

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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

1st October, 2022

To,

BSE Ltd
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Sub: 76th Annual General Meeting - Voting results

Dear Sirs,

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

1. Voting results as required under Regulation 44 of the Regulations.
2. Report of Scrutinizer dated 1st October, 2022, pursuant to Section 108 of the Companies Act, 2013 and applicable rules made thereunder.

Thanking you,

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

Smita Achrekar
Company Secretary & Compliance Officer

Encl: a/a

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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1.10.2022

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

Date of the AGM	30th September, 2022
Total No. of shareholders on record date	1,355
No. of shareholders present in the meeting either in person or through authorised representative or proxy:	19
Promoters and Promoter Group:	11
Public:	8
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		500181	99.9996	500181	0	100.0000	0.0000
	Poll	500183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	500183	500181	99.9996	500181	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54343	30.4049	54243	100	99.8160	0.1840
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	178731	54343	30.4049	54243	100	99.8160	0.1840
Total		679474	554524	81.6108	554424	100	99.9820	0.0180
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		500181	99.9996	500181	0	100.0000	0.0000
	Poll	500183		0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	500183	500181	99.9996	500181	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54343	30.4049	54243	100	99.8160	0.1840
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	178731	54343	30.4049	54243	100	99.8160	0.1840
Total		679474	554524	81.6108	554424	100	99.9820	0.0180
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr Banwari Lal Jatia (DIN: 00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	500183	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		500183	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	560	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		560	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	178731	54343	30.4049	54243	100	99.8160	0.1840
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		178731	54343	30.4049	54243	100	99.8160
Total		679474	54343	7.9978	54243	100	99.8160	0.1840
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms Pranjali Bhandari (DIN: 09703528) as an Independent Director of the Company for a period of 5 years w.e.f. 23.8.2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		500181	99.9996	500181	0	100.0000	0.0000
	Poll	500183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	500183	500181	99.9996	500181	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54343	30.4049	54243	100	99.8160	0.1840
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	178731	54343	30.4049	54243	100	99.8160	0.1840
Total		679474	554524	81.6108	554424	100	99.9820	0.0180
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval/ Ratification of Material Related Party Transactions entered into by the Company with related parties during the Financial Year 2021-2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	500183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	500183	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	560	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	560	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		54343	30.4049	54243	100	99.8160	0.1840
	Poll	178731	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	178731	54343	30.4049	54243	100	99.8160	0.1840
Total		679474	54343	7.9978	54243	100	99.8160	0.1840
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions by the Company during the Financial Years 2022-2023 and 2023-2024 i.e. until the date of the Annual General Meeting of the Company to be held during the calendar year 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	500183	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		500183	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	560	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		560	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	178731	54343	30.4049	54243	100	99.8160	0.1840
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		178731	54343	30.4049	54243	100	99.8160
Total		679474	54343	7.9978	54243	100	99.8160	0.1840
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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

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Declaration of Results of voting in relation to the 76th Annual General Meeting of the Company held on 30th September, 2022

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

In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed to be passed at the 76th Annual General Meeting (AGM) of the Company held on Friday, the 30th September, 2022 at 10.30 am at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306.

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

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

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 76th AGM have been duly approved as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
1.	Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Directors and the Auditors thereon.	5,54,424	100	0	Ordinary
	Percentage	99.9820	0.0180	0	-
2.	Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.	5,54,424	100	0	Ordinary
	Percentage	99.9820	0.0180	0	-
3.	Re-appointment of Mr Banwari Lal Jatia (DIN: 00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2023.	54,243	100	0	Special
	Percentage	99.8160	0.1840	0	-

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CIN: L99999MH1945PLC004581

4.	Appointment of Ms Pranjali Bhandari (DIN: 09703528) as an Independent Director of the Company for a period of 5 years w.e.f. 23.8.2022.	5,54,424	100	0	Special
	Percentage	99.9820	0.0180	0	-
5.	Approval/ Ratification of Material Related Party Transactions entered into by the Company with related parties during the Financial Year 2021-2022.	54,243	100	0	Ordinary
	Percentage	99.8160	0.1840	0	-
6.	Approval of Material Related Party Transactions by the Company during the Financial Years 2022-2023 and 2023-2024 i.e. until the date of the Annual General Meeting of the Company to be held during the calendar year 2023.	54,243	100	0	Ordinary
	Percentage	99.8160	0.1840	0	-

The voting rights of holders of 10,104 unclaimed equity shares held in demat suspense account were frozen.

