

75TH ANNUAL REPORT

2020 – 2021

HARDCASTLE AND WAUD
MANUFACTURING COMPANY LIMITED

BOARD OF DIRECTORS

Mr Banwari Lal Jatia, Managing Director
Mr Vimal Chand Kothari
Mr Sunil Kantilal Trivedi
Mrs Rekha Abhishek Pacheria
Mr Piyushkumar Mehta

REGISTERED OFFICE

Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) 421 306

CORPORATE OFFICE

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

AUDITORS

Messrs GMJ & Co.

REGISTRARS & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai – 400 083

HARDCASTLE AND 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. 022-22837658-63 Fax No. 022-22873176

CIN No.: L99999MH1945PLC004581 E-Mail Id: ho@hawcoindia.com Website: www.hawcoindia.in

Notice is hereby given that the Seventy-fifth Annual General Meeting (AGM) of members of the Company will be held at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306 on Thursday, the 30th September, 2021 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021 together with reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr Piyushkumar Mehta (DIN: 08772311), who retires by rotation and, being eligible, offers himself for re-appointment.

Notes:

1. A person entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and vote instead of himself / herself and a proxy need not be a member of the Company.

Proxies, in order to be effective, must be delivered / deposited at Registered Office of the Company not less than 48 hours before commencement of the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 29th September, 2021 to 30th September, 2021.
3. Corporate members intending to send their authorised representative to attend the meeting shall send along with such person a certified true copy of their Board's Resolution authorizing that person to attend and vote on their behalf at the Meeting.
4. As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Holders of Company's equity shares in physical form may therefore consider to dematerialize their holding of securities. Procedure to dematerialize share(s) is available on the website of the Company.
5. Rule 3 of the Companies (Management & Administration) Rules, 2014 mandates that the Register of Members of a company should include details pertaining to e-mail address, Permanent Account Number or CIN, Unique Identification Number, if any; Father's/Mother's/Spouse's name, occupation, status and nationality; and in case the member is a minor, name of the guardian, date of birth of the minor, and name and address of the nominee. All members are requested to update their respective details with their depository participant (DP's) or Link Intime India Private Limited (RTA of the Company), as the case may be.

6. Pursuant to SEBI Circulars nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 read with Ministry of Corporate Affairs (“MCA”) Circulars Nos. 20/2020 dated 5.05.2020 and 02/2021 dated 13.01.2021, the Annual Report of the Company for the year ended 31.03.2021 is being sent in electronic mode to Members whose email id are registered with the Company/Depositories/RTA. Members are requested to update/register their email id and bank details with their respective Depository Participant or with the RTA at https://linkintime.co.in/emailreg/email_register.html. Also, the Annual Report of the Company including the Notice convening the 75th AGM has been uploaded on the website of the Company at www.hawcoindia.in under ‘Annual Report’ section and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
7. Members are requested to get updated any change in their address with their respective DP’s or the RTA directly, as the case may be.
8. The notice of AGM is being sent to those members whose name(s) appear in the register of members as on Friday, 27th August, 2021.
9. A person, whose name is recorded in the register of members as on the cut-off date i.e. 24th September, 2021 only shall be entitled to avail facility of remote e-voting as well as voting at the AGM through ballot paper, as the case may be. Voting rights of members shall be proportionate to their respective share in the paid-up equity capital of the Company as on the cut-off date.
10. VOTING THROUGH ELECTRONIC MEANS:
 - I. Members can exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting votes by members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. Facility for voting through ballot paper shall also be available at the AGM. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot papers. There shall be no voting by show of hands at the AGM.
 - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, 27th September, 2021 (9.00 am) and ends on Wednesday, 29th September, 2021 (5.00 p.m.). During this period, members holding shares as on the cut-off date of 24th September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:

STEP I - LOGIN IN ORDER TO ACCESS E-VOTING FACILITY:

1. Login method for e-voting by Individual Shareholders holding securities in Demat Mode:

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are advised to update their mobile number and email id in their respective demat account in order to access e-voting facility:

Type of shareholders	Login method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>I. NSDL IDeAS Facility</p> <p><u>If you are already registered for the NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsd.com. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. A new screen will open. Enter your user ID and password. After successful authentication, you will be able to see e-voting services under value added services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period. <p><u>If you have not registered for the NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com. 2. Select “Register Online for IDeAS” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1 - 5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. <p>III. Helpdesk Details</p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsd.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>I. If you have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest can log in through their User ID and Password. The option to reach the e-voting page will be made available without any further authentication. The URL for users to log in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”. After successful login on Easi / Easiest, you will see the e-voting Menu. The menu will have links of e-voting service provider ("ESP") i.e. NSDL portal. Click on NSDL to cast your vote. <p>II. If you have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, you can directly access the e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and email as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL, where the e-voting is in progress. <p>III. Helpdesk Details</p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43.</p>
<p>Individual shareholders (holding securities in demat mode) logging in through their depository participants</p>	<ol style="list-style-type: none"> You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.

Note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

2. Login method for e-voting by Non-Individual shareholders holding securities in demat mode and all the shareholders holding securities in physical mode:

- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- Click on Shareholder / Member – Login.

- c) Enter User ID and Password.
- d) Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step II i.e. Cast your vote electronically on NSDL e-voting system.
- e) Your User ID details are as below:

Shares held in Demat / Physical	Your User ID is:
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN (remote e-voting event number) followed by Folio Number registered with the company For example, if folio number is 001*** and REVEN is 101456 then user ID is 101456001***

Your Password is as per below:

- 1) If you are already registered with NSDL for remote e-Voting, then you can use your existing password to login and cast your vote.
- 2) If you are using NSDL remote e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Following is the process to retrieve your initial password:

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you by NSDL on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account; last 8 digits of client ID for CDSL account; or folio number for shares held in physical form, as the case may be. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

(iii) If you are unable to retrieve or have not received the “initial password” or have forgotten your password, click on the following option available on www.evoting.nsdl.com:

- “Forgot User Details/Password?” (If you are holding shares in demat mode)
- “Physical User Reset Password?” (If you are holding shares in physical mode)
- If you are still unable to get the password by following above, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(iv) Once you retrieve your ‘initial password’, enter the ‘initial password’ and click login.

STEP II - CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM:

- a) After successfully logging in, Home page of remote e-Voting opens. Click on Active Voting Cycles.
- b) Select “EVEN” (remote e-Voting Event Number) of Hardcastle and Waud Mfg Co. Ltd.
- c) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- d) Upon confirmation, the message “Vote cast successfully” will be displayed.

Process for procuring User ID and Password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company:

Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting

- In case shares are held in physical mode, please provide Folio Number, name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
- In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
- If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step I (1) i.e. Login method for e-voting by Individual Shareholders holding securities in Demat Mode.

- VI. In case of any queries, you may refer the FAQs and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-102-0990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in. Members may also contact Ms Soni Singh, Assistant Manager, at evoting@nsdl.co.in, who will also address grievances pertaining to remote e-voting.
- VII. Any person, who acquires shares of the Company and becomes its member after the date of sending of this notice and holding shares as of the cut-off date i.e. 24th September, 2021 may follow the login process mentioned in point 10(V).
11. Mr Shailesh Kachalia, (PCS - CP No.3888) will scrutinise voting at the AGM and remote e-voting process in a fair and transparent manner.
12. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hawcoindia.in and on website of NSDL www.evoting.nsdl.com and the same shall also be communicated to the Bombay Stock Exchange, where shares of the Company are listed.
13. Route Map showing directions to reach venue of the AGM at end of this Report.
14. Details of Mr Piyushkumar Mehta seeking re-appointment at the forthcoming AGM are as follows:

Sr No.	Particulars	
1	Name	Mr Piyushkumar Mehta (DIN: 08772311)
2	Age	43 years
3	Qualifications	B. E. Chemicals
4	Experience / nature of expertise in specific functional areas	Around 16 years' of work experience in productions and project management in the field of Industrial Chemicals including solvents, specialty chemicals, agro chemicals, etc
5	Terms and conditions	Liable to retire by rotation
6	Date of first appointment on the Board	18.7.2020
7	Shareholding in the Company	Nil
8	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other director or manager or KMP of the Company
9	Number of Board Meetings attended during the year	3 (Three)
10	Other Directorships	Nil
11	Membership / Chairpersonship of Committees of other Boards	Nil

Registered Office
Mall Office, 2nd Floor,
Metro Junction Mall of
West Pioneer Properties (India) Pvt. Ltd,
Netivali, Kalyan (E) 421306

By Order of the Board of Directors

Smita Achrekar
Company Secretary

Dated: 12th August, 2021

HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED

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Netivali, Kalyan (E) 421306

Tel No. 022-22837658-63 Fax No. 022-22873176

CIN No.: L99999MH1945PLC004581 E-Mail Id: ho@hawcoindia.com Website: www.hawcoindia.in

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in placing before you the Seventy-fifth Annual Report of the Company together with its Audited Financial Statements for the year ended March 31, 2021 and Management Discussion and Analysis.

1. FINANCIAL RESULTS AND APPROPRIATIONS:

Particulars	Year Ended	Year Ended
	March 31, 2021	March 31, 2020
	(Rs Lakhs)	(Rs Lakhs)
Profit before Interest, Depreciation & Amortisation Exps	103.80	164.15
Interest	0.06	0.05
Depreciation & Amortisation Exps	47.41	40.45
Profit before Taxation	56.33	123.65
Provision for Taxation	11.57	15.13
Deferred Tax	43.85	21.72
Income Tax for earlier years	(0.01)	(3.33)
Net Profit after Taxation	0.92	90.13
Other Comprehensive Income	(20.06)	(261.14)
Total Comprehensive Income for the year	(19.14)	(171.01)
Balance b/f from previous year	(1,044.24)	(873.23)
Total Available	(1,063.38)	(1044.24)
Transferred to General Reserve	-	-
Carried Forward	(1,063.38)	(1044.24)

In view of accumulated loss no dividend is being recommended.

2. OPERATIONS:

The Company has registered a turnover of Rs 319.08 lakhs this year as against Rs 352.00 lakhs during the previous year. The overall revenue from operations of the Company for the current year declined marginally. The revenue from operations is mainly from sale of traded goods and leasing activities.

The Total Income for the year ended March 31, 2021 was at Rs 332.73 lakhs as compared to Rs 368.51 lakhs in the previous year. Profit before tax for the current year stood at Rs 56.33 lakhs as against Rs 123.65 lakhs during the previous year.

The Company's business activity currently consists of Industrial Chemicals, Investments and Leasing. During the year under review, revenue from industrial segment was Rs 154.77 lakhs compared to Rs 115.03 lakhs in the previous year, revenue from investment activity was Rs 10.36 lakhs in comparison to Rs 12.14 lakhs in the previous year, while leasing activity yielded a revenue of Rs 153.94 lakhs as compared to Rs 224.83 lakhs in the previous year.

3. MANAGEMENT DISCUSSION AND ANALYSIS:

The outbreak of the deadly COVID-19 virus and the lockdown imposed across the country affected most business operations. COVID-19 is an unprecedented challenge. The lockdown gave India time to make a concerted effort to flatten the outbreak curve. However, towards later part of the year consequent to significant opening of the economic activity across the nation the demand picked up compared to that during the initial period of COVID-19. The Company's activity pertaining to sale of traded goods fetched greater income in comparison to the previous year. The Company's Investments and Leasing activities have been impacted. However, this has no impact on the cash flows of the Company.

The changed economic, social, environmental, and political expectations are expected to play an even greater role in shaping the future. A critical aspect of dealing with this disruption may be understanding which customer behaviours are temporary versus those that are permanent, as recovery will likely be uneven across end markets and geographies. Companies can address this uncertainty by revisiting their product portfolio and conducting robust scenario planning that includes the unknowns.

The Company has in place internal financial control systems, commensurate with its size and the nature of its operations to ensure proper recording of financial and operational transactions / information and compliance of various internal controls and other regulatory and statutory compliances. The internal auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company. The observations arising out of the internal audits are periodically reviewed at appropriate level and summaries along with corrective actions plans, if any, are submitted to the management and Audit Committee for review, comments and directions. The concerned persons undertake corrective action in their respective areas and thereby strengthen the controls.

The Company did not enter into any transaction(s) with any person(s) or entity belonging to the promoter / promoter group who hold 10% or more shareholding in the Company. Information pertaining to financial performance forms part of this Report.

There were no material developments in the Company's Human Resource Capital except appointment of Chief Financial Officer effective 1st February, 2021.

RATIOS

Key Financial Ratios

1. Return on Net Worth decreased to -0.55% during the current year in comparison to -4.87% in the previous year mainly due to impact of Fair Value measurements of investments, during the current year.
2. Inventory Turnover Ratio is Nil during the current year in comparison to 4.36 in the previous year, as there was no stock of finished goods at the end of current year.
3. Current Ratio is 1.58 during the current year in comparison to 0.91 in the previous. The increase in the current ratio in the current year is mainly due to increase in current assets.
4. Operating Profit Margin (OPM) is 16.93% during the current year in comparison to 33.55% in previous year. The decrease in OPM in the current year is mainly due to decrease in operating income.

