

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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

Declaration of Results of voting in relation to the 77th Annual General Meeting of the Company held on 30th September, 2023

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

In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed to be passed at the 77th Annual General Meeting (AGM) of the Company held on Saturday, the 30th September, 2023 at 10.30 am at Club House, Residency Gate, Next to Tower-A, Near Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) - 421306.

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

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

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 77th AGM have been duly approved as per the following details:

| Sr. No. | Resolution | Number of Votes (Shares) | | | Passed as Ordinary/Special Resolution |
|---------|--|--------------------------|---------|---------|---------------------------------------|
| | | In favour | Against | Invalid | |
| 1. | Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon. | 5,54,351 | 6 | 0 | Ordinary |
| | Percentage | 99.9989 | 0.0011 | 0 | - |
| 2. | Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation. | 5,54,351 | 6 | 0 | Ordinary |
| | Percentage | 99.9989 | 0.0011 | 0 | - |
| 3. | Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024. | 54,168 | 6 | 0 | Ordinary |
| | Percentage | 99.9889 | 0.0111 | 0 | - |

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The voting rights of holders of 9,624 unclaimed equity shares held in demat suspense account were frozen.

The Scrutinizer's Report is annexed herewith.

For Hardcastle & Waud Manufacturing Company Limited

SMITA SHAILESH
ACHREKAR

Digitally signed by SMITA
SHAILESH ACHREKAR
Date: 2023.10.01 15:41:51 +05'30'

Smita Achrekar
Company Secretary & Compliance Officer

Date: 1st October, 2023

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

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

30th September, 2023

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

Dear Sir,

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

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Hardcastle and Waud Mfg Co. Limited ("the Company"), pursuant to Section 108 of the Act, read with the Rules made thereunder, to scrutinize the electronic voting process and the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions considered for passing at the Seventy-seventh Annual General Meeting ("AGM") of the Company held on 30th September, 2023.

The Notice dated 25th August, 2023 convening the said AGM of the Company was sent to the shareholders in respect of the said mentioned resolutions.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by shareholders of the Company. The Company has also provided facility of voting by physical ballot papers, at the AGM, to its members who do not have access to remote e-voting facility including those who did not vote through remote e-voting as well as who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 23rd September, 2023.

The voting period for remote e-voting commenced on Wednesday, 27th September, 2023 (9.00 a.m.) and ended on Friday, 29th September, 2023 (5.00 p.m.) The NSDL remote e-voting platform was thereafter blocked.

No vote was cast through physical ballot, at the AGM. The votes cast under the remote e-voting facility were unblocked in the presence of two witnesses, not in the employment of the Company. The voting rights of holders of 9,624 unclaimed equity shares held in demat suspense account were frozen.

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

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

| Resolution No. | Item | Total No. of Votes cast | No. of Valid Votes | No. of Invalid Votes | No. of Valid Votes cast in favour | No. of Valid Votes cast against | Result |
|----------------|--|--|--|-------------------------------------|--|-----------------------------------|--------------------------|
| 1 | Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon. | Evote 5,54,357 Ballot Paper Nil | Evote 5,54,357 Ballot Paper Nil | Evote Nil Ballot Paper Nil | Evote 5,54,351 Ballot Paper Nil | Evote 6 Ballot Paper Nil | Resolution duly approved |
| 2 | Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation. | Evote 5,54,357 Ballot Paper Nil | Evote 5,54,357 Ballot Paper Nil | Evote Nil Ballot Paper Nil | Evote 5,54,351 Ballot Paper Nil | Evote 6 Ballot Paper Nil | Resolution duly approved |
| 3 | Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024. | Evote 54,174 Ballot Paper Nil | Evote 54,174 Ballot Paper Nil | Evote Nil Ballot Paper Nil | Evote 54,168 Ballot Paper Nil | Evote 6 Ballot Paper Nil | Resolution duly approved |

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

Yours faithfully,

Digitally signed by
SHAILESH KACHALIA
DN: cn=SHAILESH KACHALIA, o=HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED, email=shailesh.kachalia@hcm.com

