash equivalents in the total consideration paid under the scheme. Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)	There is no Component of cash and cash equivalents in the total consideration paid under the scheme.			
e) After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity	Yes, please see the "Annexure D".			
f) Whether the acquirers as well as transferors have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made alongwith of the same.	<p>Declaration by the Acquirer is attached as "Annexure E". Following disclosures made during the previous 3 years prior to the date of proposed acquisition by the Transferors and Transferee are also attached as "Annexure F":</p> <p>i) Disclosure under Regulation 29(1) of the Takeover Regulations, 2011 by Shri Achal Jatia dated 18th June 2020 for self and on behalf of Shri Ambika Trading Company Pvt Ltd ii) Disclosure under Regulation 29(2) of the Takeover Regulations, 2011 by Shri Achal Jatia dated 18th June 2020 for self and on behalf of Shri Ambika Trading Company Pvt Ltd iii) Disclosure under Regulation 29(1) of the Takeover Regulations, 2011 by Smt Usha Devi Jatia dated 17th September, 2020, for self and on behalf of: a) Saubhagya Impex Private Limited; and b) Hawcoplast Investments & Trading Limited. iv) Disclosure under Regulation 29(2) of the Takeover Regulations, 2011 by Smt Usha Devi Jatia dated 17th September, 2020, for self and on behalf of: a) Saubhagya Impex Private Limited; and b) Hawcoplast Investments & Trading Limited. v) Continual disclosures under Regulation 30 (1) and 30 (2) of the Takeover Regulations, 2011 as on 31.03.2021 & 31.03.2022.</p>			
g) Declaration by the acquirer that all the conditions specified under regulation 10(1) (d)(iii) with respect to exemptions has been duly complied with.	Declaration by the Acquirer is attached as "Annexure E"			

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For Shri Ambika Trading Company Private Limited


Chandra Kant Khaitan
Director (DIN: 02423698)
Acquirer (Member of Promoter Group)
Date : 27-7-2023
Place : Mumbai

(*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.

(**) Shareholding of each entity shall be shown separately and then collectively.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'

आवृत्त के आने से
A/C PAYEE ONLY



VENKATESH CHAMBERS
PRESCOT ROAD, P. B. NO. 714, FORT MUMBAI MAHARASHTRA - 400001

Sr. No. : 85266
आईडीबीआई ऑनपी/IDBI OMNIPAY

जारीकरण की तारीख से तीन महीने के लिए मान्य
VALID FOR THREE MONTHS FROM THE DATE OF ISSUE

दिनांक
DATE

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SECURITIES AND EXCHANGE BOARD OF INDIA

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ON DEMAND PAY One Lakh Fifty Thousand only को या उनके आदेश पर OR ORDER
रुपये RUPEES प्राप्त मूल्य के लिए
45230100010050 * Not Over INR. 1,50,000/- ₹ ***1,50,000.00

खाता सं०
A/c No.

Pur: SHRI AMBIKA TRADING CO PVT. LTD. अदा करें / FOR VALUE RECEIVED
कृते आईडीबीआई बैंक लिमिटेड / For IDBI BANK LTD.

S.R. Mohanand
120296

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प्राधिकृत हस्ताक्षरकर्ता
Authorised Signatory
क्रम सं./Sr No.

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Payable at par at all IDBI Bank Branches in India

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Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Hardcastle & Waud Mfg Co. Ltd

HO <ho@hawcoindia.com>

Fri 7/7/2023 5:40 PM

To:corp.relations@bseindia.com <corp.relations@bseindia.com>

Cc:Smita Achrekar <smita.achrekar@hawcoindia.com>

1 attachments (2 MB)

SAST_10(6).pdf

Dear Sirs,

Please find attached herewith, the disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to Hardcastle & Waud Mfg Co. Ltd.

Regards,
Shri Ambika Trading Company Private Limited



SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED

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

Tel. No. 0251-2352387

E-mail Id: ho@hawcoindia.com

CIN: U51500MH1976PTC019014

To,
BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Date: 7th July, 2023

Subject: Report under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011")

Dear Sirs,

We are enclosing herewith the disclosure under regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, being Acquirer, member of the promoter group, in respect of the acquisition of 2,26,053 (Two Lakhs Twenty Six Thousand and Fifty Three) equity shares of Hardcastle & Waud Manufacturing Company Limited ("Target Company") made on 5th July, 2023 and 7th July, 2023 from Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited, members of the promoter group.

The aforesaid acquisition of shares is pursuant to the Scheme of Amalgamation of Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited into/with Shri Ambika Trading Company Private Limited being approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.

This is for your information and record.

Thanking you,
Yours faithfully

For Shri Ambika Trading Company Private Limited



Chandra Kant Khaitan
Director (DIN: 02423698)

Encl: as above

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
2. Name of the acquirer(s)	Shri Ambika Trading Company Private Limited (list of PACs is attached as "Annexure A")		
3 Name of the stock exchange where shares of the TC are listed	BSE Limited		
4. Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	The details of acquisitions of equity shares and voting rights of the TC are mentioned below:		
	Name of the Transferor(s)	No. of shares	% w.r.t.total share/voting capital
	Hawcoplast Investments & Trading Limited	1,23,001	18.10%
	Saubhagya Impex Private Limited	1,03,051	15.17%
	Concept Highland Business Private Limited	1	0.00%
Total	2,26,053	33.27%	* Inter-Se Off Market Transfer
* Rationale: Entire assets and liabilities including entire shareholding in the TC held by Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited have been transferred to Shri Ambika Trading Company Private Limited pursuant to Scheme of Amalgamation as duly approved by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.			
5. Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10 (1)(d)(iii)		
6. Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No, Not Applicable		
7. Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made	
a) Name of the transferor / seller	Not Applicable	Not Applicable	
b) Date of acquisition	Not Applicable		

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c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a)	Not Applicable		Not Applicable	
d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
e) Price at which shares are proposed to be acquired/actually acquired	Not Applicable		Not Applicable	
8. Shareholding details	Pre-Transaction		Post-Transaction	
	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a) Each Acquirer / Transferee(*)				
(i) Shri Ambika Trading Company Private Limited	91,555	13.47%	3,17,608	46.74%
Total holding of the Acquirer	91,555	13.47%	3,17,608	46.74%
b) Each Seller / Transferor				
i) Hawcoplast Investments & Trading Limited	1,23,001	18.10%	0	0.00%
(ii) Saubhagya Impex Private Limited	1,03,051	15.17%	0	0.00%
(iii) Concept Highland Business Private Limited	1	0.00%	0	0.00%
Total holding of Sellers	2,26,053	33.27%	0	0.00%

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Shri Ambika Trading Company Private Limited



Chandra Kant Khaitan
Director (DIN: 02423698)

Acquirer
Member of Promoter Group

Date : 7.7.2023

Place : Mumbai

Annexure A

Name of the Target Company:	Hardcastle and Waud Manufacturing Company Limited	
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Whether the acquirers belongs to Promoter/ Promoter group	PAN of the acquirers and/ or PACs
Achal Jatia	Promoter	AABPJ7516K
Banwari Lal Jatia	Member of Promoter Group	AAFPJ0367A
Lalita Devi Jatia	Member of Promoter Group	AAJPJ6660J
Usha Devi Jatia	Member of Promoter Group	ACIPJ6863G
Hawcoplast Investments And Trading Limited (Transferor)	Member of Promoter Group	AAACH7035H
Saubhagya Impex Pvt Ltd (Transferor)	Member of Promoter Group	AAACS6984N
Shri Ambika Trading Co Pvt Ltd (Acquirer)	Member of Promoter Group	AAACS5970Q
Acacia Impex Private Limited	Member of Promoter Group	AAACA4838K
Achal Exim Pvt Ltd	Member of Promoter Group	AAACA4837G
Akshay Ayush Impex Pvt Ltd	Member of Promoter Group	AAACA4885E
Concept Highland Business Pvt Ltd (Transferor)	Member of Promoter Group	AAACC2121K
Hardcastle Petrofer Private Limited	Member of Promoter Group	AABCH5032R
Vandeep Trade Links Private Limited	Member of Promoter Group	AAACV1858Q
Hawco Petrofer LLP	Member of Promoter Group	AAGFH9957D

For Shri Ambika Trading Company Private Limited




 Chandra Kant Khaitan
 Director (DIN: 02423698)
 Acquirer
 Member of Promoter Group
 Date : 7.7.2023
 Place : Mumbai



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT-IV

C.P. (CAA)/206/MB/2022 IN
C.A. (CAA)/143/MB/2022

In the matter of
Companies Act, 2013

And

In the matter of
Section 230-232 of
and other applicable provisions of
The Companies Act, 2013
read with the Companies
(Compromises, Arrangements and
Amalgamations) Rules, 2016;

In the matter of

*Scheme of Amalgamation of
Hawcoplast Investments & Trading Limited*

("Transferor Company 1")

and

**Saubhagya Impex Private
Limited**

("Transferor Company 2")

and

Concept Highland Business Private Limited

("Transferor Company 3")

Into

**Shri Ambika Trading Company
Private Limited**

("Transferee Company")

and their respective Shareholders.





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

Hawcoplast Investments & Trading Limited,
[CIN: U51900MH1999PLC118192] ...Petitioner Company No.1/
Transferor Company No.1

Saubhagya Impex Private Limited,
[CIN: U51900MH1990PTC059140] ...Petitioner Company No.2/
...Transferor Company No.2

Concept Highland Business Private Limited
[CIN: U55101MH1994PTC077624] ...Petitioner Company No.3
Transferor Company No. 3

Shri Ambika Trading Company Private Limited,
[CIN: U51500MH1976PTC019014] ...Petitioner Company No.4
Transferee Company

Order delivered on: 06.06.2023

Coram:

Mr. Prabhat Kumar
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Petitioners:

Mr. Ajit Singh Tawar i/b Ajit
Singh Tawar & Co., Advocates for
Petitioner Companies.

For the Regional Director:

Ms. Rupa Sutar, Deputy Director,
Office of the Regional Director,
MCA (WR), Mumbai.





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

ORDER

Per: Kishore Vemulapalli, Member (Judicial)

1. The Bench is convened by videoconference today.
2. Heard the learned Counsel for the Petitioners and the representative of the Regional Director Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.
3. The sanction of the Tribunal is sought under Sections 232 r/w Section 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the Scheme of Amalgamation of Hawcoplast Investments & Trading Limited ("Transferor Company 1" or "Petitioner Company 1") and Saubhagya Impex Private Limited ("Transferor Company 2" or "Petitioner Company 2") and Concept Highland Business Private Limited ("Transferor Company 3 or "Petitioner Company 3") into / with Shri Ambika Trading Company Private Limited ("Transferee Company" or "Petitioner Company 4") and their respective Shareholders.
4. The Counsel for the Petitioner Companies further submits that:
 - a) The Petitioner Companies are engaged in the business of supply of services and investments.
5. The Petitioner Companies have approved the said Scheme of Amalgamation by passing the Board Resolutions on 05th day of May, 2022.





