

09.02.2022

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

Date of the Postal Ballot

10th January, 2022 to
8th February, 2022

Total No. of shareholders on record date
No. of shareholders present in the meeting
either in person or through proxy:
Promoters and Promoter Group:
Public:

*1295

NA
NA
NA

No. of Shareholders attended the meeting
through Video Conferencing
Promoters and Promoter Group:
Public:

NA
NA
NA

Achkar



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party 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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	499183	181566	36.3726	181566	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		499183	36.3726	181566	0	100.0000	0.0000
Public- Institutions	E-Voting	560	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		560	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	179731	52132	29.0056	52121	11	99.9789	0.0211
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		179731	29.0056	52121	11	99.9789	0.0211
Total	Total	679474	233698	34.3940	233687	11	99.9953	0.0047
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	181566
Public Insitutions	0
Public - Non Insitutions	0

Handwritten signature/initials



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

Declaration of Results of voting in relation to the Postal Ballot of the Company held from 10th January, 2022 to 8th February, 2022

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

In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended facility of remote e-voting and voting through postal ballot papers to its members to vote on the ordinary resolution proposed to be passed through Postal Ballot which was held from 10th January, 2022 to 8th February, 2022.

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

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

On the basis of the above Report, it is hereby declared that the ordinary resolution stated in the Postal Ballot Notice dated 4th January, 2022 have been duly approved by the Members of the Company as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
1.	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.	52,121	11	1,81,566	Ordinary
	Percentage	99.98	0.02	0	-

The voting rights of holders of 10,104 unclaimed equity shares of the Company held in demat suspense account continue to remain frozen.

The Scrutinizer's Report is annexed hereto.

For Hardcastle & Waud Mfg Co. Ltd.

Ashu Achrekar



Smita Achrekar
Company Secretary & Compliance Officer

Place: Mumbai
Date: 9th February, 2022

SHAILESH KACHALIA
Company Secretaries
Om Sri Co-Op. Hsg. Society, A Wing, Flat No. 7, First floor, Nr. Shanti Ashram,
Off Link Road, Borivail (West) Mumbai 400 103, Cell. 9892534153
Email: skachaliascrutinizer@gmail.com

9th February, 2022

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

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot conducted through e-voting and ballot forms pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

I, Shailesh Kachalia, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Hardcastle & Waud Mfg. Co. Ltd. ("the Company"), pursuant to Section 110 of the Act read with the Rules made thereunder, to scrutinize the remote e-voting process and postal ballot.

In terms of 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 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Notice dated 4th January 2022, for transacting the special business by passing ordinary resolution through Postal Ballot along with Statement setting out its material facts under Section 102 of the Act was sent by the Company through email to its Shareholders whose names appeared in the Register of Members of the Company as on Friday, 31st December, 2021 ("Cut-off date"). The Shareholders whose names appeared in the Register of Members of the Company on the Cut-Off date ("Eligible Members") were entitled to vote on the resolution as contained in the Notice.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by Eligible Members of the Company. The Company had also given Eligible Members opportunity to fill the Postal Ballot Form appended to said Notice and return the scanned copy of the duly completed form with assent (FOR) or dissent (AGAINST) from their registered email ID's to the Scrutinizer at skachaliascrutinizer@gmail.com.

The voting period for remote e-voting commenced on Monday, 10th January, 2022 at 09.00 a.m. (IST) and ended on Tuesday, 8th February, 2022 at 5.00 p.m. (IST). The NSDL remote e-voting platform was thereafter blocked and the votes cast under remote e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. No votes were cast through Ballot forms upto Tuesday, 8th February, 2022 at 5.00 p.m. (IST). The voting rights of holders of 10,104 unclaimed equity shares of the Company held in demat suspense account were frozen.

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

I now hereby submit my Report as under on the result of the voting through electronic means in respect of the following ordinary resolution.

Resolution No.	Particulars	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Result
1	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.	Evote 2,33,698 Ballot Paper Nil	Evote 52,132 Ballot Paper Nil	Evote 1,81,566 Ballot Paper Nil	Evote 52,121 Ballot Paper Nil	Evote 11 Ballot Paper Nil	Resolution duly approved.

The Register, all other papers and relevant records relating to the voting shall remain in my safe custody until minutes of the Ordinary Resolution passed through Postal Ballot / Remote e-voting are considered, approved and signed whereafter the same would be handed over to the Company for safe keeping.

Yours faithfully,

SHAILESH
AMICHAND
KACHALIA

Digitally signed by
SHAILESH AMICHAND
KACHALIA
Date: 2022.02.09
13:16:42 +05'30'

Shailesh Kachalia
Practising Company Secretary
FCS No. 1391 CP: 3888, PR No.628/2019
UDIN F001391C002484091

For Hardcastle & Waud Mfg. Co. Ltd.
Shiv K. G.
Company Secretary