5. Net Profit Margin (NPM) is 0.28% during the current year in comparison to 24.45% in the previous year. The decrease in NPM is mainly due to decrease in net profit during the current year.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- a) At the 74th Annual General Meeting of the Company held on 22.09.2020:

Mr Sunil Kantilal Trivedi (DIN: 00387797) and Mrs Rekha Abhishek Pacheria (DIN: 07415573) were re-appointed as independent directors of the Company for a second term of further period of five years w.e.f 30.5.2021. Mr Vimal Chand Kothari (DIN: 00056003) was appointed as an independent director of the Company w.e.f 22.09.2020.

Also the appointment of Mr Piyushkumar Mehta (DIN: 08772311) as a non-executive director of the Company was confirmed.

In the opinion of the Board, all the above mentioned independent directors possess requisite expertise, integrity and experience.

- b) Mr Piyushkumar Mehta (DIN: 08772311) retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.
- c) Ms Shivani Bhargava, Chief Financial Officer (CFO) of the Company has resigned from the post of CFO with effect from 16.12.2020 due to personal reason. Mr Pravedkumar Dubey has been appointed as CFO of the Company w.e.f. 01.02.2021.
- d) Requisite declarations have been received from the independent directors of the Company under Section 149(7) of the Companies Act, 2013 (the Act) regarding meeting the criteria of independence laid down in Section 149 (6) of the Act and also under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations).

- e) Board Evaluation:

Pursuant to provisions of the Act and the Listing Regulations the Board has carried out an annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of working of its Audit, Nomination and Remuneration and other Committees of the Board. The performance of Non-Independent Directors and the Board as a whole was carried out by the Independent Directors at their separate meeting. Evaluation of performance of Independent Directors was carried out by the entire Board of Directors, excluding the director being evaluated. The directors expressed satisfaction with the evaluation process and the results thereof.

- f) Meetings:

During the year 5 board meetings were convened and held.

5. AUDIT COMMITTEE:

The present composition of the Audit Committee of the Company is as under:

1. Mr Vimal Chand Kothari – Chairman
2. Mr Sunil Kantilal Trivedi
3. Mrs Rekha Pacheria
4. Mr Banwari Lal Jatia

Board of Directors of the Company has accepted all recommendations of its Audit Committee during Financial Year 2020 – 2021. The Company has in place a vigil mechanism for directors and employees, to report genuine concerns about any wrongful act and any unethical conduct with respect to the Company or its business affairs to the Audit Committee which oversees functioning of the said mechanism.

6. NOMINATION AND REMUNERATION COMMITTEE (NRC):

The NRC comprises of three members of which two including the Chairperson are Independent Directors.

Salient features of the Nomination and Remuneration policy include, having an appropriate mix of executive, non - executive and independent directors primarily to maintain independence. NRC assesses independence of directors at time of appointment / re-appointment as well as annually. NRC takes into consideration various factors as specified in the policy while considering any remuneration to be paid to directors, key managerial personnel and other employees, etc.

The Policy is available on the Company's website www.hawcoindia.in under the section 'Policies'.

7. RISK MANAGEMENT:

In the Boards' perception, there are no foreseeable risks which could threaten the existence of the Company.

8. UNCLAIMED SHARE CERTIFICATES:

As reported earlier, the Company had in accordance with the Listing Regulations transferred on 27.5.2016 to a separate demat account in the Company's name 9778 unclaimed shares of the Company belonging to 79 shareholders who had failed to exchange their old certificates for new certificates in the Company allotted to members pursuant to a Scheme of Arrangement between the Company and Vesna Agencies Pvt Ltd (Hawcoplast Chemicals Ltd) even after many reminders by the Company. At end of the year, the number of shareholders and the outstanding shares lying in the suspense account were 77 and 9,447 respectively.

The Company has sent further reminders to those shareholders whose 657 shares (in total) remained unclaimed and were required to be transferred to the unclaimed share suspense account. Since no response was received from any of the concerned shareholders, the said 657 shares have been consolidated in the name of Hardcastle and Waud Mfg. Co. Ltd. Unclaimed Shares Suspense Account and shall be dematerialized in due course of time. Accordingly in aggregate 10,104 shares shall remain in Unclaimed Shares Suspense Account.

The voting rights on these unclaimed shares shall remain frozen till the rightful owner(s) claim(s) the shares.

Members who have not yet collected / claimed their share certificates can still do so through the Company's Registrars and Share Transfer Agent.

9. AUDITORS:

Messrs GMJ & Co., Chartered Accountants (FRN: 103429W), were appointed as Statutory Auditors of the Company for 5 years from the conclusion of its 73rd AGM.

The requirement of ratification of appointment of the Statutory Auditors at every AGM has been dispensed with. Accordingly, no such item has been placed for approval of the members at this AGM.

Messrs GMJ & Co., have confirmed that they are eligible for continuing to act as statutory auditors of the Company and no proceeding against the firm or any partner of the firm is pending with respect to professional matters of conduct.

10. AUDITORS' REPORT:

The Auditors' Report does not contain any reservation, qualification or adverse remark.

11. SECRETARIAL AUDIT:

A Secretarial Audit Report for the financial year ended 31st March, 2021 is annexed hereto as 'Annexure I'.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

12. LOANS, GUARANTEES OR INVESTMENTS:

Details of investments made appear in notes to the financial statements. No loan was given and no guarantee or security was provided by the Company on behalf of others during the year.

13. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered into by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis.

During the year, the Company did not enter into any materially significant transactions that may have potential conflict with interest of the Company.

14. FOREIGN EXCHANGE EARNINGS AND OUTGO:

There were no foreign earnings and outgo during the year.

15. CORPORATE SOCIAL RESPONSIBILITY (CSR):

None of the three criteria specified in Section 135(1) of the Act relating to CSR is applicable to the Company.

16. SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture or associate.

17. PARTICULARS OF EMPLOYEES:

- a. Required particulars of employees under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as 'Annexure – II' to this report.
- b. There are no employees covered by Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

18. ANNUAL RETURN:

The annual return of the Company for the year ended 31st March, 2021 in the prescribed format is available on the website of the Company at www.hawcoindia.in under the section 'Disclosures'.

19. CORPORATE GOVERNANCE:

A report on Corporate Governance as stipulated under Schedule V of the Listing Regulations has been attached to this Annual Report.

A certificate from Mr Shailesh Kachalia, a practicing Company Secretary, regarding compliance with conditions of Corporate Governance as stipulated in SEBI's Listing Regulations is annexed to this Report as 'Annexure III'.

20. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 134(3)(c) read with Section 134(5) of the Act, your directors state that:

- (a) In preparation of the annual accounts, applicable accounting standards have been followed alongwith proper explanations relating to material departures;
- (b) Accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at end of the financial year and of its profit for that period;
- (c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) Internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and operating effectively; and
- (f) Proper systems have been devised to ensure compliance with provisions of all applicable laws and such systems are adequate and operating effectively.

21. MAINTENANCE OF COST RECORDS:

The Government of India has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any activities of the Company, thus the Company is not required to maintain cost records.

22. SECRETARIAL STANDARDS OF ICSI:

The Company is in compliance with the Secretarial Standards on Meetings of Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India.

23. GENERAL:

Your directors state that no disclosure or reporting is required for the following as there were no transactions of the types covered thereby, during the year;

- i. Details relating to Deposits covered under Chapter V of the Act;
- ii. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- iii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- iv. No significant or material orders were passed by Regulators or Courts or Tribunals which impact the Company's going concern status and operations in the future;
- v. No material changes and commitments have occurred after close of the year till the date of this report, which might affect the financial position of the Company;
- vi. No fraud is reported by auditors under Section 143(12) of the Act;

- vii. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016; and
- viii. There was no instance of one-time settlement with any Bank or Financial Institution.

Your directors further state that, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review there were no complaints filed under the said Act.

24. ACKNOWLEDGEMENTS:

The Board sincerely thanks all stakeholders for their continued support.

For and on behalf of the Board

Dated: 12th August, 2021

**Banwari Lal Jatia
Managing Director
(DIN: 00016823)**

**Piyushkumar Mehta
Director
(DIN: 08772311)**

SECRETARIAL AUDIT REPORT

For Financial Year ended 31st March, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
Members of
Hardcastle And Waud Mfg Co. Limited,

I have conducted Secretarial Audit of compliance of applicable statutory provisions and adherence to good corporate practices by Hardcastle And Waud Mfg Co. Limited (hereinafter called 'the Company'). The audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conduct and statutory compliances of the Company and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by it and also the information provided by the Company and its officers during conduct of the audit, I hereby report that in my opinion, the Company has, during the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (d) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); and
 - (e) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

I further report that there were no events / actions covered by:

- a) SEBI (Share Based Employee Benefits) Regulations, 2014;
- b) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- c) SEBI (Delisting of Equity Shares) Regulations, 2009; and
- d) SEBI (Buyback of Securities) Regulations, 2018;

requiring compliance thereof by the Company during the Audit period; and

vi. Other Applicable Laws:

- a. The Maharashtra Stamp Act, 1958;
- b. Factories Act, 1948; and
- c. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and all other applicable laws for the time being.

I have also examined compliance with applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the BSE Ltd.

During the year under review the Company has complied with provisions of the Acts, Rules, Regulations, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors took place during the year under review were carried out in compliance with provisions of the Act.

Adequate notice is given to all directors to schedule board meetings and agenda thereof are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before meetings and for meaningful participation at the meetings.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee(s) of the Board.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards etc.

I further report that during the audit period there were no specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that, compliance by the Company of applicable laws like direct and indirect tax laws etc. and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory financial audit and other designated professionals.

Sd/-

Place: Mumbai
Date: 4th August, 2021

Shailesh A. Kachalia
FCS No. 1391
C P No. 3888
PR No. 628/2019
UDIN: F001391C000735575

Note: This report is to be read with my letter of even date which is annexed as **"Annexure A"** and forms an integral part of this report.

"Annexure A"

To,
Members of
Hardcastle And Waud Mfg Co. Limited,

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
5. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Place: Mumbai
Date: 4th August, 2021

Shailesh A. Kachalia
FCS No. 1391
C P No. 3888
PR No. 628/2019
UDIN: F001391C000735575

ANNEXURE II

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL / EMPLOYEES;					
Information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.					
Sr No	Name	Designation	Remuneration F. Y. 2020 -2021 Rs in Lakhs	% Increase in remuneration 2020 – 2021	Ratio / Times per Median of employee remuneration
1	Mr Banwari Lal Jatia	Managing Director	Nil	Not quantified as the incumbent did not draw remuneration during the current year	
2	Mr Pravedkumar Dubey	Chief Financial Officer	0.30	Not quantified as the incumbent has been appointed w.e.f 1.2.2021	
3	Mrs Smita Achrekar	Company Secretary	12.38	7.65	---
The median remuneration of employees (6 Nos) of the Company during the financial year was Rs 6.34 lakhs (increase of 1.93% over 2019-2020). The number of employees of the Company is 7.					
Note: The Remuneration paid is in consonance with the Remuneration Policy of the Company.					

COMPLIANCE CERTIFICATE

To,
Members of
Hardcastle And Waud Mfg Co. Ltd.
Kalyan

I have examined the Company's compliance of conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2021.

Compliance of conditions of corporate governance is responsibility of the management. My examination was limited to the procedures adopted by the Company for ensuring compliance of conditions of Corporate Governance and implementation thereof. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have conducted my review on the basis of relevant records and documents maintained by the Company and furnished to me for review and of the information and explanations given to me by the Company.

Based on such review, and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with conditions of Corporate Governance.

Place : Mumbai
Date : 4th August, 2021

Sd/-
Shailesh A. Kachalia
FCS No. 1391
C P No. 3888
PR No. 628/2019
UDIN: F001391C000735377

HARDCASTLE AND 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. 022-22837658-63 Fax No. 022-22873176

CIN No.: L99999MH1945PLC004581 E-Mail Id: ho@hawcoindia.com Website: www.hawcoindia.in

CORPORATE GOVERNANCE REPORT

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of principles, processes and systems which govern a Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Corporate Governance enables an organisation to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

Your Company believes that sound corporate governance is critical to enhancing and retaining investor trust. It is towards this objective that we have strengthen governance practices to achieve higher standards by providing guidance to the management in strategy implementation and in fulfilling stated goals and objectives.

2) BOARD OF DIRECTORS:

(a) Composition and Category of Directors as at 31.3.2021:

Sr No.	Name of Director	Category	Number of other directorship held as on 31.03.2021	Directorship in other listed entity (Category of Directorship)	@ No. of Board Committees (other than Hawco) in which Chairman / Member		Relationship with other Directors inter-se
					Chairman	Member	
1	Mr Banwari Lal Jatia (DIN: 00016823)	Promoter, Executive	15	Westlife Development Limited - Non - Executive Director	-	-	Not related to any other Director of the Company
2	Mr Vimal Chand Kothari (DIN: 00056003)	Independent, Non-Executive	4	West Leisure Resorts Limited - Independent Non - Executive Director	1	-	
3	Mr Sunil Kantilal Trivedi (DIN: 00387797)	Independent, Non-Executive	2	-	-	1	
4	Mrs Rekha Abhishek Pacheria (DIN: 07415573)	Independent, Non-Executive	3	-	-	-	
5	Mr Piyushkumar Mehta (DIN: 08772311)	Non - Executive	Nil	-	-	-	

@ - Member includes Chairman. Only memberships of Audit Committee and Stakeholders' Relationship Committee of public limited companies are included.