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

6. The Petitions have been filed in consonance with the order dated 26th day of August 2022, passed by this Tribunal in the connected Company Scheme Application bearing C.A.(CAA) /143/MB/2022.
7. The Petitioner Companies have complied with all requirements as per directions of this Tribunal and they have filed necessary affidavits of compliance in this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made there under. The said undertaking is accepted by the Petitioner Companies.
8. The Petitioner Companies states that, by sanction of this Scheme of Amalgamation amongst the Petitioner Companies, will be able to achieve the following benefits:
 - Consolidation and simplification of the group structure;
 - Reduction of administrative and operative costs;
 - Reduction of legal and regulatory compliances;
 - Greater administrative efficiency; and
 - Operational rationalization, organizational efficiency and optimal utilization of various resources.





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

9. **Consideration:**

"Upon this Composite Scheme becoming effective and in consideration of amalgamation of the Transferor Companies with Transferee Company in terms of this Scheme, the Transferee Company shall, without any application, act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to the members of the Transferor Companies holding fully paid up equity shares/preference shares of Transferor Companies as on the Record Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of Directors of the Transferee Company in the following ratio:

To the shareholders of Transferor Company 1:

"403 (Four Hundred and Three) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 1 of Rs. 10/- each fully paid up.

To the shareholders of Transferor Company 2:

"2,602 (Two Thousand Six Hundred and Two) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 2 of Rs. 10/- each fully paid up."

To the shareholders of Transferor Company 3:

"9 (Nine) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 3 of Rs. 10/- each fully paid up.

10. In view of the above, the Petitioner Companies have made requisite applications and/or petitions before the National Company Law Tribunal





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

("NCLT") under Sections 230 to 232 r/w other applicable provisions of the Companies Act, 2013, for the sanction of this Scheme.

11. The Regional Director has filed his report dated 16.05.2023 making certain observations. The Petitioner Companies have submitted/undertaken that:
- The Transferee Company shall pay remaining fees, if any, after set-off of fees paid by the Transferor companies on the increase in authorized share capital of the Transferee company due to amalgamation. The same is also affirmed by Clause 13 (Combination and Re-classification of Authorised Share Capital) in the Scheme;
 - The liability to creditors of the Petitioner Companies is neither being reduced nor being extinguished and as such there is no impact of the Scheme on the creditors and further undertake to protect the interest of the Creditors;
 - The Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and same and there is no discrepancy, or no change is made;
 - The approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after effect to the scheme. The decision of such authorities shall be binding on the petitioner companies concerned;
 - The Appointed Date mentioned in the Scheme is in compliance with the Circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs;
 - That Form PAS-3 is not required to be filed for the for shares issued at premium in the financial year 2000-2001; further no assessment u/s. Section 68 of the Income-tax Act 1961 has been initiated in respect of such allotment; and the Income Tax Authorities shall be at liberty to examine in accordance with the law. Without prejudice, all liabilities





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

- of the respective Transferor Companies will be transferred and vested with Petitioner Company 4 (Transferee Company) post the merger; and the Transferee Company will comply with Income Tax Provisions in relation to proceedings/claims under Income Tax Act against the Transferor Company.
- g. That Form BEN 2 is filed by the First Petitioner Company and copy of the same is attached as Annexure B to the Affidavit in Reply to Regional Directors Report.
12. Ms. Rupa Sutar, Deputy Director, Office of Regional Director (WR), Mumbai appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the scheme.
13. The Official Liquidator has filed his report on 15th day of May, 2023, inter alia stating therein that the affairs of the Transferor Companies have been conducted in a proper manner and the Scheme is not prejudicial to the interest of public and the Shareholders of the Petitioner Companies. Accordingly, the Transferor Companies may be ordered to be amalgamated & dissolved without winding up.
14. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy.
15. The Income Tax Department will be at the liberty to examine the aspect of any tax payable because of this scheme and it shall be open to the income tax authorities to take necessary action as possible under the Income Tax Law.





IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - IV

CP(CAA)/206/MB/2022
IN CA (CAA)/143/MB/2022

16. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing C.P.(CAA)/206/MB/2022 filed by the Petitioner Companies is made absolute in terms of prayers clause of the said Company Scheme Petition.
17. The Petitioner Companies are directed to file a certified copy of this Order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with e-Form INC-28, within 30 days from the date of receipt of Order, duly certified by the Deputy Registrar or the Assistant Registrar, as the case may be, of this Tribunal.
18. The Petitioner Companies to lodge a certified copy of this order and the Scheme duly authenticated by the Deputy Registrar or the Assistant Registrar, as the case may be, of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt certified copy of the order.
19. All concerned regulatory authorities to act on a copy of this Order duly certified by the Registry of this Tribunal, along with a copy of the Scheme.
20. The Composite Scheme of Amalgamation and Arrangement is hereby sanctioned, and the appointed date of the Scheme is fixed as 01st day of April 2022 for Petitioner Companies for the purposes of Section 232(6) of the Companies Act, 2013.

Sd/-
Prabhat Kumar
Member (Technical)
SVR/06/06/2023

Sd/-
Kishore Vemulapalli
Member (Judicial)

Certified True Copy _____
Date of Application 7/6/2023
Number of Pages 2
Fee Paid Rs. 40/-
Applicant called for collection copy on 08/6/23
Copy prepared on 08/6/2023
Copy Issued on 08/6/2023

Page 8 of 8



P. S. Sonawane
Deputy Registrar 08/6/2023
National Company Law Tribunal, Mumbai Bench

COMPOSITE SCHEME OF AMALGAMATION
 OF
 HAWCOPLAST INVESTMENTS & TRADING LIMITED
 ("TRANSFEROR COMPANY 1")
 AND
 SAUBHAGYA IMPEX PRIVATE LIMITED
 ("TRANSFEROR COMPANY 2")
 AND
 CONCEPT HIGHLAND BUSINESS PRIVATE LIMITED
 ("TRANSFEROR COMPANY 3")
 INTO
 SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED
 ("TRANSFeree COMPANY")
 AND
 THEIR RESPECTIVE SHAREHOLDERS
 (UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
 COMPANIES ACT, 2013)

PREAMBLE

This composite Scheme of Amalgamation ("Scheme") is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, and in compliance with Section 2(1B) of the Income Tax Act, 1961, as applicable for the following:

Amalgamation of (a) Hawcoplast Investments & Trading Limited ("Transferor Company 1"); (b) Saubhagya Impex Private Limited ("Transferor Company 2"); and (c) Concept Highland Business Private Limited ("Transferor Company 3") with Shri Ambika Trading Company Private Limited ("Transferee Company") and their respective shareholders and consequent dissolution of the Transferor Company 1, Transferor Company 2, and Transferor Company 3 without winding up.

1. Description of Companies:

1. HAWCOPLAST INVESTMENTS & TRADING LIMITED

1.1 The Transferor Company 1 (CIN: U51900MH1999PLC118192) is an unlisted public limited company incorporated on February 05, 1999 under the provisions of the Companies Act, 1956.

for SAUBHAGYA IMPEX PVT. LTD.

Hawcoplast Investments & Trading Ltd.

Director/Authorised Signatory



Director / Authorised Signatory

For Concept Highland Business Pvt. Ltd.

Director / Authorized Signatory



For Shri Ambika Trading Co. Pvt. Ltd.

Director/Authorised Signatory

1.2 The Transferor Company 1 was incorporated as Vesna Agencies Private Limited. Vesna Agencies Private Limited was then converted into a public limited company. Thereafter it assumed a new name Hawcoplast Chemicals Limited and the said name was again changed to its present name Hawcoplast Investments & Trading Limited.

1.3 The registered office of the Transferor Company 1 is at Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt. Ltd, Netivali, Kalyan (E) Thane 421306, Maharashtra.

1.4 The Transferor Company 1 is presently engaged in the business of supply of services and investments.

2. SAUBHAGYA IMPEX PRIVATE LIMITED

2.1 The Transferor Company 2 (CIN: U51900MH1990PTC059140) is a private limited company incorporated on November 26, 1990 under the provisions of the Companies Act, 1956.

2.2 The registered office of the Transferor Company 2 is at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400021, Maharashtra.

2.3 The Transferor Company 2 is presently engaged in the business of supply of services and investments.

3. CONCEPT HIGHLAND BUSINESS PRIVATE LIMITED

3.1 The Transferor Company 3 (CIN: U55101MH1994PTC077624) is a private limited company incorporated on April 8, 1994 under the provisions of the Companies Act, 1956.

3.2 The Transferor Company 3 was incorporated as Concept Marbles Private Limited. Thereafter its name was changed to Concept Highland Business Private Limited.

3.3 The registered office of the Transferor Company 3 is at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400021, Maharashtra.

3.4 The Transferor Company 3 is presently engaged in the business of supply of services and investments.

4. SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED

4.1 The Transferee Company (CIN: U51500MH1976PTC019014) is a private limited company incorporated on May 18, 1976 under the provisions of the Companies Act, 1956.



- 4.2 The registered office of the Transferee Company is at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400021, Maharashtra.
- 4.3 The Transferee Company is presently engaged in the business of supply of services and investments.

- II. The Amalgamation of Transferor Company 1 and Transferor Company 2 and Transferor Company 3 with the Transferee Company will result in the following benefits:
 1. Consolidation and simplification of the group structure;
 2. Reduction of administrative and operative costs;
 3. Reduction of legal and regulatory compliances;
 4. Greater administrative efficiency; and
 5. Operational rationalization, organizational efficiency and optimal utilization of various resources.

- III. The Scheme is divided into following parts:
 - Part A - deals with Definitions and Share Capital;
 - Part B - deals with the Amalgamation of Hawcoplast Investments & Trading Limited And Saubhagya Impex Private Limited And Concept Highland Business Private Limited with Shri Ambika Trading Company Private Limited; and
 - Part C - deals with General Terms and Conditions applicable to this Scheme.

PART - A

DEFINITIONS AND SHARE CAPITAL

I. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1 "Act" means the Companies Act, 2013, as applicable, and rules and regulations made thereunder and shall include any statutory modifications, amendments or re-enactment thereof for the time being in force;
- 1.2 "Appointed Date" means the opening business hours of 01st day of April, 2022 for the purposes of Section 232(6) and the Scheme shall be effective from the aforesaid date;



- 1.3 **"Appropriate Authority"** means any governmental, statutory, departmental or public body or authority, including Registrar of Companies Regional Director, Competition Commission of India, National Company Law Tribunal (NCLT).
- 1.4 **"Board of Directors" or "Board"** means and includes the respective Board of Directors of Transferor Companies and Transferee Company, or any committee constituted by the Board of Directors of any of the respective Companies for the purpose of this Scheme.
- 1.5 **"Effective Date"** means the date on which the certified or authenticated copies of the order sanctioning this Scheme, passed by the National Company Law Tribunal at Mumbai are filed with the Registrar of Companies, Mumbai, Maharashtra by the Transferor Companies and the Transferee Company under Sections 230 to 232 and other applicable provisions of the Act;

References in this Scheme to the date of **"coming into effect of this Scheme"** or **"upon the Scheme being effective"** shall mean the Effective Date.