The Scrutinizer's Report is annexed herewith.

For **Hardcastle & Waud Mfg Co. Ltd**

Smita Achrekar
Company Secretary & Compliance Officer

Place: **Mumbai**

Date: **1st October, 2022**

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

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

1st October, 2022

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

Dear Sir,

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

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Hardcastle and Waud Mfg Co. Limited ("the Company"), pursuant to Section 108 of the Act, read with the Rules made thereunder, to scrutinize the electronic voting process and the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions considered for passing at the Seventy-sixth Annual General Meeting ("AGM") of the Company held on 30th September, 2022.

The Notice dated 23rd August, 2022 convening the said AGM of the Company was sent to the shareholders in respect of the said mentioned resolutions.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by shareholders of the Company. The Company has also provided facility of voting by physical ballot papers, at the AGM, to its members who do not have access to remote e-voting facility including those who did not vote through remote e-voting as well as who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 24.09.2022.

The voting period for remote e-voting commenced on Tuesday, 27th September, 2022 (9.00 a.m.) and ended on Thursday, 29th September, 2022 (5.00 p.m.) The NSDL remote e-voting platform was thereafter blocked.

No vote was cast through physical ballot, at the AGM. The votes cast under the remote e-voting facility were unblocked in the presence of two witnesses, not in the employment of the Company. The voting rights of holders of 10,104 unclaimed equity shares held in demat suspense account were frozen.

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


I now hereby submit my Report as under on the result of the voting through electronic means and the physical ballots in respect of the said Resolutions:

Resolution No.	Item	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Result
1	Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Directors and the Auditors thereon.	Evote 5,54,524 Ballot Paper Nil	Evote 5,54,524 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 5,54,424 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved
2	Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation.	Evote 5,54,524 Ballot Paper Nil	Evote 5,54,524 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 5,54,424 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved
3	Re-appointment of Mr Banwari Lal Jatia (DIN: 00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2023.	Evote 54,343 Ballot Paper Nil	Evote 54,343 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 54,243 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved
4	Appointment of Ms Pranjali Bhandari (DIN: 09703528) as an Independent Director of the Company for a period of 5 years w.e.f. 23.8.2022.	Evote 5,54,524 Ballot Paper Nil	Evote 5,54,524 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 5,54,424 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved
5	Approval/ Ratification of Material Related Party Transactions entered into by the Company with related parties during the Financial Year 2021-2022.	Evote 54,343 Ballot Paper Nil	Evote 54,343 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 54,243 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved
6	Approval of Material Related Party Transactions by the Company during the Financial Years 2022-2023 and 2023-2024 i.e. until the date of the Annual General Meeting of the Company to be held during the calendar year 2023.	Evote 54,343 Ballot Paper Nil	Evote 54,343 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 54,243 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution duly approved

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

Yours faithfully,


SHAILESH AMICHAND
KACHALIA

 Digitally signed by SHAILESH AMICHAND
KACHALIA
Date: 2022.10.01 15:22:56 +05'30'

Shailesh Kachalia
Practising Company Secretary
FCS No. 1391
CP: 3888
PR No. 628/2019
UDIN: F001391D001107023

For Hardcastle & Waud Mfg Co. Ltd

Smita Shailesh
Achrekar

 Digitally signed by Smita Shailesh
Achrekar
Date: 2022.10.01 16:33:51 +05'30'

Smita Achrekar
Company Secretary