- (b) Number of Board Meetings held, dates on which held and attendance of each director at meetings of the Board of Directors of the Company (the Board) and at the last Annual General Meeting:

During the year under review 5 Board meetings were held.

Sr No.	Name of the Director	Dates of Board Meeting and its Attendance					Date of last AGM and its Attendance
		15.06.2020	18.07.2020	09.11.2020	01.02.2021	31.03.2021	22.09.2020
1	Mr Banwari Lal Jatia (DIN: 00016823)	Attended	Attended	Attended	Attended	Attended	Not Present
2	Mr Om Prakash Adukia (DIN: 00017001) upto 18.7.2020	Attended	Attended	N.A.	N.A.	N.A.	Not Present
3	Mr Sunil Kantilal Trivedi (DIN: 00387797)	Attended	Attended	Attended	Attended	Attended	Attended
4	Mrs Rekha Abhishek Pacheria (DIN: 07415573)	Attended	Attended	Attended	Attended	Attended	Not Present
5	Mr Piyushkumar Mehta (DIN: 08772311) w.e.f. 18.7.2020	N.A.	N.A.	Attended	Attended	Attended	Attended
6	Mr Vimal Chand Kothari (DIN: 00056003) w.e.f. 22.9.2020	N.A.	N.A.	Attended	Attended	Attended	N.A.

- (c) Number of equity shares of the Company held by non-executive directors as at 31.3.2021:

No. of equity shares held

i)	Mr Vimal Chand Kothari	Nil
ii)	Mr Sunil Kantilal Trivedi	Nil
iii)	Mrs Rekha Abhishek Pacheria	Nil
iv)	Mr Piyushkumar Mehta	Nil

- (d) The Board has identified the following skills/expertise/competencies as fundamental for the effective functioning of the Company which are currently available with the Board:

Business	Understanding of Business dynamics, across the industrial sector and regulatory jurisdictions.
Strategy	Appreciation of long – term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long – term effective stakeholder engagements and driving corporate ethics and values.

The directors of the Company have all the above skills / competence / expertise.

- (e) Independent Directors confirmation:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1) (b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (Listing Regulations). In opinion of the Board, the Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

3) AUDIT COMMITTEE:

(a) Broad terms of reference:

The objects of the Audit Committee include overseeing the Company's financial reporting process; review of the Company's quarterly and annual financial statements and auditor's report thereon before submission to the Board for its approval; evaluation of internal financial controls and risk management systems; recommendation for appointment, remuneration and terms of appointment of auditors of the Company. The terms of reference and role of the audit committee are in accordance with the Act and the SEBI's Listing Regulations.

(b) Composition of Audit Committee as at 31.3.2021 was as under:

- i) Mr Vimal Chand Kothari (Chairman, Independent Director)
- ii) Mr Sunil Kantilal Trivedi (Member, Independent Director)
- iii) Mrs Rekha Abhishek Pacheria (Member, Independent Director)
- iv) Mr Banwari Lal Jatia (Member, Non-Independent Director)

(c) Details of Audit Committee Meetings held during the year and attendance thereat are as under:

Sr No.	Name of the Member	Dates of Audit Committee Meetings and Attendance				
		15.06.2020	18.07.2020	09.11.2020	01.02.2021	31.03.2021
1	Mr Sunil Kantilal Trivedi (DIN: 00387797)	Attended	Attended	Attended	Attended	Attended
2	Mrs Rekha Abhishek Pacheria (DIN: 07415573)	Attended	Attended	Attended	Attended	Attended
3	Mr Om Prakash Adukia (DIN: 00017001) upto 18.7.2020	Attended	Attended	N.A.	N.A.	N.A.
4	Mr Banwari Lal Jatia (DIN: 00016823) w.e.f. 18.7.2020	N.A.	N.A.	Attended	Attended	Attended
5	Mr Vimal Chand Kothari (DIN: 00056003) w.e.f. 9.11.2020	N.A.	N.A.	N.A.	Attended	Attended

4) NOMINATION & REMUNERATION COMMITTEE (NRC):

(a) Broad terms of reference:

Briefly speaking, the main Term of Reference of the NRC is to guide the Board in relation to appointments and removals, identification of persons and to recommend / review remuneration of directors etc. including Whole-time / Executive Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

Remuneration policy of the Company is directed towards retention and rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in accordance with industry practices.

The Committee has laid down a policy for recommending remuneration for Directors and KMP of the Company.

- (b) Composition of the NRC as at 31.3.2021 is as below;
- i) Mr Sunil Kantilal Trivedi (Chairman, Independent Director)
 - ii) Mrs Rekha Abhishek Pacheria (Member, Independent Director)
 - iii) Mr Piyushkumar Mehta (Member, Non-Independent Director)
- (c) During the year, two meetings of NRC were held on 18.7.2020 and 1.02.2021. All the members attended the said meeting.
- (d) Criteria for performance evaluation of independent directors are as under:

The framework used to evaluate performance of Independent Directors is based on the expectation that they are performing their duties in a manner which should create and continue to build sustainable value for shareholders in accordance with their duties and obligations.

5) STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC):

- (a) The Chairman of SRC is Mr Vimal Chand Kothari.
- (b) Mrs Smita Achrekar, Company Secretary of the Company is the compliance officer. During the year ended 31.03.2021, the Company has not received any complaint from the shareholders.

6) REMUNERATION OF DIRECTORS:

- (a) Except payment of sitting fees for attending Board / Committee meetings, the Company did not have any pecuniary relations or transactions with any of its non-executive directors during the year.
- (b) Criteria for making payments to non-executive directors are available at the link <http://www.hawcoindia.in/pdf/Criteria for making payments to Non Executive Directors.pdf>
- (c) None of the directors is being paid any remuneration other than fee for attending board / committee meetings. Disclosure pertaining to remuneration paid to Managing Director during the year 2020 - 2021 is as under.

Sr No	Particulars	Rs in Lakhs
1	Salary, benefits, bonuses, stock options, pension etc	Nil
2	Fixed component and performance linked incentives	Nil
3	Service contracts, notice period, severance fees	Nil

The Company did not offer any Stock Options.

7) GENERAL BODY MEETINGS:

- (a) Particulars of last three Annual General Meetings of the Company are as under:

Date	Location of the Meeting	Time	No. of Special Resolutions passed at the Meeting
27.09.2018	Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) 421306	11.00 am	1 (one)
30.09.2019	Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) 421306	10.30 am	2 (Two)
22.09.2020	Club House, Residency Gate, Next to Tower - A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306	10.30 am	3 (Three)

- (b) No special resolution was passed, through postal ballot last year.
- (c) A Special Resolution for approval of material related party transaction was passed through postal ballot during the financial year 2021-2022. Mr Shailesh Kachalia (PCS - CP No.3888), Practising Company Secretary acted as Scrutinizer for conducting the Postal Ballot and e-voting process. Resolution(s), if any, to be passed through postal ballot during the financial year 2021-2022 will be taken up as and when necessary.
- (d) The procedure for postal ballot is as per the provisions contained in the Act and the rules made thereunder.

8) MEANS OF COMMUNICATION:

The quarterly working results of the Company are submitted to the stock exchange electronically. The results are also published in two newspapers viz The Free Press Journal and Navshakti and also displayed on the websites of the Company and the Bombay Stock Exchange (BSE).

9) GENERAL SHAREHOLDER INFORMATION:

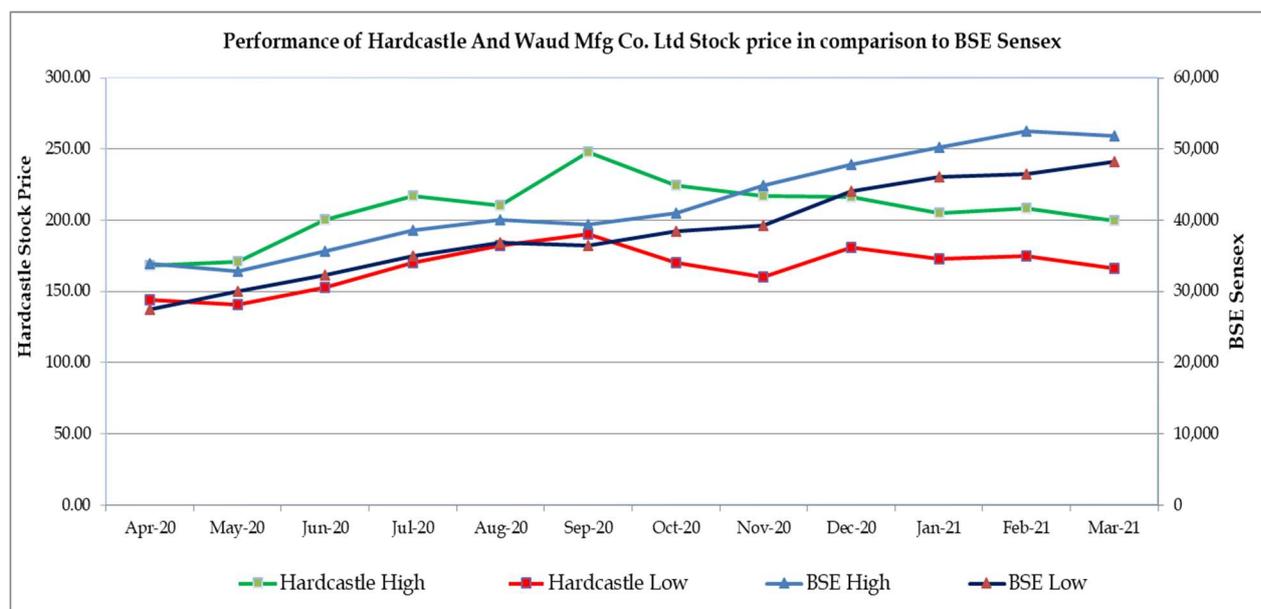
- (a) The Seventy-fifth Annual General Meeting of the Company for the financial year 2020 - 2021 will be held on Thursday, the 30th September, 2021 at 10.30 a.m. at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306.
- (b) No dividend is recommended for the financial year ended 31.3.2021.
- (c) The Company's equity shares are listed on the BSE at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. The Company has duly paid its annual listing fee to BSE for the financial year 2021 – 2022.
- (d) The Company's stock code with BSE is 509597 under International Securities Identification No. INE722D01015.
- (e) Market Price Data during 2020 - 2021:

The monthly high and low market prices of the Company's equity share traded on BSE during each month of the Financial Year from April 1, 2020 to March 31, 2021 are as under:

BSE		
Month	High Price (Rs)	Low Price (Rs)
Apr-20	168.30	144.00
May-20	170.85	141.10
Jun-20	200.60	153.05
Jul-20	217.00	170.00
Aug-20	210.40	182.00
Sep-20	247.90	190.00
Oct-20	224.65	170.00
Nov-20	217.00	160.00
Dec-20	216.65	181.00
Jan-21	205.00	173.05
Feb-21	208.60	175.10
Mar-21	199.80	166.30

Source: BSE website – www.bseindia.com

(f) Stock Performance in Comparison to BSE Sensex:



(g) Registrars and Share Transfer Agent (RTA):

Link Intime India Private Limited
 C-101, 247 Park, LBS Marg,
 Vikhroli (West), Mumbai – 400 083
 Phone: 022 - 49186270 Fax: 022 - 49186060
 e-mail : rnt.helpdesk@linkintime.co.in
 website : www.linkintime.co.in

(h) Share Transfer System:

As per regulation 40 of the SEBI Listing Regulations securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Accordingly no physical share transfer requests are accepted.

(i) Distribution of shareholding as on 31.3.2021:

No. of equity shares held	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
1-500	1,231	96.62	72,163	10.62
501- 1000	23	1.81	17,289	2.54
1001 - 2000	10	0.78	15,138	2.23
2001 - 3000	2	0.16	5,289	0.78
3001 - 4000	-	-	-	-
4001 - 5000	1	0.08	5,000	0.74
5001 - 10000	2	0.16	16,447	2.42
10001 - above	5	0.39	5,48,148	80.67
Total	1,274	100.00	6,79,474	100.00

(j) Dematerialization of shares and liquidity:

As on 31.3.2021, 97.15% of equity shares of the Company including the entire shareholding of the Promoters group are in dematerialized form.

- (k) The Company has presently no manufacturing activity.
- (l) Address for correspondence: Corporate Office: Gate No. 10, 1st Floor, Brabourne Stadium, 87 Veer Nariman Road, Mumbai – 400020.

10) OTHER DISCLOSURES:

- (a) The Company has not entered into any materially significant transaction with any related party that may have a potential conflict with the interests of the Company. The policy for dealing with related party transactions is available at <http://www.hawcoindia.in/pdf/Policy%20for%20determining%20materiality%20of%20related%20party%20transactions.pdf>
- (b) No penalties or strictures have been imposed/made on/attached to the Company by BSE or SEBI or any other statutory authority on any matter related to capital markets during the last three years.
- (c) The Company has framed a vigil mechanism / whistle blower policy for directors and employees to report concerns regarding unethical behaviour, actual or suspected fraud etc.