- 1.6 **"Employees"** mean all the permanent employees of the Transferor Companies as on the Effective Date (including any employees seconded by the Transferor Companies to the Transferee Company).
- 1.7 **"Encumbrances"** means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever and the term "encumber" or "encumbered" shall be construed accordingly.
- 1.8 **"Government"** means any applicable Central, State Government or local body, legislative body, regulatory or administrative authority, agency or commission or court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India.
- 1.9 **"NCLT" or "Tribunal"** means the National Company Law Tribunal at Mumbai;
- 1.10 **"ROC"** means Registrar of Companies, Mumbai, Maharashtra, India
- 1.11 **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company for determining names of the equity shareholders of the Transferor Companies, who shall be entitled to equity shares of the Transferee Company pursuant to this Scheme in terms of Clause 5 below.



- 1.12 "Scheme" or "the Scheme" or "this Scheme" means this Composite Scheme of Amalgamation in its present form or with any modification(s) / amendment(s) made under Clause 17 of this Scheme as approved or directed by the NCLT;
- 1.13 "Transferor Company 1" means **Hawcoplast Investments & Trading Limited**, an unlisted public company incorporated under the Companies Act, 1956 with CIN: U51900MH1999PLC118192 and having its registered office at Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt. Ltd, Netivali, Kalyan (E) Thane 421306, Maharashtra;
- 1.14 "Transferor Company 2" means **Saubhagya Impex Private Limited**, a company incorporated under the Companies Act, 1956 with CIN: U51900MH1990PTC059140 and having its registered office at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021, Maharashtra;
- 1.15 "Transferor Company 3" means **Concept Highland Business Private Limited**, a company incorporated under the Companies Act, 1956 with CIN: U55101MH1994PTC077624 and having its registered office at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021, Maharashtra;
- 1.16 "Transferor Companies" means Transferor Company 1, Transferor Company 2 and Transferor Company 3 collectively.
- 1.17 "Transferee Company" means **Shri Ambika Trading Company Private Limited**, a company incorporated under the Companies Act, 1956 with CIN: U51500MH1976PTC019014 and having its registered office at Office No. 802, Floor-8, Plot-213, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021, Maharashtra;
- 1.18 "Undertaking" shall mean all the undertakings and entire business of the Transferor Companies as a going concern and shall include (without limitation) to the extent applicable:
 - (a) All the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building (freehold or leasehold), all plant and machinery, fixed assets, work in progress, current assets, reserves, provisions, funds, leases, licenses, registrations, certificates, permissions, consents, approvals from state, central, municipal or any other authority for the time being in force, concessions, remissions, remedies, subsidies, guarantees, bonds, rights and licenses, tenancy rights, premises, hire



purchase, lending arrangements, benefits of security arrangements, security contracts, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, contracts and arrangements, memorandum of undertakings, technology/technical agreements, powers, authorities, permits, allotments, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, non-compete fee, benefit and advantage, deposits including security deposits, preliminary expenses, advances, receivables, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives (including but not limited to package scheme of incentive and export subsidy benefits under exports promotion capital goods scheme), tax and other credits (including but not limited to credits in respect of income-tax, minimum alternate tax i.e. tax on book profits, tax deducted at source, tax collected at source, value added tax, central sales tax, sales tax, CENVAT, excise duty, service tax, goods and service tax etc.), all losses (including but not limited to brought forward tax losses, tax unabsorbed depreciation, brought forward book losses, unabsorbed depreciation as per books etc.), tax benefits and other claims and powers, all books of account, documents and records of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favor of or enjoyed by the Transferor Companies;

- (b) All intellectual property rights including patents, designs, copyrights, trademarks, brands (whether registered or otherwise), domains, records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the Transferor Company 1, Transferor Company 2 and Transferor Company 3 business activities and operations;
- (c) Right to any claim not preferred or made by the Transferor Companies in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Companies and any interest thereon, with regard to any law, act or rule or scheme made by the central or any state governments, and in respect of set-off, carry forward of unabsorbed losses and/or unabsorbed



depreciation, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or taxation laws of other countries, or any other or like benefits under the said statute(s) or under and in accordance with any law or statute, whether in India or anywhere outside India;

- (d) All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Companies, export obligations and all other obligations of whatsoever kind, nature and description. Provided that, any reference in the security documents or arrangements entered into by the Transferor Companies and under which, the assets of each of the Transferor Companies stand offered as a security, for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to that Undertaking of the Transferor Companies only as are vested in Transferee Company by virtue of the Scheme and the Scheme shall not operate to enlarge security for any loan, deposit or facility created by the Transferor Companies which shall vest in Transferee Company by virtue of the Amalgamation and Transferee Company shall not be obliged to create any further or additional security thereof after the Amalgamation has become effective;
- (e) All other obligations of whatsoever kind, including liabilities of the Transferor Companies with regard to their Employees with respect to the payment of gratuity, pension benefits and the provident fund or compensation, if any, in the event of resignation, death, voluntary retirement or retrenchment.
- (f) All legal proceedings, including quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature involving the Transferor Companies; and
- (g) All Employees, as on the Effective Date, engaged by the Transferor Companies at various locations.

Without limitation to the foregoing, it is intended that the definition of Undertaking under this clause will enable the transfer of all property, assets, rights, duties, obligations, entitlements, intellectual property rights, benefits, incentives, Employees and liabilities of the Transferor Companies into the Transferee Company pursuant to this Scheme.



All terms and words not defined in this Composite Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, the Income Tax Act, 1961, Depositories Act, 1996 and Securities and Exchange Board of India Act, 1992 or any other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme of Amalgamation as set out herein in its present form or with any modification(s) and amendment(s) made under Clause 17 of the Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.

3. SHARE CAPITAL

3.1 The share capital of the Transferor Company 1 as on March 31, 2021 was as under:

Particulars	Amount in (Rs)
Authorised Capital	
29,97,000 Equity Shares of Rs 10 each.	2,99,70,000
3,000 11% Non-Cumulative Redeemable Preference Shares of Rs. 10 each	30,000
TOTAL	3,00,00,000
Issued, Subscribed and Paid-up Capital	
21,97,000 Equity Shares of Rs 10 each, fully paid-up	2,19,70,000
TOTAL	2,19,70,000

Subsequent to March 31, 2021, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 1.

3.2 The share capital of Transferor Company 2 as on March 31, 2021 was as under:

Particulars	Amount in (Rs)
Authorised Capital	
2,92,000 Equity Shares of Rs 10 each	29,20,000
TOTAL	29,20,000
Issued, Subscribed and Paid-up Capital	
2,91,582 Equity Shares of Rs 10 each, fully paid-up	29,15,820
TOTAL	29,15,820

Subsequent to March 31, 2021, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 2.



Subsequent to March 31, 2021, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company.

PART B

AMALGAMATION OF TRANSFEROR COMPANIES WITH THE TRANSFEE COMPANY

4. TRANSFER AND VESTING

4.1 Subject to the provisions of this Composite Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and whole of the respective undertaking of the Transferor Companies including all its respective properties and assets, (whether movable or immovable, tangible or intangible), all the debts, liabilities, duties and obligations of the Transferor Companies of every description and also including, without limitation, all the movables and immovable properties, Floor Space Index (FSI), Transferable Development Rights (TDR) and assets of the Transferor Companies comprising amongst others all plant and machinery, investments, vehicles, furniture and fixtures, computers, office equipment, electrical installations, water connections, telephones, telex, facsimile and other communication facilities and business licenses, permits, authorisations, if any, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, advance and other taxes paid to the authorities, brand names, trademarks, copy rights, lease, tenancy rights, statutory permissions, consents and registrations or approvals obtained from any authorities including but not limited to approval from Revenue Authorities, Environment Clearance Certificate, Title Clearance Certificate issued by any Competent Authority, all rights or titles or interest in properties by virtue of any court decree or order, all records, files, papers, contracts, Intimation Of Disapproval (IOD), Commencement Certificate, Occupation Certificate, Development Right Certificate (DRC), No Objection Certificate from any authorities, including the Municipal authorities, competent authority under Monopolistic and Restrictive Trade Practices Act, 1969, Mumbai Metropolitan Regional Development Authority, Competent authority under the Urban Land Ceiling Act, 1976, lease, tenancy rights, letter of intents, permissions, incentives if any and all other rights, title, interest, contracts including Development Agreements, Conveyances, Agreement for Sale etc, consent, approvals or powers of every kind and description, agreements shall pursuant to the order of the NCLT and pursuant to provisions of Sections 230 to 232 and other applicable provisions of the Act and without further act, instrument or deed, but subject to the charges-affecting the same be transferred and/or deemed to be transferred to and vested in the Transferee Company on a going concern basis so as to become the assets and liabilities of the Transferee Company.



- 4.2 In respect of all the movable assets of the Transferor Companies and the assets which are otherwise capable of transfer by physical delivery or endorsement and delivery, including cash on hand, shall be so transferred to the Transferee Company and deemed to have been physically handed over by physical delivery or by endorsement and delivery, as the case may be, to the Transferee Company to the end and intent that the property and benefit therein passes to the Transferee Company with effect from the Appointed Date.
- 4.3 In respect of any assets of the Transferor Companies other than those mentioned in Clause 4.1 and 4.2 above, including actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind or for value to be received and deposits with the Government, semi-Government, local and other authorities and bodies and customers the Transferor Companies shall if so required by the Transferee Company, and/ or the Transferee Company may, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the NCLT having sanctioned this Scheme between the Transferor Companies and the Transferee Company under Section 232 of the Act, the relevant debt, loan, advance or other asset, be paid or made good or held on account of the Transferee Company, as the person entitled thereto, to the end and intent that the right of the Transferor Companies to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 4.4 With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of the Transferor Companies, as on the Appointed Date whether provided for or not in the books of accounts of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relates to the period on or up to the Appointed Date shall, pursuant to the Orders of the NCLT or such other competent authority as may be applicable under Section 232 and other applicable, provisions of the Act, without any further act or deed, be transferred or deemed to be transferred to and vested in and assumed by the Transferee Company pursuant to the provisions of Sections 230 to 232 of the Act, so as to become as from the Appointed Date, the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.
- 4.5 All the existing securities, mortgages, charges, encumbrances, if any, as on the Appointed Date and those created by the Transferor Companies after the Appointed Date, over the assets of the Transferor Companies transferred to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Transferee Company.



- 4.6 Any existing securities, mortgages, charges, encumbrances, if any, over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties of the Transferee Company and shall not extend or attach to any of the assets and properties of the Transferor Companies (except those assets and properties which are encumbered on account of loans taken by the Transferee Company by creating charge over the assets of the Transferor Companies, if any) transferred to and vested in the Transferee Company by virtue of this Scheme.
- 4.7 From the Effective Date and till such time that the names of the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies, in its name, in so far as may be necessary.
- 4.8 The Composite Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme is/are inconsistent with the provisions of Section 2(1B) of the Income-tax Act, 1961, the provisions of Section 2(1B) of the Income-tax Act shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income-tax Act, 1961; such modification to not affect other terms or provisions of the Scheme.

