

# HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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

Tel No. 022-22837658-63

Fax No. 022-22873176

CIN No.: L99999MH1945PLC004581 E-Mail Id: ho@hawcoindia.com Website: [www.hawcoindia.in](http://www.hawcoindia.in)

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## NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force that the following special business be transacted by the Members of the Company by passing the resolution appearing herebelow as an Ordinary Resolution through Postal Ballot / remote e-Voting.

### **SPECIAL BUSINESS:**

#### **APPROVAL FOR GRANTING OF LOAN TO A RELATED PARTY VIZ. HARDCASTLE PETROFER PRIVATE LIMITED, BEING A MATERIAL RELATED PARTY TRANSACTION:**

To consider and, if thought fit, to give ASSENT / DISSENT, to the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and the Company’s policy on related party transaction(s), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) to grant unsecured loan to Hardcastle Petrofer Private Limited, a related party to the Company, of such amount not exceeding Rs 20 Crores (Rupees Twenty Crores) remaining outstanding at any point of time, in one or more tranches, at such terms and conditions as the Board may in its absolute discretion deem fit, even if it may amount to be a material related party transaction (‘Transaction(s)’).

“RESOLVED FURTHER THAT the Transaction(s) shall be at arm’s length basis and in ordinary course of business and that for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any committee constituted by the Board of Directors of the Company or any person authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution) be and is hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above Transaction(s) and to finalize, execute, modify and amend all documents and writings etc. and to do all such acts, deeds, matters and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have been given consent or approval thereto expressly by the authority of this resolution.”

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## Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) setting out material facts and reasons for the Special Business as set out in the notice is annexed hereto and forms part of this Postal Ballot Notice.
2. In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), the Company is sending this Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

A member can update / register its email id by visiting [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html). Once the said link is accessed the process and manner to update the email id is very simple and self-explanatory.

3. The Postal Ballot Notice is being sent by email to the Members whose names appear in the Register of Members of the Company **as on Friday, 31<sup>st</sup> December, 2021 ("Cut-off date")** ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent viz Link Intime India Private Limited (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
4. The remote e-Voting period commences on Monday, 10<sup>th</sup> January, 2022 (9:00 am) and ends on Tuesday, 8<sup>th</sup> February, 2022 (5:00 pm). During this period members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 31<sup>st</sup> December, 2021.
5. The Board of Directors has appointed Mr Shailesh Kachalia (PCS - CP No.3888), Practising Company Secretary as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
6. Eligible Members can cast their vote either by way of Postal Ballot form or electronically through remote e-Voting. The Postal Ballot form is enclosed herewith for use of members. Procedure for remote e-Voting appears herebelow. Those eligible members who wish to vote through Ballot form may fill the Postal Ballot Form appended to this Notice and return the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST) from their registered e-mail IDs, to the Scrutinizer at [skachaliascrutinizer@gmail.com](mailto:skachaliascrutinizer@gmail.com) on or before Tuesday, 8<sup>th</sup> February, 2022 at 5.00 p.m. (IST)

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7. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
8. **Members can opt for only one mode of voting i.e. either by postal ballot form or remote e-Voting. If a member opts for remote e-Voting he / she cannot vote by postal ballot form and vice versa. However in case a member casts vote by both then vote casted through remote e-Voting shall prevail and voting done through postal ballot form shall be treated as invalid.**
9. **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
Individual shareholders holding securities in demat mode with NSDL	<p><b>I. NSDL IDeAS Facility</b></p> <p><b><u>If you have already registered for the NSDL IDeAS facility:</u></b></p> <ol style="list-style-type: none"><li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>2. Once the homepage of e-Services is launched, click on the "Beneficial Owner" icon under "Login", available under the "IDeAS" section.</li><li>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.</li><li>4. Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page.</li><li>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.</li></ol> <p><b><u>If you have not registered for the NSDL IDeAS facility:</u></b></p> <ol style="list-style-type: none"><li>1. The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>2. Select "Register Online for IDeAS" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

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	<p>3. Upon successful registration, please follow steps given in points 1 - 5 above.</p> <p><b>II. E-voting website of NSDL</b></p> <ol style="list-style-type: none"><li>1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li><li>2. Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder / Member" section.</li><li>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.</li><li>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.</li></ol> <p><b>III. Helpdesk Details</b></p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>I. If you have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"><li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on "New System Myeasi".</li><li>2. 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.</li></ol> <p><b>II. If you have not opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"><li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>2. Alternatively, you can directly access the e-voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate</li></ol>

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	<p>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> <p><b>III. Helpdesk Details</b></p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022- 23058738 or 022-23058542-43.</p>
<p><b>Individual shareholders (holding securities in demat mode) logging in through their depository participants</b></p>	<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. 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.</li> <li>3. 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.</li> </ol>

**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:

- a) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- b) 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	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

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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](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.