The same can be accessed on the website of the Company. No employee of the Company was denied access to the Audit Committee during the year.

- (d) The Company has complied with the mandatory corporate governance requirements of SEBI's Listing Regulations but has not adopted any discretionary requirements mentioned in Regulation 27(1) of the said Regulations except relating to financial statements of the Company which are mostly accompanied with unmodified audit opinions.
- (e) Material Subsidiaries - The Company does not have any subsidiary.

11) COMPLIANCE OF CODE OF CONDUCT:

All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the Managing Director to this effect is appended to this Report.

12) CERTIFICATE FROM PRACTICING COMPANY SECRETARY:

The Company has obtained a Certificate from Shri Shailesh Kachalia, Practicing Company Secretary, Membership No. FCS 1391 and CP No. 3888, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a director of the Company by the Securities and Exchange Board of India or by the Ministry of Corporate Affairs or by any other authority.

13) RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED:

All recommendations given by the committees of the Board are required to be placed before the Board. The Board has accepted all the recommendations made by its committees during the financial year 2020 – 2021.

14) TOTAL FEES PAID TO THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2020 - 2021:

Total fees for all the services paid by the Company to the statutory auditors viz. M/s GMJ and Co. are as follows:

Sr. No.	Particulars	Amount (in Rs)
1	Statutory Audit Fees (Annually)	95,000
2	Tax Audit Fees (Annually)	15,000
3	Limited Review	45,000
	Total	1,55,000

15) DISCLOSURE IN RELATION TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

During the year under review no complaints were filed/received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has, however, complied with provisions relating to constitution of Internal Complaints Committee under the said Act.

16) DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SHARES:

Details of demat suspense account have been disclosed in the Directors' Report.

DECLARATION - CODE OF CONDUCT

As per Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, for the financial year ended March 31, 2021.

For Hardcastle and Waud Manufacturing Company Limited

Banwari Lal Jatia
Managing Director
(DIN: 00016823)
Mumbai
18th June, 2021

Independent Auditor's Report

To Members of
Hardcastle and Waud Manufacturing Company Limited,

Report on the Audit of the Indian Accounting Standards ("Ind AS") Financial Statements**Opinion**

We have audited the accompanying Ind AS financial statements of Hardcastle and Waud Manufacturing Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereafter referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its profit and total comprehensive loss, its changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of Investments

<p>The Company's investment portfolio consist of Investments in Financial Assets which represent 34.81 per cent of the Company's total assets.</p> <p>Current Investments are stated at market value, determined on an individual investment basis.</p> <p>In respect of the portfolio of quoted investments we do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be one of the areas which had significant impact on our overall audit strategy.</p> <p>The portfolio of unquoted investments which includes equity shares is 34.39 per cent of the Company's Total Assets. Valuation of unquoted investments involves judgement depending on the observability of the inputs into the valuation and further judgement in determining the appropriate valuation methodology where external pricing sources are either not readily available or are unreliable. Refer Note no. 4 to the Ind AS Financial Statements and Note no. 1.17(v) of the significant accounting policies.</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none"> • We assessed appropriateness of the pricing methodologies with reference to Company's accounting and valuation policy; • We have assessed the process and tested the operating effectiveness of the key controls including the Company's method of review and approval of the estimates and assumptions used for the valuation including key authorization and data input controls; • For quoted investments, recalculated the valuations of investments with independent pricing sources; • For unquoted investments, we critically evaluated the valuation assessment and resulting conclusions conducted by an independent valuer, in order to determine appropriateness of the valuations recorded with reference to the Company's valuation guidelines.
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Investment Properties

<p>The Company's investment properties consist of premises.</p> <p>Investment Properties of the Company represents 40.31 per cent of the Company's total assets.</p> <p>Investment properties are valued at cost as per Ind AS 40. Refer Note no. 1.05 of Significant Accounting Policies and Note no. 3 to the Ind AS Financial Statements.</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none"> • We have verified whether each of the investment in properties are purchased to be held for capital appreciation or for earning rental income so as to classify it under investment properties. • We assessed the method of verification and valuation of properties to ensure its reasonableness in the circumstances relating to each asset class.
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Evaluation of uncertain Tax positions

<p>The Company has pending litigation matters with various appellate authorities and at different forums.</p> <p>The Company has material uncertain tax positions including matters under dispute which involve significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Note 27.01 to the Ind AS Financial Statements.</p>	<p>Our audit procedures for this area included:</p> <ul style="list-style-type: none"> • Obtained details of completed tax assessment and demands for the year ended 31st March, 2021 from management. • We have reviewed the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes. • Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. • Additionally, we considered the effect of new information in respect of uncertain tax positions, to evaluate whether any change was required to management's position on these uncertainties.
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Emphasis of Matter

We draw attention to Note 27.17 of the Ind AS Financial Statements which describes the possible effect of uncertainties relating to COVID-19 pandemic on the Company's financial performance as assessed by the management. Our opinion is not modified in this matter.

Other Matters

Due to COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium. Our opinion is not modified in this matter.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for preparation of the other information. Other information comprises the information included in the Management Discussion and Analysis of the Board's Report including Annexures thereto to Corporate Governance and Shareholder's Information, but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, Other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.



This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- iii. Evaluate appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A" hereto a statement on the matters specified in paragraph 3 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting standards specified under section 133 of the Act, read with Company (Indian Accounting Standard) Rules 2015, as amended;



- e) In our opinion, there are no financial transactions or matters which may have any adverse effect on the functioning of the company.
- f) On the basis of written representations received from the directors as on 31st March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021, from being appointed as a director in terms of section 164 (2) of the Act;
- g) With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- h) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year.

- i) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements Refer Note Nos. 27.01, 27.15 and 27.16 of Ind AS Financial Statements.
 - ii. The Company does not have any long-term contracts including derivative contracts; as such the question of commenting on any foreseeable losses thereon does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For GMJ & Co.
Chartered Accountants
Firm No. 103429W



CA Atul Jain

Partner

M. No. 037097

UDIN: 21037097AAAADI1216

Place: Mumbai

Date: 16th June, 2021



Hardcastle and Waud Manufacturing Company Limited

Annexure "A" to the Independent Auditor's Report

- (i) (a) The Company has maintained records showing full particulars, including quantitative details and situation of fixed assets in electronic form;
- (b) According to the information and explanations given to us, fixed assets were physically verified at the year end by the management in accordance with a phased manner of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us, we report that the title deeds of all immovable properties are held in the name of the Company as at the balance sheet date. In respect of Leasehold land, the lease deed is in the name of the Company;
- (ii) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed. However, the company has no inventory as at year end.
- (iii) The Company has not granted loans, secured or unsecured to any firms, companies or other parties covered in the register maintained under Section 189 of the Company's Act, 2013 (the Act) and hence provisions of clauses (iii) of paragraph 3 of the Order are not applicable to the Company;
- (iv) The Company has not granted any loans to, or provided any guarantee or security on behalf of the parties covered under Section 185 of the Act and in respect of investments made, the Company has complied with provisions of section 186 of the Act;
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder;
- (vi) The Central Government of India has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act for any of the activities of the Company;
- (vii) According to records of the Company, examined by us and the information and explanations given to us:



- (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other statutory dues with appropriate authorities. There were no undisputed amounts payable for a period of more than six months from the date they became payable;
- (b) Details of dues of Sales tax and income tax which have not been deposited as at 31st March, 2021 on account of disputes are given below :

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates (F.Y.)	Amount (In Rs.)*
Sales Tax	Sales Tax	Deputy Commissioner (Ct), Chennai	2002-03, 2003-04, 2004-05	4,65,848
Sales Tax	Sales Tax	Appellate Assistant Commissioner, Chennai	2009-10, 2010-11	84,299
Sales tax	Sales tax	Assessing Officer	2004-05	3,30,744
Sales Tax	Sales Tax	Deputy Commissioner Appeal (Mumbai)	2013-2014	2,50,473
Sales Tax	CST	Deputy Commissioner Appeal (Mumbai)	2012-2013	5,36,431
Income Tax	Income Tax	Jurisdictional AO	2008-2009	802
Income Tax	Income Tax	Central Processing Cell	2009-2010	12,84,140

*The amount includes Rs.3,51,952/- which has been deposited with Sales Tax Authorities in respect of contested demands raised against the Company.

- (viii) The Company has not taken any loan from any financial Institution, bank or government and has not issued any debentures;
- (ix) The Company has not raised money by way of initial public offer or further public offer. Further no term loans were availed during the year.
- (x) To the best of our knowledge and belief and according to the information given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year;



- (xi) During the year, the company has not paid any managerial remuneration. Accordingly, the provisions of clause 3(xi) of the said order are not applicable to the company;
- (xii) As the Company does not fall into the category of a Nidhi company, clause (xii) of para 3 of the Order is not applicable to the Company;
- (xiii) According to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details have been disclosed in the Ind AS Financial Statements as required by applicable accounting standards;
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them under provisions of section 192 of Act; and
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For GMJ & Co.
Chartered Accountants
Firm No. 103429W


CA Atul Jain

Partner
M. No. 037097
UDIN: 21037097AAAADI1216
Place: Mumbai
Date: 16th June, 2021



Annexure – “B” to The Independent Auditor’s Report**Report on Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of Hardcastle and Waud Manufacturing Company Limited (“the Company”) as of 31st March, 2021 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring orderly and efficient conduct of its business, including adherence to Company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013 (the Act).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such control operated effectively in all material respects.

Our audit involved performing procedures to obtain audit evidence about adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including assessment of the risks of material misstatement of the IndAS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding reliability of financial reporting and preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GMJ & Co.
Chartered Accountants
Firm No. 103429W


CA Atul Jain
Partner
M. No. 037097
UDIN: 21037097AAAADI1216
Place: Mumbai
Date: 16th June, 2021



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
BALANCE SHEET AS AT 31st March 2021

(₹ in Hundreds)

Particulars	Note No.	As at 31-03-2021	As at 31-03-2020
I. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipments	2	4,20,914.31	3,60,409.46
(b) Capital work-in-Progress		24,046.38	26,762.37
(c) Investment Properties	3	15,09,960.02	7,51,683.45
(d) Financial Assets			
(i) Investments	4	12,92,796.47	14,83,030.09
(e) Deferred Tax Assets (net)	5	67,735.01	92,593.58
(f) Other Non-Current Assets	6	27,786.19	8,17,865.58
		33,43,238.38	35,32,344.53
2 Current assets			
(a) Inventories	7	-	26,409.06
(b) Financial Assets			
(i) Investments	8	11,341.61	1,22,278.85
(ii) Trade Receivables	9	63,525.20	26,080.52
(iii) Cash and Cash Equivalents	10	16,879.58	12,096.12
(c) Other Current Assets	11	3,11,239.02	45,636.36
		4,02,985.41	2,32,500.91
TOTAL ASSETS		37,46,223.79	37,64,845.44
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	12	67,947.40	67,947.40
(b) Other Equity	13	34,22,581.92	34,41,722.01
		34,90,529.32	35,09,669.41
LIABILITIES			
1 Non-Current Liabilities			
2 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	5,006.16
(ii) Trade Payables due to			
(a) Micro & Small Enterprise	15	-	6,346.39
(b) Other than Micro & Small Enterprise	15	12,545.91	1,179.34
(iii) Other Financial Liabilities	16	2,30,143.65	2,29,245.64
(b) Provisions	17	13,004.91	13,398.50
		2,55,694.47	2,55,176.03
TOTAL EQUITY AND LIABILITIES		37,46,223.79	37,64,845.44

Significant Accounting Policies 1.A

The accompanying notes are an integral part of the financial statements. 2-27

As per our report of even date attached
For GMJ & Co
Chartered Accountants
Firm Registration No.103429W

Atul Jain
CA Atul Jain
Partner
M. No. 037097
Place: Mumbai
Date : 16th June 2021



For and on behalf of the Board

Banwari Lal Jatia
Banwari Lal Jatia
Managing Director
DIN : 00016823
Praved Mithailal Dubey
Praved Mithailal Dubey
Chief Financial Officer

Piyushkumar Mehta
Piyushkumar Mehta
Director
DIN : 08772311
Smita Achrekar
Smita Achrekar
Company Secretary

HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
Statement of Profit and Loss for the Year Ended 31st March, 2021

(₹ in Hundreds)