5. CONSIDERATION

5.1 Upon this Composite Scheme becoming effective and in consideration of amalgamation of the Transferor Companies with Transferee Company in terms of this Scheme, the Transferee Company shall, without any application, act or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to the members of the Transferor Companies holding fully paid up equity shares / preference shares of Transferor Companies as on the Record Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of Directors of the Transferee Company in the following ratio:

To the shareholders of Transferor Company 1:

"403 (Four Hundred and Three) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 1 of Rs. 10/- each fully paid up.

To the shareholders of Transferor Company 2:

"2,602 (Two Thousand Six Hundred and Two) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 2 of Rs. 10/- each fully paid up."



To the shareholders of Transferor Company 3:

"9 (Nine) Equity Shares of Transferee Company of Rs. 100/- each fully paid-up for every 10,000 (Ten Thousand) Equity Shares held in Transferor Company 3 of Rs. 10/- each fully paid up."

- 5.2 Upon the Equity shares being issued and allotted by the Transferee Company to the shareholders of the Transferor Companies in accordance with Clause 5.1, the shares of the Transferor Companies held by its shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and be of no effect on and from such issue and allotment.
- 5.3 The Equity shares to be issued and allotted shall be subject to terms as specified in Memorandum of Association and Articles of Association of the Transferee Company and shall rank pari passu in all respects, including dividend, with the existing equity shares of the Transferee Company.
- 5.4 At the time of issue and allotment of equity shares in terms of Clause 5.1 above, the Board of Directors of the Transferee Company shall consolidate all fractional entitlements and allot equity shares in lieu thereof to a trustee or such other authorized representative(s) as the Board of Directors of the Transferee Company shall appoint/nominate in this behalf, who shall hold the equity shares issued in the Transferee Company, in trust on behalf of the equity shareholders (and their respective heirs, executors, administrators or successors) entitled to fractional entitlements with the express understanding that such corporate trustee or other authorized representative(s) shall sell the same in the market at such price or prices and on such time or times within 90 (Ninety) days from the date of allotment and to such person or persons, as it/he/they may deem fit, and pay to the Transferee Company, the net sale proceeds (after deduction of applicable expenses and taxes, if any) thereof, whereupon the Transferee Company shall distribute such net sale proceeds (after deduction of applicable expenses and taxes, if any), to the equity shareholders in proportion to their respective fractional entitlements. The Board of Directors of the Transferee Company, if it deems necessary, in the interests of allottees, approve such other method in this behalf as it may, in its absolute discretion, deem fit.
- 5.5 Prior to allotment of equity shares pursuant to this Scheme, the Transferee Company shall, if necessary, to the extent required increase the authorised share capital of the Transferee Company by creation of at least such number and value of equity shares, as may be necessary to satisfy its obligation under the Scheme, and as may be desirable, expedient and necessary in that behalf and the Memorandum and Articles of Association of the Transferee Company shall stand amended accordingly.



- 5.6 The approval / consent of this Scheme by the shareholders of the Transferor Companies and the Transferee Company under Section 230 to 232 of the Act shall be deemed to have the approval under Sections 13, 14 and 62 of the Act and other applicable provisions of the Act and any other consents and approvals required in this regard.
- 5.7 The approval / consent of this Scheme by the shareholders of the Transferor Companies shall be deemed to be due compliance with the applicable provisions of the Act including Sections 42, 62 of the Act, for the issue and allotment of Equity shares by the Transferee Company to the members of the Transferor Companies, as provided in the Scheme.
- 5.8 In so far as the issue of shares pursuant to Clause 5.1 above is concerned, each of the members of the Transferor Companies shall receive the shares of the Transferee Company in dematerialised form. The shareholders of the Transferor Companies should provide the requisite details relating to his/her /its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date to enable it to issue the Equity Shares.
- 5.9 However, if no such details have been provided to the Transferee Company by the shareholders of the Transferor Companies on or before the Record Date, the Transferee Company shall deal with the relevant equity shares in such manner as may be permissible under the Applicable Law. The Transferee Company shall open an 'Unclaimed Share Suspense Account' in its own name and all the shareholders holding equity shares of the Transferor Companies whose details have not been provided shall be issued the corresponding equity shares in dematerialised form in such account for the benefit of such shareholder. The equity shares of the Transferee Company held in the Unclaimed Share Suspense Account for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/ its dema account to the Transferee Company, along with such other documents as may be required by the Transferee Company. The respective shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of equity shares from the Trustee of Transferee Company.
- 5.10 Unless otherwise determined by the Board of Directors of the Transferee Company, allotment of Equity shares in terms of this Clause shall be done within a period of 60 days from the Effective Date.



6. ACCOUNTING TREATMENT

6.1 On the Composite Scheme becoming effective, with effect from the Appointed Date, the Transferee Company would follow 'Pooling of Interest' method as prescribed in the Accounting Standard 14: 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India.

- a) All the assets and liabilities of the Transferor Companies as on the Appointed Date, recorded in the books of the Transferor Companies shall stand transferred to and vested in the Transferee Company pursuant to the Scheme shall be recorded at their respective book values;
- b) The identity of the reserves shall be preserved and the Transferee Company shall record the reserves of the Transferor Companies in the same form and at the carrying amount as appearing in the financial statements of Transferor Companies as on the Appointed Date.
- c) The equity shares / preference shares, if any, held by the Transferee Company in the Transferor Companies or by the Transferor Company 1 in the Transferor Company 2 or in Transferor Company 3 or by the Transferor Company 2 in the Transferor Company 1 or Transferor Company 3 or by the Transferor Company 3 in the Transferor Company 1 or the Transferor Company 2, if any, shall stand cancelled and there shall be no further rights or obligations in that behalf;
- d) The Transferee Company shall credit to the share capital account, the aggregate face value of Equity Shares to be issued and allotted by the Transferee Company pursuant to this Scheme.
- e) The inter-corporate deposits, loans, advances or any other balances, obligations, etc. between the Transferee Company and the Transferor Companies, or between any of the Transferor Companies, if any, shall stand cancelled and there shall be no further obligation in that behalf;
- f) The excess, if any, of the book value of assets over the book value of liabilities and after considering adjustments in sub-clauses (a), (b), (c) & (d) above, shall be credited to the 'Capital Reserve' Account. However, in case of there being a shortfall, the same shall be debited to 'Goodwill' Account.
- g) Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of amalgamation, as stated above, as if the amalgamation had occurred from the beginning of the comparative period.
- h) In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee



Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

6.2 If considered appropriate for the purpose of application of uniform accounting methods and policies between the Transferor Companies and the Transferee Company, the Transferee Company may make suitable adjustments and reflect the effect thereof in the Profit and Loss Account of the Transferee Company.

7. LEGAL PROCEEDINGS

7.1 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Companies is pending as on the Effective Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.

7.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated by or against the Transferor Companies, the Transferee Company shall be substituted and deemed to be party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

8. TAXES

8.1 This Composite Scheme has been drawn up to comply with the conditions specified in Section 2(1B) and other relevant provisions of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section and other related provisions at a later date including that resulting from a retrospective amendment of law or for any other reason whatsoever till the time the Scheme becomes effective, the provisions of the said section and other related provisions of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified, unless the Board of Directors decide otherwise, to the extent required to comply with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961.

8.2 All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date and relating to Transferor Companies shall be continued and/or enforced until the Effective Date as desired by the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. Further, the aforementioned proceedings shall not abate or be discontinued or be in any way prejudicially affected by reason of the Amalgamation.



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- 8.3 Any tax liabilities under the Income-tax Act, 1961, Excise Duty Laws, Service Tax Laws, applicable State Value Added Tax Laws, The Integrated Goods and Services Tax Act, 2017 (IGST), The Central Goods and Services Tax Act, 2017 (CGST), Maharashtra Goods and Services Tax Act, 2017 (MGST) and any other state Goods and Services Tax Act, 2017 (SGST), The Goods and Services Tax (Compensation to States) Act, 2017, Stamp Laws, or other applicable laws/regulations (hereinafter in this clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the Accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 8.4 All taxes/credits (including income tax, credit on Minimum Alternate Tax under section 115JAA of the Income-tax Act, 1961, sales tax, excise duty, service tax, custom duty, applicable state Value Added Tax, CGST, SGST, IGST, GST Compensation Cess, etc.) paid or payable by the Transferor Companies in respect of the operations and/ or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, wealth tax, excise duty, service tax, applicable state Value Added Tax, CGST, SGST, IGST, GST Compensation Cess, etc.), whether by way of deduction at source, advance tax, MAT credit or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date the same shall be deemed to be the corresponding item paid by the Transferee Company; and, shall, in all proceedings, be dealt with accordingly.
- 8.5 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies under the Income-tax Act, 1961, Wealth-tax Act, 1957, service tax (Goods and Service Tax) laws, customs law, state value added tax, goods and service tax (Goods and Service Tax) or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 8.6 Any refund under the Tax Laws due to the Transferor Companies consequent to the assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 8.7 Without prejudice to the generality of the above, all benefits including under the income tax, excise duty, service tax, applicable State Value Added Tax Laws, CGST, SGST, IGST, GST Compensation Cess etc., including but not limited to MAT Credit, to which the Transferor Companies are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.



- 8.8 The Transferee Company shall be entitled to file / revise its income-tax returns, TDS certificates, TDS returns, GST returns, and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credits of all taxes paid / withheld, if any, as may be required, consequent to implementation of this Scheme.
- 8.9 Upon this Composite Scheme being effective, the Companies shall be entitled to, amongst others, file / or revise their respective financial statements and income tax returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961 and other statutory forms and returns, including but not restricted to Tax Deducted/ Collected at Source, Goods and Services Tax, excise duty, cess, professional tax, as may be applicable and required, and claim credit for advance tax paid, tax deducted at source and such other claims as applicable, notwithstanding that the statutory period for making such revision and or filings and or claims may have expired and the same shall be accepted by the concerned tax authorities notwithstanding the expiry of statutory time limits for filing of such returns and or claims.

9. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 9.1 Subject to the other provisions of this Composite Scheme, all contracts, deeds, bonds, insurance, letters of Intent, undertakings, arrangements, policies, agreements, services, guarantees, collaterals and securities and other instruments, if any, of whatsoever nature pertaining to the Transferor Companies to which the Transferor Companies are a party and which are subsisting or having effect on the Effective Date, shall continue to be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.
- 9.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company, without any further act, instrument or deed. The Transferee Company shall, if required, file certified copies of the Tribunal's order and make appropriate applications to any Governmental Authority, as may be necessary, for statistical and informational purposes only and such Governmental Authority shall make and duly record the necessary substitution or endorsement in the name of the Transferee Company as successor without any break in validity and enforceability of such consents, permissions, licenses etc.