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- 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 & 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](mailto: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.
10. Members may download the Postal Ballot Notice along with the Postal Ballot Form from the Company's website at [www.hawcoindia.in](http://www.hawcoindia.in) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  11. 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](http://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](mailto:evoting@nsdl.co.in). Members may also contact Ms Soni Singh, Assistant Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will also address grievances pertaining to remote e-voting.

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12. The Results of voting shall be declared within stipulated time and the same alongwith the Scrutinizer's Report shall be placed on the Company's website [www.hawcoindia.in](http://www.hawcoindia.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also be communicated to the Bombay Stock Exchange Limited.

### **Registered Office**

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### **By Order of the Board of Directors**

**Smita Achrekar**  
**Company Secretary**

**Dated: Tuesday, 4<sup>th</sup> January, 2022**



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## Annexure to the Notice

Statement as required by Section 102 (1) of the Companies Act, 2013 ('the Act').

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material related party transactions require approval of shareholders through a resolution. Further, the Explanation to the Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The proposed transaction of granting loan of not exceeding Rs 20 Crores (Rupees Twenty Crores) remaining outstanding at any point of time in one or more tranches to Hardcastle Petrofer Private Limited, a Related Party to the Company, may exceed the said abovementioned threshold limits.

In view of above, approval of the shareholders is being sought for the said material related party transaction(s) proposed to be entered into by your Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, particulars of the proposed transaction(s) with Hardcastle Petrofer Private Limited are as follows:

Sr No.	Particulars	
1	Name(s) of the Related Party	Hardcastle Petrofer Private Limited
2	Name of the Director or KMP who is related	Shri Banwari Lal Jatia
3	Nature of Relationship	Shri Banwari Lal Jatia is a Father of Shri Achal Jatia. Shri Achal Jatia is a Director in Hardcastle Petrofer Private Limited
4	Nature, Material Terms, Monetary Value, and Particulars of the contract or arrangement	Grant of Unsecured Loan, in one or more tranches, not exceeding Rs 20 Crores (Rupees Twenty Crores) remaining outstanding at any point of time. Repayable on demand together with Interest at the rate of 7.75% per annum.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed Transaction is in ordinary course of business and at arm's length basis.

Except for Mr Banwari Lal Jatia, Managing Director of the Company, no other director or key managerial personnel or their respective relatives are in any way concerned or interested financially or otherwise in the resolution mentioned in the Notice.

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The Board commends the resolution set forth in the Notice for members' approval.

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### **By Order of the Board of Directors**

**Smita Achrekar**  
**Company Secretary**

**Dated: Tuesday, 4<sup>th</sup> January, 2022**

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## POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

1. Name and Registered Address :  
of the sole / first named Shareholder

2. Name(s) of Joint Holders, if any :

3. DP Id No. & Client Id No. / :  
Ledger Folio No.

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the following ordinary resolution to be passed through Postal Ballot in respect of the Special Business stated in the Postal Ballot Notice dated Tuesday, 4<sup>th</sup> January, 2022, by sending my / our assent or dissent by placing a tick (√) mark in the appropriate box given below:

Description of Resolution	I/We assent to the resolution ['FOR']	I/We dissent to the resolution ['AGAINST']
Approval of Material Related Party Transaction being granting of a unsecured loan to Hardcastle Petrofer Private Limited, a related party to the Company, of a sum not exceeding Rs 20 Crores (Rupees Twenty Crores) remaining outstanding at any point of time in one or more tranches.		

Place: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

Date: \_\_\_\_\_

PTO

Notes:

1. The voting period for Postal Ballot shall commence on Monday, 10<sup>th</sup> January, 2022 at 9:00 a.m. (IST) and shall end on Tuesday, 8<sup>th</sup> February, 2022 at 5:00 p.m. (IST). The Members are requested to return the scanned copy (PDF/JPEG format) of the duly completed Form to the Scrutinizer at [skachaliascrutinizer@gmail.com](mailto:skachaliascrutinizer@gmail.com) from their registered e-mail address, on or before 5.00 p.m. (IST) on Tuesday, 8<sup>th</sup> February, 2022.
2. The Notice alongwith this Postal Ballot Form is being sent to all the Members whose names appear in the Register of Members of the Company as on Friday, 31<sup>st</sup> December, 2021 ('Cut-Off Date'), in electronic mode. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 31<sup>st</sup> December, 2021.
3. Please note that Members can opt for only one mode for voting i.e. by sending the scanned copy of the filled in Form or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer's decision on the validity of the votes cast shall be final.
4. If the Postal Ballot Form is received after 5.00 p.m. (IST) on Tuesday, 8<sup>th</sup> February, 2022, it will be considered that no reply from the Member has been received.
5. No other form of the Postal Ballot Form is permitted other than as specified above.

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