Particulars	Note No.	Current Year	Previous Year
Income			
Revenue from Operations	18	3,19,077.41	3,52,004.58
Other Income	19	13,657.26	16,508.03
Total Income		3,32,734.67	3,68,512.61
Expenses			
Purchase of Stock-in-Trade	20	71,415.28	94,772.27
Changes in Inventories of Stock-in-Trade	21	26,409.06	(23,474.00)
Employee Benefits Expenses	22	70,157.00	60,781.09
Finance costs	23	62.95	49.30
Depreciation and Amortisation Expenses	24	47,411.72	40,446.60
Other Expenses	25	60,949.46	72,287.81
Total Expenses		2,76,405.47	2,44,863.07
Profit before Tax		56,329.20	1,23,649.54
Tax Expenses:			
Current Tax		11,572.40	15,125.11
Deferred Tax		43,847.98	21,725.58
Income tax for earlier years		(14.63)	(3,326.75)
		55,405.76	33,523.94
Profit for the year		923.44	90,125.60
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) (i) Remeasurement of net defined benefit obligations		1,898.24	1,965.28
(ii) Income tax expenses on Remeasurement of net defined benefit obligations		(493.54)	(510.97)
(b) (i) Net fair Value gain/(loss) on investment in equity shares		(47,258.63)	(3,56,142.64)
(ii) Income tax expenses on Net fair Value gain/(loss) on investment in equity shares		25,790.39	93,549.18
Total Other Comprehensive Income for the Year, net of tax		(20,063.54)	(2,61,139.15)
Total Comprehensive (Loss)/Income for the Year (Comprising Profit and other Comprehensive Income for the Year)		(19,140.09)	(1,71,013.55)
Earning per equity share (₹)			
(1) Basic		0.14	13.26
(2) Diluted		0.14	13.26

Significant Accounting Policies

1.A

The accompanying notes are an integral part of the financial statements. 2-27

As per our report of even date attached

For GMJ & Co

Chartered Accountants

Firm Registration No.103429W

CA Atul Jain
Partner
M. No. 037097

Place: Mumbai

Date : 16th June 2021



For and on behalf of the Board

Banwari Lal Jatia
Managing Director
DIN : 00016823

Praved Mithailal Dubey
Chief Financial Officer

Piyushkumar Mehta
Director
DIN : 08772311

Smita Achrekar
Company Secretary

HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
Cash Flow Statement for the year ended 31st March, 2021

Particulars	Current Year	Previous Year
(₹ In Hundred)		
Cash flow from Operating Activities		
Profit before Tax	56,329.20	1,23,649.54
Adjustments for:		
Provision for Leave Encashment	156.81	596.88
Provision for Gratuity	1,347.84	2,795.44
Net gain/(loss) on fair valuation of investments	(65.12)	(7,307.22)
Net gain/(loss) on sale of investments	(4,567.65)	(4,806.63)
(Profit)/Loss on Sale of Property, Plant and Equipments (net)	62.43	(81,386.65)
Depreciation & Amortisation	47,411.72	40,446.60
Dividend Income	(277.50)	(22.52)
Interest Income	(1,549.93)	(2,513.90)
Operating Profit/(Loss) before Working Capital Changes	98,847.80	71,451.54
Increase/(Decrease) in Trade Payables	5,020.18	4,354.06
Increase/(Decrease) in Other Current Liabilities	898.01	(3,528.73)
Decrease/(Increase) in Other non-current assets	8,606.50	(2,679.42)
Decrease/(Increase) in Trade Receivables	(37,444.68)	10,156.43
Decrease/(Increase) in Inventories	26,409.06	(23,474.00)
Decrease/(Increase) in Other current assets	34,397.34	(42,802.16)
Cash generated from/(used in) Operations	1,36,734.21	13,477.72
Direct Taxes Paid (Net)	(1,865.08)	2,381.00
Net Cash Flow from/(used in) Operating Activities - (A)	1,34,869.13	15,858.72
Cash Flows from Investing Activities		
Sale/(Purchase) of Property, Plant and Equipments	(85,451.95)	(60,336.79)
Fixed Deposits with Banks	(3,00,000.00)	(7,500.00)
Sale/(Purchase) of Investments (net)	2,58,545.00	41,643.00
Dividend Received	277.50	22.52
Interest Received	1,549.93	974.46
Net cash used in Investing Activities - (B)	(1,25,079.52)	(25,196.81)
Cash Flow from Financing Activities		
Received/(Repayment) of Current Borrowing (Net)	(5,006.16)	(20,004.94)
Net cash from Financing Activities - (C)	(5,006.16)	(20,004.94)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	4,783.45	(29,343.03)
Cash and Cash Equivalents at Beginning of the year	4,596.12	33,939.15
Cash and Cash Equivalents at End of the year	9,379.57	4,596.12
Components of Cash and Cash Equivalents		
Cash on Hand	636.60	725.57
Balances with Scheduled Banks - In Current Accounts	6,432.52	2,544.42
Cheques on Hand	2,310.45	1,326.13
Cash and cash equivalents in cash flow statement	9,379.57	4,596.12

Cash and Bank Balances

Note :

1. All figures in brackets denote outflows.
2. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The Cash Flow Statement is prepared under indirect method as per Indian Accounting Standard -7 " Cash Flow Statement " .

As per our report of even date attached
 For GMJ & Co
 Chartered Accountants
 Firm Registration No.103429W

Atul Jain
 CA Atul Jain
 Partner
 M. No. 037097
 Place: Mumbai
 Date : 16th June 2021



For and on behalf of the Board

Banwari Lal Jatia

Banwari Lal Jatia
 Managing Director
 DIN : 00016823

Praved Mithalal Dubey
 Praved Mithalal Dubey
 Chief Financial Officer

Piyush Kumar Mehta

Piyush Kumar Mehta
 Director
 DIN : 08772311

Smita Achrekar
 Smita Achrekar
 Company Secretary

HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2021

A Equity Share Capital

Particulars	Notes	(₹ In Hundreds)
As at 01-04-2019		67,947.40
Changes during the year		-
As at 31-03-2020	12	67,947.40
Changes during the year		-
As at 31-03-2021	12	67,947.40

B Other Equity

Particulars	Reserves and Surplus			Equity Instruments through Other Comprehensive Income	Total other Equity
	Securities Premium Reserve	General Reserve	Retained Earnings		
As at April 01, 2019	7,88,528.31	36,97,434.87	(9,10,984.02)	37,756.40	36,12,735.56
Profit for the year	-	-	90,125.60	-	90,125.60
Remeasurement of net defined benefit Obligations, net of taxes	-	-	1,454.31	-	1,454.31
Other Comprehensive Income	-	-	-	(2,62,593.46)	(2,62,593.46)
Total Comprehensive Income for the year	-	-	91,579.91	(2,62,593.46)	(1,71,013.55)
Transfer to Retained Earnings	-	-	8,749.04	(8,749.04)	-
As at March 31, 2020	7,88,528.31	36,97,434.87	(8,10,655.07)	(2,33,586.10)	34,41,722.01
As at April 01, 2020	7,88,528.31	36,97,434.87	(8,10,655.07)	(2,33,586.10)	34,41,722.01
Profit for the year	-	-	923.44	-	923.44
Remeasurement of net defined benefit Obligations, net of taxes	-	-	1,404.70	-	1,404.70
Other Comprehensive Income	-	-	-	(21,468.24)	(21,468.24)
Total Comprehensive Loss for the year	-	-	2,328.14	(21,468.24)	(19,140.09)
Transfer to Retained Earnings	-	-	219.00	(219.00)	-
As at March 31, 2021	7,88,528.31	36,97,434.87	(8,08,107.92)	(2,55,273.34)	34,22,581.92

As per our report of even date attached

For GMJ & Co
Chartered Accountants
Firm Registration No.103429W

Atul Jain
CA Atul Jain
Partner
M. No. 037097
Place: Mumbai
Date : 16th June 2021



For and on behalf of the Board

Banwari Lal Jatia
Banwari Lal Jatia
Managing Director
DIN : 00016823
Praved Dubey
Praved Mithailal Dubey
Chief Financial Officer

Piyush Kumar Mehta
Piyush Kumar Mehta
Director
DIN : 08772311
Smita Achrekar
Smita Achrekar
Company Secretary

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1. Corporate Information

Hardcastle And Waud Mfg Co. Limited is a Public limited company incorporated under the Companies Act 1913, having its registered office at Kalyan. Its shares are listed on BSE Limited. The company is engaged in trading of Industrial Chemicals, Investments and Leasing activity.

1.A SIGNIFICANT ACCOUNTING POLICIES :

1.01 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 ("the Act") read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities which have been measured at fair value.

1.02 Current & Non-current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in Schedule III to the Act.

1.03 Use of Estimates

The estimates and judgments used in preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialized. The said estimates are based on facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.04 Property, Plant and Equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using straight line method at useful lives specified in Schedule II of the Act, pro rata from date of acquisition.

1.05 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, carrying amount of the replaced part is derecognised.

Depreciation methods, estimated useful lives and residual value

Investment properties are depreciated using straight-line method so as to write off cost of the investment property less their residual values over their useful lives specified in Schedule II of the Act, pro rata from the respective date of acquisition.

1.06 Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

1.07 Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in Statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Borrowing costs attributable to acquisition or construction of a qualifying asset are capitalized as part of cost of that asset. Other borrowing costs are recognized as expense in the period in which these are incurred.

1.08 Impairment of Assets

At each balance sheet date, management reviews the carrying amounts of assets included in each cash generating unit to determine whether there is any indication that the assets were impaired. If any such indication exists, recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized as income in the Statement of Profit and Loss.

1.09 Inventories

Raw materials, finished goods, stores, components and other consumables are valued at cost or net realisable value whichever is lower.

1.10 Foreign Currency Transactions

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1.11 Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of Goods

Revenue from sale of Goods is recognized when the control on the goods have been transferred to the customer. Sales are shown net of Tax, returns and trade discounts.

Rendering of services

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

1.12 Employee Benefits

Short-term employee benefits based on actuarial valuation made at end of the year are recognised as expense at the undiscounted amount in the year in which the related service is rendered.

Post-employment employee benefits are recognised as expense in the year in which the employee has rendered services. The expense is recognised at present value of the amount payable determined using actuarial valuation techniques at end of the year. Actuarial gains and losses in respect of post employment benefits are charged to Statement of Profit and Loss. Re-measurement arising because of change in effect of asset calling is recognised in the period in which they occur directly in Other Comprehensive Income. Re-measurement is not reclassified to profit or loss in subsequent periods.

1.13 Taxation on Income

Tax on income for the current period is determined on the basis of taxable income and tax rates computed in accordance with the provisions of the Income Tax Act, 1961, and based on the expected outcome of assessments/appeals.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are generally recognized for all taxable temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation / business losses / losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available.

Measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

1.14 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.15 Segment Reporting

The Company's chief operating decision making (CODM), examines the Company's performance from business perspective and has identified three reportable business segments viz. Industrial Chemicals, Leasing and Investing. Segment disclosures are consistent with the information provided to CODM which primarily uses operating profit/loss of the respective segments to assess their performance. CODM also periodically receives information about segment revenues and assets. The Company has disclosed Business Segments as the primary segment. Segments have been identified taking into account nature of the products & services, the differing risks and returns, the organisation structure and internal reporting system.

Segment policies:

The Company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements for the Company as a whole.

1.16 Earnings per share

Basic Earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For purpose of calculating diluted earnings per share, net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.17 Financial Instruments**Financial assets****(i) Initial recognition and measurement**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(ii) Subsequent measurement

Financial assets are subsequently classified and measured at

- amortised cost,
- fair value through profit and loss (FVTPL), and
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(iii) Trade Receivables and Loans

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through expected life of a financial instrument.

(iv) Debt Instruments

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) till derecognition on the basis of (i) the Company's business model for managing financial assets and (ii) contractual cash flow characteristics of the financial asset.

(a) Measurement of amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate (EIR) method less impairment, if any. Amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss.

(b) Measurement of fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any, are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'Other Income' in the Statement of Profit and Loss.

(c) Measurement at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income, if any, recognised as 'Other Income' in the Statement of Profit and Loss.

(v) Equity Instruments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes election at FVOCI basis. Fair value changes excluding dividends, on equity instruments measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on investments in equity instruments are recognised as 'other income' in Statement of Profit and Loss.

(vi) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(vii) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to contractual provisions of an instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

(ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.18 Provisions

A provision is recognised for a present obligation as a result of past event; if it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimated amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

1.19 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

1.20 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the underlying asset to the condition required by the terms and conditions of the lease, or restoring the site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised insubstance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not then it is an operating lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 - Leases which replaces the existing lease standard, Ind AS 17, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, retrospectively. Since all the Contracts of Lease entered into by the Company are less than 12 months, therefore there is no impact of the transition to Ind AS 116 and the Company meets the disclosure requirement as specified in the Ind AS.