- 11.2 The Transferor Companies shall carry on their business and activities with reasonable diligence, business prudence and shall not without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of their undertakings or any part thereof.
- 11.3 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred by the Transferor Companies shall for all purposes be treated and deemed to be profits or income or expenditure or losses (as the case may be) of the Transferee Company.
- 11.4 All taxes of any nature, duties, cess or any other like payments or deductions made by the Transferor Companies to any Statutory Authorities such as Income Tax (including advance tax and Tax Deducted receivable and Minimum Alternate Tax (MAT) credit), Goods and Services Tax (Goods and Service Tax), etc. or any tax deducted / collected at source and compliances made by the Transferor Companies relating to the period after the Appointed Date and up to the Effective Date shall be deemed to have been on account of or on behalf of or paid by the Transferee Company and the relevant authorities shall be bound to transfer the same to the account of and give credit for the same to the Transferee Company upon the passing of the order in the Composite Scheme by National Company Law Tribunal upon relevant proof and documents being provided to the said authorities to this effect.
- 11.5 The Transferor Companies shall not alter its equity capital structure either by fresh issue of shares or convertible securities (on a rights basis or by way of bonus shares or otherwise) or by any decrease, reduction, reclassification, sub-division, consolidation, re-organisation or in any other manner, except by and with the consent of the Board of Directors of the Transferee Company.
- 11.6 The Transferee Company shall be entitled, pending the sanction of the Composite Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of Transferor Companies.
- 11.7 The Transferor Companies shall not vary the terms and conditions of employment of any of the employees except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by the Transferor Companies as the case may be, prior to the Appointed Date.



12. CONVERSION OF PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

12.1 Upon this Composite Scheme becoming effective, the status of the Transferee Company shall automatically stand converted from Private Limited Company to Public Limited Company without any further act, instrument or deed on the part of the Transferee Company, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the conversion) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 18 of the Companies Act, 2013 read with Rule 33 of the Company (Incorporation) Rules, 2014 and other applicable provisions of the Act would be required to be separately passed, as the case may be.

12.2 It is clarified that the approval of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be their consent / approval also to the amendment of the Memorandum of Association and Articles of Association of the Transferee Company as may be required under the Act.

13. COMBINATION AND RECLASSIFICATION OF AUTHORISED SHARE CAPITAL

13.1 Upon this Composite Scheme becoming effective, the Authorized Share Capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Companies in terms of Clause 13.2 below, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 of the Companies Act, 2013 read with Sections 31, 94 (to the extent applicable) of Companies Act, 1956 and 232 of the Companies Act, 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent.



13.2 Pursuant to the Scheme becoming effective and consequent Amalgamation of the Transferor Companies into the Transferee Company, the authorized share capital of the Transferee Company will be as under:

Particulars	Amount (Rs)
<u>Authorized share capital</u>	
2,50,000 Equity Shares of Rs 100/- each	2,50,00,000
1,82,900 Unclassified Shares of Rs. 100/- each	1,82,90,000
Total	4,32,90,000

13.3 It is clarified that the approval of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be their consent / approval also to the amendment of the Memorandum of Association of the Transferee Company as may be required under the Act, and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted without any further act instrument or deed by virtue of and upon the coming into effect of this Scheme to read as follows:

Clause V of the Memorandum of Association of the Transferee Company:

"V. The Authorized Share Capital of the Company is Rs 4,32,90,000 (Rupees Four Crores Thirty Two Lakhs Ninety Thousand) divided into 2,50,000 Equity Shares of Rs 100 (Rupees Hundred) and 1,82,900 Unclassified Shares of Rs 100 (Rupees Hundred) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company at the time of issue and or thereafter or as may be modified or varied from time to time. The Company, acting through its Board of Directors, has and shall always have the power to reclassify, divide the share capital for the time being, into several classes or to increase or reduce its share capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company.

14. **SAVING OF CONCLUDED TRANSACTIONS**

The transfer and vesting of businesses under Clause 4 above and the continuance of proceedings by or against the Transferor Companies above shall not affect any transaction or proceedings already concluded by the Transferor Companies before Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.



15. DISSOLUTION OF THE TRANSFEROR COMPANIES

- 15.1 On the Composite Scheme becoming effective the Transferor Companies shall be dissolved without being wound up.
- 15.2 On and with effect from the Effective Date, the names of the Transferor Companies shall be struck off from the records of the appropriate Registrar of Companies. The Transferee Company shall make necessary filings in this regard.
- 15.3 Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Companies and realize all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Companies in the name of the Transferee Company in so far as may be necessary until the transfer and vesting of rights and obligations of the Transferor Companies to the Transferee Company under this Scheme is formally effected by the parties concerned.

PART C - GENERAL TERMS & CONDITIONS APPLICABLE TO THIS SCHEME OF AMALGAMATION

16. APPLICATION TO THE NCLT

The Transferor Companies and the Transferee Company, if required, shall, with all reasonable dispatch, make applications to the NCLT or such other appropriate authority under Sections 230 to 232 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the members and creditors of each of the Transferor Company 1, Transferor Company 2, Transferor Company 3 and the Transferee Company as may be directed by the NCLT or such other appropriate authority.

17. MODIFICATION / AMENDMENT TO THE SCHEME

Subject to approval of NCLT, the Board of Directors of respective Companies, may consent, on behalf of all persons concerned, to any modifications or amendments of the Scheme or to any conditions or limitations that the NCLT may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect. For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of the Transferor Companies and the Transferee Company be and are hereby authorised to give such directions and to take all such steps as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt or difficulties whether by reason of any direction or orders of any other authorities or



otherwise howsoever arising out of or under or by virtue of this Scheme and/or any matters concerning or connected therewith. No modification or amendment to the Scheme will be carried out or effected by the Board without approaching the NCLT.

18. CONDITIONALITY OF THE SCHEME

The Composite Scheme is conditional upon and subject to the following:

- 18.1 The Scheme being approved / consented to by requisite majorities in number and / or value of such classes of persons including the respective members and/or creditors as may be directed by the NCLT.
- 18.2 The sanction of this Scheme by the NCLT or any other appropriate authority under Sections 230 to 232 and other applicable provisions.
- 18.3 The certified copies of the order of NCLT under section 230 to 232 of the Act sanctioning the Scheme being filed with the Registrar of Companies, Mumbai, Maharashtra.

19. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the said sanctions and approvals/consents referred to in the preceding Clause not being obtained and/or the Scheme not being sanctioned by the NCLT or such other competent authority and/or the Order not being passed as aforesaid within such period or periods as may be agreed upon between the Transferor Companies and the Transferee Company by their Board of Directors (and which the Boards of Directors of the Transferor Companies and Transferee Company are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation) failing which this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. If any part of this Composite Scheme hereof is invalid, ruled illegal by the National Company Law Tribunal, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme.



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20. COSTS, CHARGES & EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed), incurred in carrying out and implementing this Composite Scheme and matters incidentals thereto, shall be borne by the Transferee Company.

For Hawcoplast Investments & Trading Ltd.

[Signature]
Director/Authorised Signatory

For SAUBHAGYA IMPEX PVT LTD

[Signature]
Director / Authorised Signatory

For Concept Highland Business Pvt. Ltd.

[Signature]
Director / Authorized Signatory

For Shri Ambika Trading Co. Pvt. Ltd.

[Signature]
Director/Authorised Signatory.

Certified True Copy _____
Date of Application 07/6/2023
Number of Pages 25
Fee Paid Rs. 125/-
Applicant called for collecting copy on 08/6/23
Copy prepared on 08/6/2023
Copy Issued on 08/6/2023



[Signature]
Deputy Registrar
National Company Law Tribunal, Mumbai Bench

[Signature]



SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED

Regd. Off.: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Limited,
 Netivali, Kalyan (E), Thane – 421306
 Tel. No. 0251-2352387 E-mail Id: ho@hawcoindia.com
 CIN: U51500MH1976PTC019014

(I) % of Shareholding of Shri Achal Jatia in Amalgamating Companies Pre-Amalgamation

Sr. No.	Name of Amalgamating Companies	% of shareholding
1	Hawcoplast Investments & Trading Limited including indirectly through Saubhagya Impex Private Limited and Shri Ambika Trading Company Private Limited	79.05%
2	Saubhagya Impex Private Limited	100.00%
3	Concept Highland Business Private Limited	100.00%
4	Shri Ambika Trading Company Private Limited	100.00%

(II) % of Shareholding of Shri Achal Jatia in Amalgamating Companies Post-Amalgamation (post allotment of shares by the Transferee Company i.e. Shri Ambika Trading Company Private Limited pursuant to the Scheme)

Sr. No.	Name of Amalgamating Companies	% of shareholding
1	Hawcoplast Investments & Trading Limited	0.00%
2	Saubhagya Impex Private Limited	0.00%
3	Concept Highland Business Private Limited	0.00%
4	Shri Ambika Trading Company Private Limited	89.59%

Note Therefore post amalgamation (post allotment of shares by the Transferee Company i.e. Shri Ambika Trading Company Private Limited pursuant to the Scheme) Shri Achal Jatia will hold 68.75% [directly 26.87% and indirectly 41.88% (46.74 x 89.59%)] shareholding of the TC.

For Shri Ambika Trading Company Private Limited



Chandra Kant Khaitan
 Director (DIN: 02423698)
 Acquirer (Member of Promoter Group)
 Date : 27-7-2023
 Place : Mumbai

SHRI AMBIKA TRADING COMPANY PRIVATE LIMITED

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

Tel. No. 0251-2352387

E-mail Id: ho@hawcoindia.com

CIN: U51500MH1976PTC019014

To,

Date: 27th July, 2023

The Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Subject: Declaration by Acquirer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011")

Dear Sirs,

With reference to the captioned subject, We, Shri Ambika Trading Company Private Limited, (the "Acquirer"), member of the promoter group of Hardcastle and Waud Mfg Co. Ltd, hereby declare that:

1. We have acquired 2,26,053 (Two Lakhs Twenty Six Thousand and Fifty Three) equity shares constituting 33.27% of the equity share capital of Hardcastle and Waud Manufacturing Company Limited ("Target Company"/"TC") ("Acquisition").
2. The said Acquisition is made under regulation 10(1)(d)(iii) of SEBI (SAST) Regulations, 2011 by way inter-se off market transaction pursuant to the Scheme of Amalgamation of Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited into/with Shri Ambika Trading Company Private Limited being approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.
3. The Transferor Companies namely Hawcoplast Investments & Trading Limited, Saubhagya Impex Private Limited and Concept Highland Business Private Limited are also the members of the promoter group of TC.
4. The Acquirer and Transferors have complied during the 3 years prior to the date of aforesaid acquisition with the provisions of Chapter V of SEBI (SAST) Regulations, 2011.
5. All the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.

Thanking you,

Yours faithfully,

For **Shri Ambika Trading Company Private Limited**



Chandra Kant Khaitan

Director (DIN: 02423698)

Acquirer (Member of Promoter Group)

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306.

BSE Limited
Corporation Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001.