2 - Property, Plant and Equipments

(₹ in Hundreds)

	Plant & Equipment	Leasehold Land	Electrical Installations	Furniture & Fixtures	Vehicles	Computers	Office Equipment	Water Supply Equipment	Laboratory Equipment	Buildings	Total
Gross Block											
As at 01.04.2020	2,37,232.34	9,810.29	5,558.05	13,620.01	48,297.32	4,336.67	5,312.40	230.18	41.77	1,39,541.67	4,63,980.70
Additions during the year	82,031.90	-	-	1,526.92	-	1,302.99	-	-	-	3,306.13	88,167.94
Deductions / Adjustments for the year	-	-	-	140.00	-	-	-	-	-	-	140.00
As at 31.03.2021	3,19,264.24	9,810.29	5,558.05	15,006.93	48,297.32	5,639.66	5,312.40	230.18	41.77	1,42,847.80	5,52,008.64
Accumulated Depreciation											
As at 01.04.2020	42,014.71	579.84	2,852.60	10,490.91	26,894.60	1,361.88	3,079.72	-	-	16,296.98	1,03,571.24
Depreciation for the year	15,539.67	144.96	189.48	-	5,531.04	171.87	515.07	-	-	5,508.56	27,600.65
Deductions / Adjustments for the year	-	-	-	77.56	-	-	-	-	-	-	77.56
Accumulated Depreciation As at 31.03.2021	57,554.38	724.80	3,042.08	10,413.35	32,425.64	1,533.75	3,594.79	-	-	21,805.54	1,31,094.33
Net Carrying amount As at 31.03.2021	2,61,709.86	9,085.49	2,515.97	4,593.58	15,871.68	4,105.91	1,717.61	230.18	41.77	1,21,042.26	4,20,914.31
Gross Block											
As at 01.04.2019	2,25,674.50	9,810.29	5,558.05	13,620.01	48,297.32	4,336.67	4,962.04	230.18	41.77	1,39,541.67	4,52,072.50
Additions during the year	11,557.84	-	-	-	-	-	350.36	-	-	-	11,908.20
Deductions / Adjustments for the year	-	-	-	-	-	-	-	-	-	-	-
As at 31.03.2020	2,37,232.34	9,810.29	5,558.05	13,620.01	48,297.32	4,336.67	5,312.40	230.18	41.77	1,39,541.67	4,63,980.70
Accumulated Depreciation											
As at 01.04.2019	26,548.26	434.88	2,663.14	10,317.09	20,630.28	1,361.88	2,461.31	-	-	10,788.44	75,205.28
Depreciation for the year	15,466.45	144.96	189.46	173.82	6,264.32	-	618.41	-	-	5,508.54	28,365.96
Deductions / Adjustments for the year	-	-	-	-	-	-	-	-	-	-	-
Accumulated Depreciation As at 31.03.2020	42,014.71	579.84	2,852.60	10,490.91	26,894.60	1,361.88	3,079.72	-	-	16,296.98	1,03,571.24
Net Carrying amount As at 31.03.2020	1,95,217.63	9,230.45	2,705.45	3,129.10	21,402.72	2,974.79	2,232.68	230.18	41.77	1,23,244.69	3,60,409.46

Notes:

Leased Assets

Property, Plant and Equipment includes the following assets where the company is a lessee:

Particulars	March 31, 2021	March 31, 2020
Leasehold Land		
Gross Block	9,810.29	9,810.29
Accumulated Depreciation	724.80	579.84
Net carrying amount	9,085.49	9,230.45

The Company has entered into long term Leasing arrangement for land with Government authorities which is in the nature of finance lease. These arrangement do not involve any recurring payment hence other disclosure not given.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

3 Investment property i.e. Buildings

Particular	(₹ in Hundreds)
Gross Block	
As at 01.04.2020	7,88,601.19
Additions	7,78,087.64
Deductions / Adjustments	-
As at 31.03.2021	15,66,688.83
Accumulated Depreciation	
As at 01.04.2020	36,917.74
Depreciation for the year	19,811.07
Deductions / Adjustments	-
As at 31.03.2021	56,728.81
Net Carrying amount As at 31.03.2021	15,09,960.02
Gross Block	
As at 01.04.2019	6,97,010.05
Additions	1,55,166.22
Deductions / Adjustments	63,575.08
As at 31.03.2020	7,88,601.19
Accumulated Depreciation	
As at 01.04.2019	36,298.82
Depreciation for the year	12,080.65
Deductions / Adjustments	11,461.73
As at 31.03.2020	36,917.74
Net Carrying amount As at 31.03.2020	7,51,683.45

Notes :

(a) Amount recognised in the Statement of Profit and Loss for Investment Properties

Particulars	Current Year	Previous Year
Rental Income	96,540.00	90,047.50
Direct Operating expenses from property that generated rental income	9,793.62	11,335.75
Direct Operating expenses from property that did not generate rental income	-	-
Profit from investment properties before depreciation	86,746.38	78,711.75
Depreciation	19,811.07	12,080.65
Profit from investment properties	66,935.31	66,631.10

(b) Fair Value

Fair Value of investment property: Rs 14,94,914.64 hundred as at March 31,2021 (Rs 11,23,251.02 hundred as at March 31,2020)

The fair values of investment properties have been determined on the basis of stamp duty value assessable by Government authority for the purpose of payment of stamp duty in respect of the Properties.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	As at 31-03-2021	As at 31-03-2020
4 Non-current Investments		
Investment in Equity Instruments (At Fair value through other comprehensive income)		
Quoted		
1,500 (March 31, 2020: 1,500) Equity Shares of Rs. 2 each, fully paid up in Ambuja Cements Ltd	4631.25	2335.5
NIL (March 31,2020:10) Equity Shares of Rs. 10 each, fully paid up in Winmore Leasing & Holdings Ltd	-	0.92
3 (March 31,2020:3) Equity Shares of Rs. 10 each, fully paid up in Sanathnagar Enterprises Ltd	0.31	0.21
1 (March 31, 2020:1) Equity Share of Rs. 2 fully paid up in Westlife Development Ltd	4.60	3.20
	4,636.16	2,339.83
Unquoted		
4,38,948 (March 31,2020:4,38,948) Equity Shares of Rs. 10 each, fully paid up in Hawcoplast Investments & Trading Limited	87,224.21	84,770.06
150 (March 31,2020:150) Equity Shares of Rs. 10 each, fully paid up in Deve Paints Limited	-	-
5 (March 31,2020:5) Equity Shares of ₹ 10 each, fully paid up in Panel Boards & Laminates Ltd	-	-
150 (March 31,2020:150) Equity Shares of ₹ 10 each, fully paid up in Swastik Rubber Products Limited	-	-
8,33,000 (March 31,2020:8,33,000) Equity Shares of ₹ 10 each, fully paid up in West Pioneer Properties (India) Pvt. Ltd	12,00,936.10	12,53,165.20
	12,88,160.31	13,37,935.26
Investment in Preference Shares -, fully paid up (At Fair value through profit and loss)		
Unquoted		
NIL (March 31,2020:15,50,000) 8% Redeemable Non-Cumulative Preference Shares of ₹ 10 each, fully paid up in Anand Veena Twisters Private Limited	-	1,42,755.00
	-	1,42,755.00
	12,92,796.47	14,83,030.09
Aggregate amount of quoted investments - At market Value	4,636.16	2,339.83
Aggregate amount of quoted investments - At Cost	12.42	13.42
Aggregate amount of unquoted investments - At fair Value	12,88,160.31	14,80,690.26
Aggregate amount of unquoted investments - At Cost	16,78,950.32	18,33,950.32
Investments carried at fair value through other comprehensive income	12,92,796.47	13,40,275.09
Investments carried at fair value through profit and loss	-	1,42,755.00



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	As at 31-03-2021	As at 31-03-2020
5 Deferred tax asset (Net)		
A) Deferred tax assets		
Provision for expense allowed for tax purpose on payment basis	3,381.28	3,483.61
Long-term Capital Assets	1,49,684.46	1,63,476.76
Business losses carried forward under Income Tax Act, 1961	-	3,391.79
Short-term Capital Assets	2,299.78	-
Sub Total (A)	1,55,365.52	1,70,352.16
B) Deferred tax liabilities		
Related to Fixed Assets	1,21,265.83	1,17,678.13
Remeasurement benefit of defined benefit plans through OCI	493.54	510.97
Short-term Capital Liabilities	-	5.78
Sub Total (B)	1,21,759.37	1,18,194.88
C) MAT Credit Entitlement	34,128.87	40,436.29
Total (A-B+C)	67,735.01	92,593.58
Movement in deferred tax liabilities / (assets)		
Opening Balance	92,593.58	21,280.95
Tax (income / (Expenses) during the period recognised in:		
Statement of Profit and Loss	(43,847.98)	(21,725.58)
Other Comprehensive Income	25,296.85	93,038.21
MAT Credit Entitlement	(6,307.43)	-
Closing Balance	67,735.02	92,593.58
6 Other non-current assets		
Capital Advances (Refer Note No. 27.01)	-	7,78,087.64
Security Deposits	7,075.46	6,987.03
Advance Income Tax (Net of provision for taxation)	7,707.70	11,092.95
Others (including receivables from Govt. Authorities)	13,003.03	21,697.96
	27,786.19	8,17,865.58
7 Inventories		
Stock of Finished Goods	-	26,409.06
	-	26,409.06
8 Current Investments (At Fair value through profit and loss)		
370.876 (March 31,2020:4118.356) Units of Rs. 1000 each - fully paid up in HDFC Overnight Fund Growth Option	11,341.61	1,22,278.85
	11,341.61	1,22,278.85
Aggregate amount of Net Asset Values of investment in units - At market Value	11,341.61	1,22,278.85
Aggregate amount of investment in units - At Cost	11,276.49	1,22,256.63
Investments carried at fair value through profit and loss	11,341.61	1,22,278.85
9 Trade Receivables		
a) Considered good-Secured	-	-
b) Considered good-Unsecured	63,525.20	26,080.52
c) Which have significant increase in credit risk	-	-
d) Credit impaired	-	-
	63,525.20	26,080.52



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	As at 31-03-2021	As at 31-03-2020
10 a) Cash and Cash Equivalents		
Balance with Banks -in Current Accounts	6,432.52	2,544.42
Cheques on Hand	2,310.45	1,326.13
Cash on hand	636.61	725.57
	9,379.58	4,596.12
b) Other Bank Balances		
Fixed Deposit with Bank	7,500.00	7,500.00
	7,500.00	7,500.00
Total	16,879.58	12,096.12
Fixed Deposit is held by bank as security against a guarantee issued.		
11 Other current assets		
Rent Receivable	320.00	-
Loans and Advances	10,919.02	5,318.86
Fixed Deposits with NBFCs	3,00,000.00	-
Amounts Receivable	-	40,317.50
	3,11,239.02	45,636.36



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

12 SHARE CAPITAL	As at 31-03-2021		As at 31-03-2020	
	No. of Shares	(₹ in Hundreds)	No. of Shares	(₹ in Hundreds)
Authorised:				
Equity Shares of ₹ 10 each	50,00,000	5,00,000.00	50,00,000	5,00,000.00
Issued, Subscribed and Paid Up:				
Equity Shares of ₹ 10 each, fully paid up	6,79,474	67,947.40	6,79,474	67,947.40
Reconciliation of number of Equity Shares outstanding:				
Equity Shares at beginning of the year	6,79,474	67,947.40	6,79,474	67,947.40
Issued during the year	-	-	-	-
Equity Shares at end of the year	6,79,474	67,947.40	6,79,474	67,947.40

Details of Shareholders holding more than 5% shares :

Name of Shareholder	No. of Shares	% held	No. of Shares	% held
Achal Jatia	1,81,566	26.72	-	-
Hawcoplast Investment & Trading Ltd	1,23,001	18.10	-	-
Winmore Leasing & Holdings Ltd	-	-	2,98,946	44.00
Shri Ambika Trading Co. Pvt. Ltd	91,555	13.47	78,705	11.58
Saubhagya Impex Pvt. Ltd	1,03,051	15.17	50,051	7.37
Bay Capital Advisors Pvt. Ltd	48,975	7.21	48,975	7.21

Terms/Rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. Final dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing general meeting. In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	As at 31-03-2021	As at 31-03-2020
13 Other Equity		
Securities Premium Reserve		
Opening Balance	7,88,528.31	7,88,528.31
Change during the year	-	-
Closing Balance	7,88,528.31	7,88,528.31
General Reserve		
Opening Balance	36,97,434.87	36,97,434.87
Change during the year	-	-
Closing Balance	36,97,434.87	36,97,434.87
Equity Instruments through Other Comprehensive Income		
Opening Balance	(2,33,586.10)	37,756.40
Other Comprehensive Income during the year	(21,468.24)	(2,62,593.46)
Transfer to retained earnings on disposal of FVOCI equity instruments	(219.00)	(8,749.04)
Closing Balance	(2,55,273.33)	(2,33,586.10)
Retained Earnings		
Opening Balance	(8,10,655.07)	(9,10,984.02)
Profit during the year as per Statement of Profit and Loss	923.44	90,125.60
Remeasurement of the net defined benefit obligations, net of taxes	1,404.70	1,454.31
Transfer from OCI on disposal of FVOCI equity instruments	219.00	8,749.04
Closing Balance	(8,08,107.93)	(8,10,655.07)
Total Other Equity	34,22,581.92	34,41,722.01
Nature and Purpose of Reserves		
Securities Premium Reserve : The amount received from shareholder against the issue of shares in excess of face value of the equity shares is recognised in Securities Premium Reserve.		
General Reserve : General reserve is created from time to time by way of appropriation of retained earnings.		
Retained Earnings : Retained earnings are profits that the Company has earned till date, less any appropriations.		
Equity instruments through other comprehensive income : This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.		
14 Borrowings		
Unsecured & Repayable on demand		
Loan from a Director	-	5,006.16
	-	5,006.16
15 Trade Payables		
(i) Micro & Small Enterprise (refer note no. 27.04)	-	6,346.39
(ii) Other than Micro & Small Enterprise	12,545.91	1,179.34
	12,545.91	7,525.73
16 Current - Other financial liabilities		
Security Deposits	2,21,680.00	2,20,000.00
Others	8,463.65	9,245.64
	2,30,143.65	2,29,245.64
17 Current - Provisions		
Provision for Gratuity (refer note no. 27.07)	8,535.30	9,085.70
Provision for Leave Encashment (refer note no. 27.07)	4,469.61	4,312.80
	13,004.91	13,398.50