From: Achal Jatia <aj@hawcoindia.com>

Sent: 18 June 2020 08:13

To: corp.relations@bseindia.com <corp.relations@bseindia.com>

Cc: Smita Achrekar <smita.achrekar@hawcoindia.com>

Subject: Disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sirs,

Please find attached disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Regards,



Achal Jatia

ACHAL JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road, Mumbai – 400 020

Date: 18.06.2020

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Subject: Disclosures under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Dear Sirs,

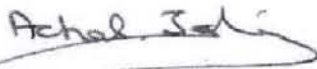
I am enclosing herewith the disclosure under regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for self and on behalf of Shri Ambika Trading Company Private Limited in respect of acquisition of equity shares of Hardcastle And Waud Manufacturing Company Limited from:

- (i) Smt Lalita Devi Jatia;
- (ii) Achal Exim Private Limited;
- (iii) Amit BL Properties Private Limited;
- (iv) Houghton Hardcastle (India) Private Limited; and
- (v) Vishwas Investment & Trading Company Private Limited

This is for your information and record.

Thanking you,
Yours faithfully,

For Self and on behalf of Shri Ambika Trading Company Private Limited



Achal Jatia
Member of Promoter Group

Encl: as above

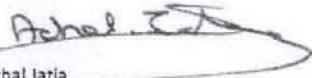
CC: The Compliance Officer and Company Secretary
Hardcastle And Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306

Format for disclosures under Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Name of Acquirers: i) Achal Jatia ii) Shri Ambika Trading Company Private Limited (List of PAC is annexed in Part B)		
Whether the acquirers belongs to Promoter/Promoter group	Yes, Member of Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the Acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirers along with PACs of:			
a) Shares carrying voting rights			
(i) Achal Jatia	31,703	4.67%	4.67%
(ii) Shri Ambika Trading Company Private Limited	78,705	11.58%	11.58%
(iii) Smt Lalita Devi Jatia	5,543	0.82%	0.82%
(iv) Achal Exim Private Limited	18,606	2.74%	2.74%
(v) Amit BL Properties Private Limited	1	0.00%	0.00%
(vi) Vishwas Investment & Trading Company Private Limited	9,420	1.39%	1.39%
(vii) Houghton Hardcastle (India) Private Limited	1	0.00%	0.00%
(viii) Other members of the promoter and promoter group (Annexed in Part B)	3,55,204	52.28%	52.28%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Details of acquisition			
a) Shares carrying voting rights acquired			
(i) Achal Jatia	20,177	2.97%	2.97%
(ii) Shri Ambika Trading Company Private Limited	12,850	1.89%	1.89%
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	33,027	4.86%	4.86%

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After the acquisition, holding of acquirers along with PACs of:			
a) Shares carrying voting rights			
(i) Achal Jatia	51,880	7.64%	7.64%
(ii) Shri Ambika Trading Company Private Limited	91,555	13.47%	13.47%
(iii) Smt Lalita Devi Jatia	543	0.08%	0.08%
(iv) Achal Exim Private Limited	1	0.00%	0.00%
(v) Amit BL Properties Private Limited	0	0.00%	0.00%
(vi) Vishwas Investment & Trading Company Private Limited	0	0.00%	0.00%
(vii) Houghton Hardcastle (India) Private Limited	0	0.00%	0.00%
(viii) Other members of the promoter and promoter group (Annexed in Part B)	3,55,204	52.28%	52.28%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
Total (a+b+c+d)	4,99,183	73.47%	73.47%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc).	Inter-se transfer i) Through Open Market - 33,025 shares ii) Through Off Market - 2 shares		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc	None		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirers to receive shares in the TC.	18 June 2020		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		
<p>Note:</p> <p>(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.</p> <p>(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.</p> <p>(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.</p>			
For self and on behalf of Shri Ambika Trading Co Pvt Ltd (Acquirers)			
 Achal Jatia Member of Promoter Group Place: Mumbai Date: 18.06.2020 *****			

PART - B***:

Name of the Target Company:

Hardcastle and Waud Manufacturing Company Limited

Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Whether the acquirers belongs to Promoter/ Promoter group	PAN of the acquirers and/ or PACs
Achal Jatia (Acquirer)	Member of Promoter Group	AABPJ7516K
Banwari Lal Jatia	Promoter	AAF PJ0367A
Akshay Jatia	Member of Promoter Group	AHHPJ8662M
Ayush Jatia	Member of Promoter Group	AHIPJ3087D
Lalita Devi Jatia (Seller)	Member of Promoter Group	AAJPJ6660J
Usha Devi Jatia	Member of Promoter Group	ACIPJ6863G
Achal Exim Pvt Ltd (Seller)	Member of Promoter Group	AAACA4837G
Saubhagya Impex Pvt Ltd	Member of Promoter Group	AAACS6984N
Shri Ambika Trading Co Pvt Ltd (Acquirer)	Member of Promoter Group	AAACSS970Q
Winmore Leasing And Holdings Ltd	Member of Promoter Group	AAACW0021C
Acacia Impex Private Limited	Member of Promoter Group	AAACA4838K
Akshay Ayush Impex Pvt Ltd	Member of Promoter Group	AAACA4885E
Amit BL Properties Private Limited (Seller)	Member of Promoter Group	AAMCA5524G
Concept Highland Business Pvt Ltd	Member of Promoter Group	AAACC2121K
Hardcastle Petrofer Private Limited	Member of Promoter Group	AABCH5032R
Hawco Petrofer LLP	Member of Promoter Group	AAGFH9957D
Hawcoplast Investments And Trading Limited	Member of Promoter Group	AAACH7035H
Houghton Hardcastle (India) Pvt Limited (Seller)	Member of Promoter Group	AAACH0403P
Vandeep Tradelinks Private Limited	Member of Promoter Group	AAACV1858Q
Vishwas Investment & Trading Company Pvt Ltd (Seller)	Member of Promoter Group	AAACV1612L

For self and on behalf of Shri Ambika Trading Co Pvt Ltd (Acquirers)



Achal Jatia
Member of Promoter Group
Place: Mumbai
Date: 18.06.2020



ACHAL JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road, Mumbai – 400 020

Date: 18.06.2020

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Subject: Disclosures under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Dear Sirs,

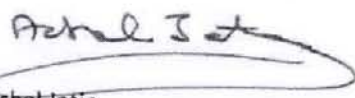
I am enclosing herewith the disclosure under regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on my behalf and on behalf of Shri Ambika Trading Company Private Limited in respect of acquisition of equity shares of Hardcastle And Waud Manufacturing Company Limited from:

- (i) Smt Lalita Devi Jatia;
- (ii) Achal Exim Private Limited;
- (iii) Amit BL Properties Private Limited;
- (iv) Houghton Hardcastle (India) Private Limited; and
- (v) Vishwas Investment & Trading Company Private Limited

This is for your information and record.

Thanking you,
Yours faithfully,

For Self and on behalf of Shri Ambika Trading Company Private Limited


Achal Jatia
Member of Promoter Group



Encl: as above

CC: The Compliance Officer and Company Secretary
Hardcastle And Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306

Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Name of the Acquirers: i) Achal Jatia ii) Shri Ambika Trading Company Private Limited (list of PAC is annexed)		
Whether the acquirers belongs to Promoter/Promoter group	Yes, Member of Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the Acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
(i) Achal Jatia	31,703	4.67%	4.67%
(ii) Shri Ambika Trading Company Private Limited	78,705	11.58%	11.58%
(iii) Smt Lalita Devi Jatia	5,543	0.82%	0.82%
(iv) Achal Exim Private Limited	18,606	2.74%	2.74%
(v) Amit BL Properties Private Limited	1	0.00%	0.00%
(vi) Vishwas Investment & Trading Company Private Limited	9,420	1.39%	1.39%
(vii) Houghton Hardcastle (India) Private Limited	1	0.00%	0.00%
(viii) Other members of the promoter and promoter group (please refer to Annexure 1)	3,55,204	52.28%	52.28%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Details of acquisitions / sale			
a) Shares carrying voting rights acquired/ sale			
(i) Achal Jatia	20,177	2.97%	2.97%
(ii) Shri Ambika Trading Company Private Limited	12,850	1.89%	1.89%
b) VRs acquired/ sale otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sale	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)	33,027	4.86%	4.86%

8

After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
(i) Achal Jatia	51,880	7.64%	7.64%
(ii) Shri Ambika Trading Company Private Limited	91,555	13.47%	13.47%
(iii) Smt Lalita Devi Jatia	543	0.08%	0.08%
(iv) Achal Exim Private Limited	1	0.00%	0.00%
(v) Amit BL Properties Private Limited	0	0.00%	0.00%
(vi) Vishwas Investment & Trading Company Private Limited	0	0.00%	0.00%
(vii) Houghton Hardcastle (India) Private Limited	0	0.00%	0.00%
(viii) Other members of the promoter and promoter group (please refer to Annexure 1)	3,55,204	52.28%	52.28%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Mode of acquisition / Sale (e.g. open market / public issue / Off - Market/ rights issue / preferential allotment / inter-se transfer, etc).		Inter-se transfer i) Through Open Market - 33,025 shares ii) Through Off Market - 2 shares	
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable		18 June 2020	
Equity share capital / total voting capital of the TC before the said acquisition / sale		Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.	
Equity share capital/ total voting capital of the TC after the said acquisition / sale		Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.	
Total diluted share/voting capital of the TC after the said acquisition / sale		Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.	

(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Self and on behalf of Shri Ambika Trading Company Private Limited (Acquirers)



Achal Jatia
Member of Promoter Group

Place: Mumbai.

Date: 18.06.2020

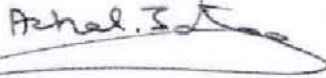
Annexure 1

Name of the Target Company:

Hardcastle and Waud Manufacturing Company Limited

Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Whether the acquirers belongs to Promoter/ Promoter group	PAN of the acquirers and/ or PACs
Achal Jatia (Acquirer)	Member of Promoter Group	AAAPJ7516K
Banwari Lal Jatia	Promoter	AAFPJ0367A
Akshay Jatia	Member of Promoter Group	AHHPJ8662M
Ayush Jatia	Member of Promoter Group	AHIPJ3087D
Lalita Devi Jatia (Seller)	Member of Promoter Group	AAJPJ6660J
Usha Devi Jatia	Member of Promoter Group	ACIPJ6863G
Achal Exim Pvt Ltd (Seller)	Member of Promoter Group	AAACA4837G
Saubhagya Impex Pvt Ltd	Member of Promoter Group	AAACS6984N
Shri Ambika Trading Co Pvt Ltd (Acquirer)	Member of Promoter Group	AAACS5970Q
Winmore Leasing And Holdings Ltd	Member of Promoter Group	AAACW0021C
Acacia Impex Private Limited	Member of Promoter Group	AAACA4838K
Akshay Ayush Impex Pvt Ltd	Member of Promoter Group	AAACA4885E
Amit BL Properties Private Limited (Seller)	Member of Promoter Group	AAMCA5524G
Concept Highland Business Pvt Ltd	Member of Promoter Group	AAACC2121K
Hardcastle Petrofer Private Limited	Member of Promoter Group	AABCH5032R
Hawco Petrofer LLP	Member of Promoter Group	AAGFH9957D
Hawcoplast Investments And Trading Limited	Member of Promoter Group	AAACH7035H
Houghton Hardcastle (India) Pvt Limited (Seller)	Member of Promoter Group	AAACH0403P
Vandeep Tradelinks Private Limited	Member of Promoter Group	AAACV1858Q
Vishwas Investment & Trading Company Pvt Ltd (Seller)	Member of Promoter Group	AAACV1612L

For Self and on behalf of Shri Ambika Trading Company Private Limited



Achal Jatia
Member of Promoter Group
Place: Mumbai
Date: 18.06.2020



From: usha jatia
Sent: Thursday, September 17, 2020 4:24 PM
To: corp.relations@bseindia.com
Cc: Smita Achrekar <smita.achrekar@hawcoindia.com>
Subject: Re. : Disclosure under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Hardcastle & Waud Mfg Co. Ltd

Dear Sirs,

Please find attached disclosures under Regulation 29(1) & 29(2) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to Hardcastle & Waud Mfg Co. Ltd.

Regards,

Usha Devi Jatia



USHA DEVI JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road, Mumbai – 400 020.

Date: 17th September 2020

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Subject: Disclosures under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Dear Sirs,

I am enclosing herewith the disclosure under regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for self and on behalf of Saubhagya Impex Private Limited and Hawcoplast Investments & Trading Limited ("Acquirers"), members of the promoter group in respect of acquisition of 3,05,517 (Three Lakhs Five Thousand Five Hundred and Seventeen) equity shares of Hardcastle and Waud Manufacturing Company Limited from the following members of the promoter group:

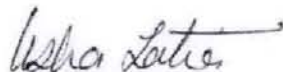
- i) Akshay Jatia;
- ii) Ayush Jatia;
- iii) Lalita Devi Jatia;
- iv) Banwari Lal Jatia; and
- v) Winmore Leasing and Holdings Limited

This is for your information and record.

Thanking you,

Yours faithfully,

For self and on behalf of other Acquirers



Usha Devi Jatia
Authorised Signatory

Encl: as above

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane. – 421306.

Format for disclosures under Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	(i) Usha Devi Jatia; (ii) Saubhagya Impex Private Limited; and (iii) Hawcoplast Investments & Trading Limited (list of PAC is annexed in Part B)		
Whether the acquirers belongs to Promoter/Promoter group	Yes, Members of Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the Acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
(i) Usha Devi Jatia	170	0.03%	0.03%
(ii) Saubhagya Impex Private Limited	50,051	7.37%	7.37%
(iii) Hawcoplast Investments & Trading Limited	1	0.00%	0.00%
(iv) Akshay Jatia	1	0.00%	0.00%
(v) Ayush Jatia	1	0.00%	0.00%
(vi) Lalita Devi Jatia	543	0.08%	0.08%
(vii) Banwari Lal Jatia	6,028	0.89%	0.89%
(viii) Winmore Leasing & Holdings Limited	2,98,946	44.00%	44.00%
(ix) Other members of the promoter and promoter group (Annexed in Part B)	1,43,442	21.11%	21.11%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Details of acquisition			
a) Shares carrying voting rights acquired			
(i) Usha Devi Jatia	1,29,517	19.06%	19.06%
(ii) Saubhagya Impex Private Limited	53,000	7.80%	7.80%
(iii) Hawcoplast Investments & Trading Limited	1,23,000	18.10%	18.10%
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	3,05,517	44.96%	44.96%

Usha Jatia

After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
(i) Usha Devi Jatia	1,29,687	19.09%	19.09%
(ii) Saubhagya Impex Private Limited	1,03,051	15.17%	15.17%
(iii) Hawcoplast Investments & Trading Limited	1,23,001	18.10%	18.10%
(iv) Akshay Jatia	0	0.00%	0.00%
(v) Ayush Jatia	0	0.00%	0.00%
(vi) Lalita Devi Jatia	1	0.00%	0.00%
(vii) Banwari Lal Jatia	1	0.00%	0.00%
(viii) Winmore Leasing & Holdings Limited	0	0.00%	0.00%
(ix) Other members of the promoter and promoter group (Annexed in Part B)	1,43,442	21.11%	21.11%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer i) Through Open Market - 2,98,946 ii) Through Off Market (Gift) - 6,571		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	None		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	September 15, 2020		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.		

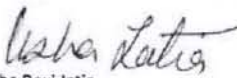
Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

For self and on behalf of other Acquirers


Usha Devi Jatia
Authorised Signatory
Date : 17.09.2020
Place : Mumbai

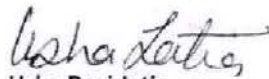
PART - B***:

Name of the Target Company:

Hardcastle and Waud Manufacturing Company Limited

Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Whether the acquirers belongs to Promoter/ Promoter group	PAN of the acquirers and/ or PACs
Achal Jatia	Member of Promoter Group	AABPJ7516K
Banwari Lal Jatia (Seller)	Promoter	AAFPJ0367A
Akshay Jatia (Seller)	Member of Promoter Group	AHHPJ8662M
Ayush Jatia (Seller)	Member of Promoter Group	AHIPJ3087D
Lalita Devi Jatia (Seller)	Member of Promoter Group	AAJPJ6660J
Usha Devi Jatia (Acquirer)	Member of Promoter Group	ACIPJ6863G
Achal Exim Pvt Ltd	Member of Promoter Group	AAACA4837G
Saubhagya Impex Pvt Ltd (Acquirer)	Member of Promoter Group	AAACS6984N
Shri Ambika Trading Co Pvt Ltd	Member of Promoter Group	AAACS5970Q
Winmore Leasing And Holdings Ltd (Seller)	Member of Promoter Group	AAACW0021C
Acacia Impex Private Limited	Member of Promoter Group	AAACA4838K
Akshay Ayush Impex Pvt Ltd	Member of Promoter Group	AAACA4885E
Concept Highland Business Pvt Ltd	Member of Promoter Group	AAACC2121K
Hardcastle Petrofer Private Limited	Member of Promoter Group	AABCH5032R
Hawco Petrofer LLP	Member of Promoter Group	AAGFH9957D
Hawcoplast Investments And Trading Limited (Acquirer)	Member of Promoter Group	AAACH7035H
Vandeep Tradelinks Private Limited	Member of Promoter Group	AAACV1858Q

For self and on behalf of other Acquirers



Usha Devi Jatia

Authorised Signatory

Date : 17.09.2020

Place : Mumbai

Read: Disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

ICRA Online Ltd. <ICRA.OnlineLtd@bseindia.com>

Thu 18-06-2020 17:44

To: Achal Jatia <aj@hawcoindia.com>

 1 attachments (14 KB)

Read: Disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.;

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DISCLAIMER : The contents of this message may be legally privileged and confidential and are for the use of the intended recipient(s) only. It should not be read, copied and used by anyone other than the intended recipient(s). If you have received this message in error, please immediately notify the sender, preserve its confidentiality and delete it. Before opening any attachments please check them for viruses and defects.

USHA DEVI JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road, Mumbai – 400 020

Date: 17th September 2020

To,

BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Subject: Disclosures under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").

Dear Sirs,

I am enclosing herewith the disclosure under regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for self and on behalf of Saubhagya Impex Private Limited and Hawcoplast Investments & Trading Limited ("Acquirers"), members of the promoter group in respect of acquisition of 3,05,517 (Three Lakhs Five Thousand Five Hundred and Seventeen) equity shares of Hardcastle and Waud Manufacturing Company Limited from the following members of the promoter group:

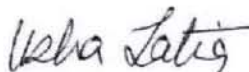
- i) Akshay Jatia;
- ii) Ayush Jatia;
- iii) Lalita Devi Jatia;
- iv) Banwari Lal Jatia; and
- v) Winmore Leasing and Holdings Limited

This is for your information and record.

Thanking you,

Yours faithfully,

For self and on behalf of other Acquirers



Usha Devi Jatia
Authorised Signatory

Encl: as above

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306.

Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	(i) Usha Devi Jatia; (ii) Saubhagya Impex Private Limited; and (iii) Hawcoplast Investments & Trading Limited (list of PAC is annexed in Annexure 1)		
Whether the acquirer belongs to Promoter/Promoter group	Yes, Members of Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the Acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
(i) Usha Devi Jatia	170	0.03%	0.03%
(ii) Saubhagya Impex Private Limited	30,051	7.37%	7.37%
(iii) Hawcoplast Investments & Trading Limited	1	0.00%	0.00%
(iv) Akshay Jatia	1	0.00%	0.00%
(v) Ayush Jatia	1	0.00%	0.00%
(vi) Lalita Devi Jatia	543	0.08%	0.08%
(vii) Banwari Lal Jatia	6,028	0.89%	0.89%
(viii) Winmore Leasing & Holdings Limited	2,98,946	44.00%	44.00%
(ix) Other members of the promoter and promoter group (Please refer to Annexure 1)	1,43,442	21.11%	21.11%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%
Details of acquisitions / disposal			
a) Shares carrying voting rights acquired			
(i) Usha Devi Jatia	1,29,517	19.06%	19.06%
(ii) Saubhagya Impex Private Limited	33,000	7.80%	7.80%
(iii) Hawcoplast Investments & Trading Limited	1,23,000	18.10%	18.10%
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+d)	3,05,517	44.96%	44.96%
After the acquisition, holding of:			
a) Shares carrying voting rights			
(i) Usha Devi Jatia	1,29,587	19.09%	19.09%
(ii) Saubhagya Impex Private Limited	1,03,051	15.17%	15.17%
(iii) Hawcoplast Investments & Trading Limited	1,23,001	18.10%	18.10%
(iv) Akshay Jatia	0	0.00%	0.00%
(v) Ayush Jatia	0	0.00%	0.00%
(vi) Lalita Devi Jatia	1	0.00%	0.00%
(vii) Banwari Lal Jatia	1	0.00%	0.00%
(viii) Winmore Leasing & Holdings Limited	0	0.00%	0.00%
(ix) Other members of the promoter and promoter group (Please refer to Annexure 1)	1,43,442	21.11%	21.11%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	4,99,183	73.47%	73.47%

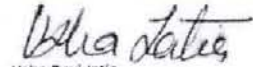
Usha Devi

Mode of acquisition / Sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer, etc).	Inter-se transfer i) Through Open Market - 2,98,946 ii) Through Off Market (Gift) - 6,571
Date of acquisition of/ sale of shares / VR or date of receipt of intimation of allotment of shares whichever is applicable	September 15, 2020
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.
Total diluted share/voting capital of the TC after the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.