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	Current Year	Previous Year
18 Revenue From Operations		
Sale of Traded Goods		
Industrial Chemicals	1,54,772.62	1,15,034.06
Investment Activities		
Net gain /(loss) on fair valuation of investments	65.12	7,307.22
Net gain /(loss) on sale of investments	4,567.65	4,806.63
Interest Income from Fixed Deposit with NBFCs	5,454.52	-
Dividend income	277.50	22.52
	10,364.79	12,136.37
Leasing Activities		
Rent Received	1,53,940.00	1,43,447.50
Profit/(Loss) on Sale/Discard of Fixed Assets	-	81,386.65
	1,53,940.00	2,24,834.15
	3,19,077.41	3,52,004.58
19 Other Income		
Interest Income	506.25	974.46
Interest on Income Tax Refund	1,043.68	1,539.44
Other Non-Operating Income		
Service Charges Income	12,000.00	12,000.00
Sundry Income	107.33	1,994.13
	13,657.26	16,508.03
20 Purchase of Traded Goods		
Cost of traded goods	71,415.28	94,772.27
	71,415.28	94,772.27
21 Change in Inventories of Stock-in Trade		
Inventory at beginning of the year	26,409.06	2,935.06
Inventory at end of the year	-	26,409.06
(Increase)/Decrease in inventories	26,409.06	(23,474.00)
22 Employee Benefit Expenses		
Salaries and Wages	63,542.03	54,081.56
Contribution to Provident and Other Funds	4,709.22	5,810.69
Staff Welfare Expenses	1,905.75	888.84
	70,157.00	60,781.09
23 Finance Cost		
Interest on Loan	62.95	49.30
	62.95	49.30
24 Depreciation and Amortisation Expenses		
On Property Plant and Equipments	27,600.65	28,365.96
On Investment property	19,811.07	12,080.64
	47,411.72	40,446.60



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in Hundreds)

Particulars	Current Year	Previous Year
25 Other Expenses		
Electricity Expenses	5,716.53	9,809.50
Rent, Rates and taxes	8,980.48	10,524.18
Travelling and Conveyance	2,747.14	4,397.54
Service charges	4,950.00	5,340.00
Payment to Auditor (Refer note no. 27.03)	1,550.00	1,550.00
Insurance	2,046.81	1,431.89
Legal and professional Fees	6,592.49	12,651.00
Share Dept Expenses	1,378.38	1,469.59
Directors' Sitting Fees	640.00	600.00
Membership & Subscription	3,010.00	3,010.00
Communication and Printing Expenses	866.70	1,308.52
Repairs & Maintenance	12,830.73	9,244.95
Vehicle Expenses	5,761.33	7,975.06
Miscellaneous Expenses	3,878.87	2,975.58
	60,949.46	72,287.81
26 Income Tax Expenses		
This Note provides an analysis of the Company's income tax expense and how the tax expenses is affected by non-assessable and non-deductible items.		
(a) Income tax recognised in profit or loss		
Tax Expenses		
Current Tax	11,572.40	15,125.11
Deferred Tax	43,847.98	21,725.58
Income tax for earlier years	(14.63)	(3,326.75)
Income tax expense recognised in profit or loss	55,405.76	33,523.94
(b) Income tax recognised in OCI		
Unrealised (gain)/loss on FVTOCI equity securities	25,790.39	93,549.18
Net loss/(gain) on remeasurements of defined benefit plans	(493.54)	(510.97)
Income tax expense recognised in OCI	25,296.85	93,038.21
(c) Reconciliation of tax expense and the accounting profit multiplied by Income tax rate under Normal provision:		
Profit before income tax	56,329.20	1,23,649.54
Enacted Tax rates as per Income tax Act,1961	26.00%	26.00%
Computed expected tax expenses	14,645.59	32,148.88
Effect of non-deductible expenses	13,528.47	11,633.37
Tax effect due to non-taxable income	(12,016.99)	(13,494.43)
Tax effect on Business Losses	3,391.79	(3,391.79)
Effect of MAT adjustment	(7,677.24)	(4,270.99)
Tax on income at differential tax rates	44,989.16	15,697.47
Tax effect on various other items	(1,440.39)	(1,471.82)
Income tax for earlier years	(14.63)	(3,326.75)
Income Tax Expenses	55,405.76	33,523.94
The applicable statutory tax rate for the year ended March 31, 2021 is 26.00% and for year ended March 31, 2020 was also 26.00%.		



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

27.01	CONTINGENT LIABILITIES AND COMMITMENTS (Not Provided for)	As at 31-03-2021 (₹ in Hundreds)	As at 31-03-2020 (₹ in Hundreds)
	1) CONTINGENT LIABILITIES		
	Claims not acknowledged as debts* (Demands for Excise and Sales Tax under contest)	29,527.37	29,527.37
	Future Profitability may be affected to the extent indicated if such liabilities get crystallised.		
	*out of above Rs 3,51,9.52 hundred (Previous Year Rs 3,51,9.52 hundred) paid under protest		
	2) COMMITMENTS		
	Estimated amount of contracts remaining to be executed on Capital Account	14,829.12	28,844.64
		Current Year	Previous Year
27.02	Expenditure in Foreign Currency :		
	Travelling Expenses	-	-
		-	-
		Current Year	Previous Year
27.03	Payment to Auditors :		
	Audit Fees	950.00	950.00
	Tax Audit Fees	150.00	150.00
	Limited Review Fees	450.00	450.00
		1,550.00	1,550.00
		Current Year	Previous Year
27.04	MICRO AND SMALL ENTERPRISES :	As at 31-03-2021	As at 31-03-2020
	Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") are provided as under for the year 2020-21, to the extent the company has received intimation from the "supplier" regarding their status under the act.		
		(₹ in Hundreds)	(₹ in Hundreds)
	(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	Principal amount due to Micro and small enterprises	-	6,346.39
	Interest due on above	-	-
	(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
	(iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
	(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
	(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
	Dues to Micro and small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by Management. This has been relied upon by Auditors.		
	In case of previous year the Company had not received any intimation from its creditors regarding their respective status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence all the payable are considered as "other than Micro and Small Enterprise"		
		Current Year	Previous Year
27.05	EARNING PER SHARE (EPS)		
	Basic and Diluted		
	a) Net Profit/(loss) after taxation (₹ in 100)	923.44	90,125.60
	b) No. of Equity Shares of ₹10 each	6,79,474	6,79,474
	c) Basic and Diluted Earning Per share (₹)	0.14	13.26

27.06 RELATED PARTY DISCLOSURES (As per Ind AS 24) :
(as identified by the management and relied upon by the auditors)

A) Related Parties and Nature of Relationship

i) Person having control :

Shri Banwari Lal Jatia, Managing Director

ii) Key Management Personnel :

Smt Smita Acherkar - Company Secretary

Shri Praved Mithalal Dubey - Chief Financial Officer (w.e.f. 01.02.2021)

Ms Shivani Bhargava - Chief Financial Officer (Upto 16.12.2020)

Shri Om Prakash Adukia - Non-Executive Director (Upto 18.07.2020)

Shri Sunil Kantilal Trivedi - Independent - Non-Executive Director

Smt Reikha Pacharia - Independent - Non-Executive Director

Shri Pyushkumar Ramchandra Mehta - Non-Executive Director (w.e.f. 18.07.2020)

Shri Vimal Chand Kothari - Independent - Non-Executive Director (w.e.f. 22.09.2020)



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
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iii) Enterprises over which person having control and / or his relative(s) and/or key management personnel are able to exercise significant influence and with whom transactions have taken place during the year :

Hardcastle Petrofer Pvt. Ltd	West Pioneer Properties (India) Pvt. Ltd
Saubhagya Impex Pvt. Ltd	Hawco Petrofer LLP
Vishwas Investment & Trading Co. Pvt. Ltd	Hardcastle Restaurants Pvt. Ltd
Winmore Leasing & Holdings Ltd	Houghton Hardcastle (India) Pvt Ltd.
Horizon Impex Pvt Ltd	Vandeep Tradelinks Pvt Ltd

All the above entities are incorporated in India.

iv) Relative of Person having Control :

Mrs Lalita Devi Jatta

B) Material transactions during the year :

(₹ in Hundreds)

	Person having control	Key Management Personnel	Enterprises over which persons having control and / or their relative(s) and / or key management personnel are able to exercise significant influence	Relative of Person having Control
a) Rent Income	-	-	1,41,580.00	-
b) Service Charges Income	-	-	(1,32,612.50)	-
c) Rent Paid	-	-	12,000.00	-
d) Service Charges Paid	-	-	(12,000.00)	-
e) Sale of Investments	-	-	2,007.50	-
f) Purchase of Trade Goods	-	-	(3,000.00)	-
g) Purchase of Fixed Assets	-	-	4,950.00	-
h) Purchase of Immovable Properties	-	-	(5,340.00)	-
i) Remuneration paid :				
i) Short term employee benefits	-	16,618.04	-	1,42,045.00
ii) Post-employment benefits	-	(15,372.19)	-	(1,15,392.00)
iii) Director Sitting Fees	-	1,938.46	-	-
iv) Director Sitting Fees	-	(1,592.31)	-	-
k) Loan Received	-	640.00	-	-
l) Loan Repayment made	(5,000.00)	(600.00)	-	-
m) Interest Paid	5,000.00	-	-	-
	(25,000.00)	-	-	-
	57.77	-	-	-
	(11.10)	-	-	-
Figures in () represent previous year figures.				
C) Balance Outstanding as at :				
31.03.2021				
Remuneration Payable	-	743.44	-	-
Loan Payable	-	-	-	-
Deposit Taken	-	-	2,20,780.00	-
Deposit Given	-	-	1,095.00	-
31.03.2020				
Remuneration Payable	-	-	-	-
Loan Payable	5,006.16	-	-	-
Deposit Taken	-	-	2,20,000.00	-
Deposit Given	-	-	-	-

Note: All related party transactions entered during the year were in ordinary course of business and were on arm's length basis.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

27.07 EMPLOYEE BENEFITS (Information as required under Ind AS - 19)

DEFINED BENEFIT : GRATUITY PLAN

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a funded plan and the company makes contributions to LIC of India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amounts recognised in the Company's financial statements as at the year end are as under

	2020-21	2019-20
	(₹ in Hundreds)	(₹ in Hundreds)
Obligations at beginning of the year	36,271.97	33,577.88
Interest Cost	2,357.68	2,350.45
Service Cost	2,295.10	2,249.22
Benefits Paid during the year	-	-
Actuarial (Gain)/Loss	(3,348.21)	(1,905.58)
Obligations at end of the year	37,576.54	36,271.97
Change in Plan Assets		
Fair Value of Plan Assets at beginning of the year	27,186.27	25,322.34
Interest Income	1,767.11	-
Expected Return on Plan Assets	-	1,772.56
Expected Return on Plan Assets not included in interest Income	(1,449.97)	59.70
Contributions	1,537.83	31.67
Benefits Settled	-	-
Actuarial Gain/(Loss)	-	-
Fair Value of Plan Assets at end of the year	29,041.24	27,186.27
Reconciliation of Present Value of Obligations and Fair Value of Plan Assets		
Fair Value of Plan Assets at end of year	(29,041.24)	(27,186.27)
Present Value of defined benefit obligations at end of year	37,576.54	36,271.97
Liability/(Asset) recognised in Balance Sheet	8,535.30	9,085.70
Gratuity Cost for the year		
Amount recognised in Statement of Profit & Loss		
Service Cost	2,295.10	2,249.22
Interest Cost	590.57	2,350.45
Expected Return on Plan Assets	-	(1,772.56)
Net Cost Incurred in Employee Benefit Expense	2,885.67	2,827.11
Amount recognised in Other Comprehensive Income		
Actuarial (Gain)/Loss	(3,348.21)	(1,905.58)
Expected return on plan assets not included in the interest income	1,449.97	(59.70)
Net (Income) / Expense for the Period Recognised in OCI	(1,898.24)	(1,965.28)
Assumptions		
Interest Rate	6.50%	6.50%
Expected Return on Plan Assets	6.50%	6.50%
Expected Rate of Salary Increase	7.00%	7.00%
Attrition Rate	1.00%	1.00%
Retirement Age	55-58 years	55-58 years

A quantitative sensitivity analysis for significant assumption as at March 31, 2021 is shown below:

Assumptions	Discount rate		Salary growth rate	
	1% increase	1% decrease	1% increase	1% decrease
March 31, 2021				
Impact on defined benefit obligation	-487.83	524.33	516.09	-489.86
% Impact	-1.30%	1.40%	1.37%	-1.30%
March 31, 2020				
Impact on defined benefit obligation	-479.30	566.39	557.83	-481.38
% Impact	-1.32%	1.56%	1.54%	-1.33%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
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Expected future benefit payments of Gratuity

Year	(₹ in Hundreds)
March 31, 2022	24,500.00
March 31, 2023	9,025.97
March 31, 2024	2,803.85
March 31, 2025	2,307.69
March 31, 2026	3,009.23
Thereafter	4,430.77
Total expected payments	46,077.51

The average duration of the defined benefit plan obligation at the end of the reporting period is 56 years (March 31, 2020 : 52 years)

DEFINED CONTRIBUTION PLANS

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is Rs 1,347.84 hundreds (March 31, 2020: Rs. 2,795.44 hundreds).