(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For self and on behalf of other Acquirers



Usha Devi Jatia
Authorised Signatory

Date : 17.09.2020
Place : Mumbai

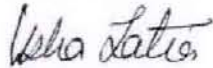
Annexure 1

Name of the Target Company:

Hardcastle and Waud Manufacturing Company Limited

Name(s) of the acquirers and Persons Acting in Concert (PAC) with the acquirers	Whether the acquirers belongs to Promoter/ Promoter group	PAN of the acquirers and/ or PACs
Achal Jatia	Member of Promoter Group	AABPJ7516K
Banwari Lal Jatia (Seller)	Promoter	AAFPJ0367A
Akshay Jatia (Seller)	Member of Promoter Group	AHHPJ8662M
Ayush Jatia (Seller)	Member of Promoter Group	AHIPJ3087D
Lalita Devi Jatia (Seller)	Member of Promoter Group	AAJPJ6660J
Usha Devi Jatia (Acquirer)	Member of Promoter Group	ACIPJ6863G
Achal Exim Pvt Ltd	Member of Promoter Group	AAACA4837G
Saubhagya Impex Pvt Ltd (Acquirer)	Member of Promoter Group	AAACS6984N
Shri Ambika Trading Co Pvt Ltd	Member of Promoter Group	AAACS5970Q
Winmore Leasing And Holdings Ltd (Seller)	Member of Promoter Group	AAACW0021C
Acacia Impex Private Limited	Member of Promoter Group	AAACA4838K
Akshay Ayush Impex Pvt Ltd	Member of Promoter Group	AAACA4885E
Concept Highland Business Pvt Ltd	Member of Promoter Group	AAACC2121K
Hardcastle Petrofer Private Limited	Member of Promoter Group	AABCH5032R
Hawco Petrofer LLP	Member of Promoter Group	AAGFH9957D
Hawcoplast Investments And Trading Limited (Acquirer)	Member of Promoter Group	AAACH7035H
Vandeep Tradelinks Private Limited	Member of Promoter Group	AAACV1858Q

For self and on behalf of other Acquirers



Usha Devi Jatia
Authorised Signatory

Date : 17.09.2020

Place : Mumbai

Smita Achrekar

From: Achal Jatia
Sent: 07 April 2021 12:34
To: corp.relations@bseindia.com
Cc: Smita Achrekar
Subject: FW: CONTINUAL DISCLOSURE OF SHAREHOLDINGS_MARCH 2021
Attachments: CONTINUAL_DISCLOSURE_OF_SHAREHOLDINGS_MARCH_2021.pdf

Resending below e-mail with attachment. Please excuse the oversight

Dear Sirs,

Please find attached Continual Disclosure of Shareholdings in Hardcastle & Waud Mfg. Co. Ltd. under SEBI (SAST) Regulations, 2011 as on 31st March, 2021.



Regards,
Shri Achal Jatia
Promoter
Hardcastle & Waud Mfg. Co. Ltd.

ACHAL JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road,
Mumbai 400 020

April. 7 2021

To,

BSE Ltd
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

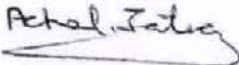
Re : Continual Disclosure of Shareholdings in Hardcastle And Waud Manufacturing Company Limited under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011

As required under the SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011 including Regulations 30(2) and 30(1) thereof, I hereby submit on my own behalf as a promoter and on behalf of other persons acting in concert with me (whose names appear in the annexure hereto) the requisite disclosure.

Kindly take the same on record.

Thanking you,

Yours faithfully,



Achal Jatia

Encl : a/a

Cc : Hardcastle And Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt. Ltd, Netivali,
Kalyan (E), Thane - 421 306

**Format for Disclosures under Regulation 30(1) and 30(2) of SEBI
(Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

Part-A- Details of Shareholding

As at 31st March, 2021

1. Name of the Target Company (TC)	Hardcastle And Waud Manufacturing Company Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited		
3. Particulars of the shareholder (s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and (PAC) with him.	} See Annexure "A"		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t.total share / voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 st of the year, holding of: (as at 31.03.2021) a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	4,99,183 - - -	73.47 - - -	73.47 - - -
Total	4,99,183	73.47	73.47

Achal. Jaha

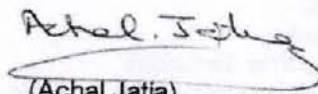
Part-B

Name of the Target Company: Hardcastle And Waud Manufacturing Company Limited

Sr. No.	Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/Promoter group	PAN of the person and PACs
1	Shri Banwari Lal Jatia	Yes	AAFPJ0367A
2	Smt. Lalita Devi Jatia	Yes	AAJPJ6660J
3	Smt. Usha Devi Jatia	Yes	ACIPJ6863G
4	Shri Achal Jatia	Yes	AABPJ7516K
5	Shri Ambika Trading Company Private Limited	Yes	AAACS5970Q
6	Saubhagya Impex Private Limited	Yes	AAACS6984N
7	Achal Exim Private Limited	Yes	AAACA4837G
8	Hawcoplast Investments And Trading Limited	Yes	AAACH7035H
9	Acacia Impex Private Limited	Yes	AAACA4838K
10	Akshay Ayush Impex Private Limited	Yes	AAACA4885E
11	Hardcastle Petrofer Private Limited	Yes	AABCH5032R
12	Hawco Petrofer LLP	Yes	AAGFH9957D
13	Concept Highland Business Private Limited	Yes	AAACC2121K
14	Vandeep Tradelinks Private Limited	Yes	AAACV1858Q

Place : Jaipur, India

Date : 7th April 2021


(Achal Jatia)
Signature of the Authorized Signatory

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

ANNEXURE 'A'

**STATEMENT OF PROMOTERS' SHARE HOLDING IN
HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED AS ON 31.03.2021**

Sr. No.	Name of the Holder	No. of Shares held	Percentage of Shareholding
1	Shri Banwari Lal Jatia	1	0.00
2	Smt. Lalita Devi Jatia	1	0.00
3	Smt. Usha Devi Jatia	1	0.00
4	Shri Achal Jatia	1,81,566	26.72
5	Shri Ambika Trading Company Private Limited	91,555	13.47
6	Saubhagya Impex Private Limited	1,03,051	15.17
7	Achal Exim Private Limited	1	0.00
8	Hawcoplast Investments And Trading Limited	1,23,001	18.10
9	Acacia Impex Private Limited	1	0.00
10	Akshay Ayush Impex Private Limited	1	0.00
11	Hardcastle Petrofer Private Limited	1	0.00
12	Hawco Petrofer LLP	1	0.00
13	Concept Highland Business Private Limited	1	0.00
14	Vandeep Tradelinks Private Limited	1	0.00
	Total	4,99,183	73.47

Note : All the above shares are unencumbered.

Achal. Jatia
(Achal Jatia)

[Signature]

Smita Achrekar

From: Achal Jatia
Sent: 01 April 2022 11:44
To: corp.relations@bseindia.com
Cc: Smita Achrekar
Subject: CONTINUAL DISCLOSURE OF SHAREHOLDINGS_MARCH 2022
Attachments: CONTINUAL_DISCLOSURE_OF_SHAREHOLDINGS_MARCH_2022.pdf

Dear Sirs,

Please find attached Continual Disclosure of Shareholdings in Hardcastle & Waud Mfg. Co. Ltd. under SEBI (SAST) Regulations, 2011 as on 31st March, 2022.



Shri Achal Jatia
Promoter
Hardcastle & Waud Mfg. Co. Ltd.

ACHAL JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road,
Mumbai 400 020

1st April, 2022

To,

BSE Ltd
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sirs,

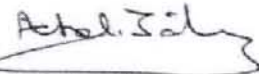
Re : Continual Disclosure of Shareholdings in Hardcastle And Waud Manufacturing Company Limited under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011

As required under the SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011 including Regulations 30(2) and 30(1) thereof, I hereby submit on my own behalf as a promoter and on behalf of other persons acting in concert with me (whose names appear in the annexure hereto) the requisite disclosure.

Kindly take the same on record.

Thanking you,

Yours faithfully,



Achal Jatia

Encl : a/a

Cc : Hardcastle And Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt. Ltd, Netivali,
Kalyan (E), Thane - 421 306

**Format for Disclosures under Regulation 30(1) and 30(2) of SEBI
(Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

Part-A- Details of Shareholding

As at 31st March, 2022

1. Name of the Target Company (TC)	Hardcastle And Waud Manufacturing Company Limited		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited		
3. Particulars of the shareholder (s): a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and (PAC) with him.	See Annexure "A"		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t.total share / voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 st of the year, holding of: (as at 31.03.2022)			
a) Shares	4,99,183	73.47	73.47
b) Voting Rights (otherwise than by shares)	-	-	-
c) Warrants,	-	-	-
d) Convertible Securities	-	-	-
e) Any other instrument that would entitle the holder to receive shares in the TC.	-	-	-
Total	4,99,183	73.47	73.47

Achal Jain

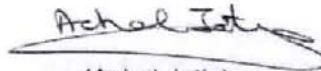
Part-B

Name of the Target Company: Hardcastle And Waud Manufacturing Company Limited

Sr. No.	Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/Promoter group	PAN of the person and PACs
1	Shri Banwari Lal Jatia	Yes	AAFPJ0367A
2	Smt Lalita Devi Jatia	Yes	AAJPJ6660J
3	Smt Usha Devi Jatia	Yes	ACIPJ6863G
4	Shri Achal Jatia	Yes	AABPJ7516K
5	Shri Ambika Trading Company Private Limited	Yes	AAACS5970Q
6	Saubhagya Impex Private Limited	Yes	AAACS6984N
7	Achal Exim Private Limited	Yes	AAACA4837G
8	Hawcoplast Investments And Trading Limited	Yes	AAACH7035H
9	Acacia Impex Private Limited	Yes	AAACA4838K
10	Akshay Ayush Impex Private Limited	Yes	AAACA4885E
11	Hardcastle Petrofer Private Limited	Yes	AABCH5032R
12	Hawco Petrofer LLP	Yes	AAGFH9957D
13	Concept Highland Business Private Limited	Yes	AAACC2121K
14	Vandeep Tradelinks Private Limited	Yes	AAACV1858Q

Place : Jaipur

Date : 1st April, 2022



(Achal Jatia)

Signature of the Authorized Signatory

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

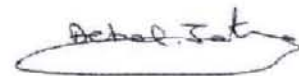
(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

ANNEXURE 'A'

STATEMENT OF PROMOTERS' SHARE HOLDING IN
HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED AS ON 31.03.2022

Sr. No.	Name of the Holder	No. of Shares held	Percentage of Shareholding
1	Shri Banwari Lal Jatia	1	0.00
2	Smt Lalita Devi Jatia	1	0.00
3	Smt Usha Devi Jatia	1	0.00
4	Shri Achal Jatia	1,81,566	26.72
5	Shri Ambika Trading Company Private Limited	91,555	13.47
6	Saubhagya Impex Private Limited	1,03,051	15.17
7	Achal Exim Private Limited	1	0.00
8	Hawcoplast Investments And Trading Limited	1,23,001	18.10
9	Acacia Impex Private Limited	1	0.00
10	Akshay Ayush Impex Private Limited	1	0.00
11	Hardcastle Petrofer Private Limited	1	0.00
12	Hawco Petrofer LLP	1	0.00
13	Concept Highland Business Private Limited	1	0.00
14	Vandeep Tradelinks Private Limited	1	0.00
	Total	4,99,183	73.47

Note : All the above shares are unencumbered.

(Achal Jatia)