LEAVE OBLIGATIONS

The leave obligations cover the company's liability for earned leave.

The amount of the provision of Rs 4,469.61 hundreds (March 31, 2020 : Rs 4,315.80 hundreds) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

27.08	SEGMENT INFORMATION (As per Ind AS 108) :	Current Year	Previous Year
		(₹ in Hundreds)	(₹ in Hundreds)
	Primary Segment reporting - Business Segments		
	SEGMENT REVENUE		
	Industrial Chemicals	1,54,772.62	1,15,034.06
	Investments	10,364.79	12,136.37
	Leasing Activities	1,53,940.00	2,24,834.15
	Total	3,19,077.41	3,52,004.58
	SEGMENT EXPENSES		
	Industrial Chemicals	99,609.76	72,277.22
	Investments	12.74	-
	Leasing Activities	58,954.91	42,556.76
	Total	1,58,577.41	1,14,833.98
	SEGMENT RESULT		
	Industrial Chemicals	55,162.86	42,756.84
	Investments	10,352.05	12,136.37
	Leasing Activities	94,985.09	1,82,277.39
	Total	1,60,500.00	2,37,170.60
	RECONCILIATION OF SEGMENT RESULT WITH PROFIT AFTER TAX		
	SEGMENT RESULT	1,60,500.00	2,37,170.60
	Unallocated Corporate (Expenses)/Income	(1,04,170.79)	(1,13,521.06)
	Operating Profit/(Loss)	56,329.21	1,23,649.54
	Income Tax (including Deferred Tax)	55,405.76	33,523.94
	Net Profit/(Loss) After Tax	923.45	90,125.60
	Other Comprehensive Income	(20,063.54)	(2,61,139.15)
	Total Comprehensive (Loss)/ Income for the year (Comprising Profit / (Loss) and other Comprehensive Income for the year)	(19,140.08)	(1,71,013.55)
	OTHER INFORMATION	As at 31-03-2021	As at 31-03-2020
		(₹ in Hundreds)	(₹ in Hundreds)
	Total carrying amount of Segment Assets		
	Industrial Chemicals	75,522.00	64,086.84
	Investments	16,04,138.10	16,05,308.94
	Leasing Activities	19,45,754.35	19,47,956.90
	Unallocated Corporate Assets	1,20,809.34	1,47,492.76
	Total Assets	37,46,223.79	37,64,845.44
	Total carrying amount of Segment Liabilities		
	Industrial Chemicals	-	1,164.90
	Investments	-	-
	Leasing Activities	2,33,141.71	2,24,172.85
	Unallocated Corporate Liabilities	22,552.76	29,838.28
	Total	2,55,694.47	2,55,176.03
	Capital Expenditure incurred during the year	8,65,255.58	1,67,074.42
	Depreciation & Amortization Expenses	47,411.72	40,446.60



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Transaction with external customers 10 % or more of company's revenue 3,06,458.87 3,12,013.70

NOTES :

Entire Business Activities being in India, there are no reportable Geographical Segments.

27.09 LEASES :	As at 31-03-2021	As at 31-03-2020
	(₹ in Hundreds)	(₹ in Hundreds)
i) Non-cancellable operating leases taken :		
Less than one year	2,007.50	1,086.75
One to five years	Nil	Nil
More than five years	Nil	Nil
Total minimum lease rental obligations	2,007.50	1,086.75
ii) Non-cancellable operating leases granted :		
Less than one year	1,21,210.00	91,200.00
One to five years	Nil	Nil
More than five years	Nil	Nil
Total minimum lease rental	1,21,210.00	91,200.00



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

27.10 FAIR VALUE MEASUREMENTS

Fair values of financial assets and liabilities are included at the amounts at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

1. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are as follows.

	Carrying amount				Fair Value				(₹ in Hundreds)
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total	
March 31, 2021									
Financial Assets									
Non-current									
Investments									
Quoted	-	4,636.16	-	4,636.16	4,636.16	-	-	4,636.16	
Unquoted	-	12,88,160.31	-	12,88,160.31	-	12,00,936.10	87,224.21	12,88,160.31	
Preference Shares - Unquoted	-	-	-	-	-	-	-	-	
Current									
Investments									
Mutual Fund units	11,341.61	-	-	11,341.61	11,341.61	-	-	11,341.61	
Trade Receivables	-	-	63,525.20	63,525.20	-	-	-	63,525.20	
Cash and Cash Equivalents	-	-	16,879.58	16,879.58	-	-	-	16,879.58	
	11,341.61	12,92,796.47	80,404.78	13,84,542.86	15,977.77	12,00,936.10	87,224.21	13,04,138.08	
Financial liabilities									
Current									
Trade Payables	-	-	12,545.91	12,545.91	-	-	-	12,545.91	
Security Deposits	-	-	2,21,680.00	2,21,680.00	-	-	-	2,21,680.00	
Others	-	-	8,463.65	8,463.65	-	-	-	8,463.65	
	-	-	2,42,689.56	2,42,689.56	-	-	-	2,42,689.56	
March 31, 2020									
Financial Assets									
Non-current									
Investments									
Quoted	-	2,339.83	-	2,339.83	2,339.83	-	-	2,339.83	
Unquoted	-	13,37,935.26	-	13,37,935.26	-	12,53,165.20	84,770.06	13,37,935.26	
Preference Shares - Unquoted	1,42,755.00	-	-	1,42,755.00	-	1,42,755.00	-	1,42,755.00	
Current									
Investments									
Mutual Fund units	1,22,278.85	-	-	1,22,278.85	1,22,278.85	-	-	1,22,278.85	
Trade Receivables	-	-	26,080.52	26,080.52	-	-	-	26,080.52	
Cash and Cash Equivalents	-	-	12,096.12	12,096.12	-	-	-	12,096.12	
	2,65,033.85	13,40,275.09	38,176.64	16,43,485.58	1,24,618.68	13,95,920.20	84,770.06	16,05,308.94	
Financial liabilities									
Borrowings	-	-	5,006.16	5,006.16	-	-	-	5,006.16	
Trade Payables	-	-	7,525.73	7,525.73	-	-	-	7,525.73	
Security Deposits	-	-	2,20,000.00	2,20,000.00	-	-	-	2,20,000.00	
Others	-	-	9,245.64	9,245.64	-	-	-	9,245.64	
	-	-	2,41,777.53	2,41,777.53	-	-	-	2,41,777.53	



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

The Fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables approximated their carrying value largely due to short term maturities of these instruments.

2.Measurement of fair values

The Company uses the following hierarchy for determining and disclosing fair values of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair values that are not based on observable market data.

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique
Preference Shares	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.
Unquoted Equity Investments	As the fair value in respect of unquoted equity investment in some unquoted investment investee Company could not be reliably estimated, the Company has valued such investment at net asset value as per the latest audited financial statements available

3. Reconciliation of fair value measurement of financial assets classified as FVTOCI : (Level 3)

Particulars	Unquoted equity shares
As at March 31, 2019	1,85,845.24
Remeasurement recognised in OCI	2,359.01
Purchases	-
Sales	(1,03,434.19)
As at March 31, 2020	84,770.06
Remeasurement recognised in OCI	2,454.15
Purchases	-
Sales	-
As at March 31, 2021	87,224.21



**HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS**

27.11 FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the Company's risk management, if any.

(a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's Receivables from customers and investment securities.

Trade Receivables

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. In respect of trade receivables, the Company is not exposed to any significant credit risk exposure to any single counter party or any group of counterparties having similar characteristics. Based on historical information about customer default rates management considers credit quality of trade receivables.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has not obtained any fund and non-fund based working capital limits from banks.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude impact of netting agreements.

(₹ in Hundreds)

Particulars	Contractual cash flows					Total
	Carrying amount	Upto 1 year	1-3 years years	3-5 years years	More than 5 years 5 years	
As at 31st March 2021						
Financial liabilities						
Trade Payables	12,545.91	12,545.91	-	-	-	12,545.91
Security Deposits	2,21,680.00	2,21,680.00	-	-	-	2,21,680.00
Others	8,463.65	8,463.65	-	-	-	8,463.65
	2,42,689.56	2,42,689.56	-	-	-	2,42,689.56
As at 31st March 2020						
Financial liabilities						
Borrowings	5,006.16	5,006.16	-	-	-	5,006.16
Trade Payables	7,525.73	7,525.73	-	-	-	7,525.73
Security Deposits	2,20,000.00	2,20,000.00	-	-	-	2,20,000.00
Others	9,245.64	9,245.64	-	-	-	9,245.64
	2,41,777.53	2,41,777.53	-	-	-	2,41,777.53

(c) Market Risk

Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of change in market prices.

(i) Price risk

The Company is not significantly exposed to changes in the prices of equity instruments.

(ii) Foreign currency risk

The Company does not have any foreign Currency exposure.



HARDCASTLE AND WAUD MANUFACTURING COMPANY LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

27.12 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2021, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

- 27.13** Other Non-Current Assets include deposits of ₹ 13,003.03 hundreds (Previous Year ₹ 13,003.03 hundreds) with Sales Tax Authorities in respect of contested demands raised against the Company. Part of these demands pending in adjudication and/or in first appeals is included under Contingent Liabilities not provided for.
- 27.14 Disclosure required under Section 186 (4) of Companies Act, 2013**
Details of Investment made appear under the respective heads (refer note no. 4 & 8)
- 27.15** An eviction case is filed against the company by The Cricket Club of India Ltd (Landlord) for the leasehold premises at Brabourne Stadium, the quantum of liabilities is uncertain. The Company has been advised that it has an arguable case.
- 27.16** There are six labour cases pending before a court of law, which the Company is contesting.
- 27.17** The Company has made investment in an entity engaged in Operating Commercial mall and construction & development of Real Estate Projects. Due to impact of Covid-19 on this sector, there is impact on the value of such Investment made by the Company. The Company has assessed fair value of the Investments and the Impact has been accounted for by the Company. However, this has no impact on the cash flows of the Company.
- 27.18** Items and figures for the previous year have been recast, regrouped and/or re-arranged wherever necessary to conform to the current year's presentation.

Signatories to Notes 1 to 27

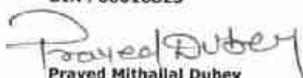
As per our report of even date attached
For GMJ & Co
Chartered Accountants
Firm Registration No.103429W


CA Atul Jain
Partner
M. No. 037097
Place: Mumbai
Date : 16th June 2021

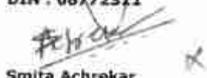


For and on behalf of the Board


Banwari Lal Jatia
Managing Director
DIN : 00015823


Praveed Mithalal Dubey
Chief Financial Officer


Piyushkumar Mehta
Director
DIN : 08772311


Smita Achrekar
Company Secretary

HARDCASTLE AND 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. 022-22837658-63 Fax No. 022-22873176
CIN No.: L99999MH1945PLC004581 E-Mail Id: ho@hawcoindia.com Website: www.hawcoindia.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of the member(s):
Registered address:
E-mail Id:
Folio No / Client No:
DP Id:.....

I/We, being member(s) ofequity shares of the above Company, hereby appoint

1. Name:.....Address:.....
E-mail Id:Signature:....., or failing him/her

2. Name:.....Address:.....
E-mail Id:Signature:....., or failing him/her

3. Name:.....Address:.....
E-mail Id:Signature:.....

as my / our proxy to attend for me / us and on my / our behalf at the 75th Annual General Meeting of the Company to be held on Thursday, the 30th September, 2021 at 10.30 a.m. at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd, Netivali, Kalyan (E) - 421306 and at any adjournment thereof in respect of the following:

Resolution No.	
1.	To consider and adopt the Audited Financial Statements of the Company for year ended March 31, 2021 together with reports of the Directors and the Auditors thereon.
2.	Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311) who retires by rotation and, being eligible, offers himself for re-appointment.

Signed this day of 2021.

Affix Rs.1/-
Revenue
Stamp
Here

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
2. A proxy need not be a member of the Company.
3. Alterations, if any made in the Form of Proxy should be initialed.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.

HARDCASTLE AND 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. : 022-22837658-63 **Fax No. :** 022-22873176

CIN No.: L99999MH1945PLC004581 **E-Mail Id:** ho@hawcoindia.com **Website:** www.hawcoindia.in

ATTENDANCE SLIP

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND
HAND IT OVER AT THE ENTRANCE**

Sr No.:

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Name of Joint Holder(s), If any (In Block Letters)	
No. of shares held	

I/We hereby record my/our presence at the 75th Annual General Meeting (AGM) of the Company held at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd, Netivali, Kalyan (E) - 421306 on Thursday, the 30th September, 2021 at 10.30 a.m.

Name of Attendee

Signature of Shareholder/ Proxy/ Representative

ROUTE MAP

Kalyan Station Road to Metro Residency A-Tower

Prominent Land Mark: Next to Metro Junction Mall, Kalyan