Shailesh Kachalia
Practising Company Secretary
FCS No. 1391
CP: 3888
PR No. 628/2019
UDIN: F001391E001137229

For Hardcastle & Waud Manufacturing Company Limited

Digitally signed by
SMITA SHAILESH ACHREKAR
DN: cn=SMITA SHAILESH ACHREKAR, o=HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED, email=smita.achrekar@hcm.com

Smita Achrekar
Company Secretary & Compliance Officer

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1.10.2023

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

| | |
|---|----------------------|
| Date of the AGM | 30th September, 2023 |
| Total No. of shareholders on record date | 1,351 |
| No. of shareholders present in the meeting either in person or through authorised representative or proxy: | 15 |
| Promoters and Promoter Group: | 7 |
| Public: | 8 |
| No. of Shareholders attended the meeting through Video Conferencing | NA |
| Promoters and Promoter Group: | NA |
| Public: | NA |

SMITA
SHAILESH
ACHREKAR

Digitally signed by
SMITA SHAILESH
ACHREKAR
Date: 2023.10.01
15:41:17 +05'30'

| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 500183 | 500183 | 100.0000 | 500183 | 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 | 500183 | 500183 | 100.0000 | 500183 | 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 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| Total | | 679474 | 554357 | 81.5862 | 554351 | 6 | 99.9989 | 0.0011 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

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

| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Non-Executive Director of the Company, liable to retire by rotation. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 500183 | 500183 | 100.0000 | 500183 | 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 | 500183 | 500183 | 100.0000 | 500183 | 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 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| Total | | 679474 | 554357 | 81.5862 | 554351 | 6 | 99.9989 | 0.0011 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

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

| Resolution (3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 500183 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 500183 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 560 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 560 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 178731 | 54174 | 30.3104 | 54168 | 6 | 99.9889 | 0.0111 |
| Total | | 679474 | 54174 | 7.9729 | 54168 | 6 | 99.9889 | 0.0111 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

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

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CIN: L99999MH1945PLC004581

Summary of Proceedings of the 77th Annual General Meeting

The 77th Annual General meeting (AGM) of members of Hardcastle And Waud Mfg Co. Ltd ('the Company') was held on Saturday, the 30th September, 2023 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. Mr Chandra Kant Khaitan, a member of the Company was elected to chair the meeting.

The following were present.

Directors

| | |
|---|---|
| Mr V C Kothari (DIN: 00056003) | Director & Chairman of Audit Committee (AC) and Stakeholders Relationship Committee (SRC) |
| Mr S K Trivedi (DIN: 00387797) | Director & Chairman of Nomination and Remuneration Committee (NRC) and Member of AC & SRC |
| Mr Piyushkumar Mehta (DIN: 08772311) | Director & Member of NRC |

In Attendance

| | |
|----------------------|--|
| Mr Pravedkumar Dubey | Chief Financial Officer |
| Mrs Smita Achrekar | Company Secretary |
| Mr Shailesh Kachalia | Scrutinizer, Practicing Company Secretary |
| Mr Atharv Sharma | Representative of GMJ & Co., Statutory Auditor |

Members Present

| | |
|-----------------------------------|-----|
| In Person | 7 |
| Through Authorised Representative | 8 |
| By Proxy | NIL |

The Company Secretary informed that Mr Banwari Lal Jatia (DIN: 00016823) and Ms Pranjali Bhandari (DIN: 09703528), directors were unable to attend the meeting because of their other commitments. She stated that the prescribed registers were placed before the meeting and made available for inspection of members.

The requisite quorum being present the Chairman called the meeting to order. The Chairman then addressed the shareholders and spoke about current economic scenario and financial performance of the Company.

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The Chairman took, with permission of members present, Notice of AGM, Directors' Report and Audited Financial Statements of the Company for the year ended 31st March 2023 as read.

The Chairman informed members that there were no qualifications, observations or comments on financial transactions or matters, which may have any adverse effect on functioning of the Company, mentioned in the auditor's report within the meaning of Section 145 of the Companies Act, 2013, and as a consequence thereof, nothing in the auditor's report needs to be read out in this meeting.

He then requested members, who may have any queries, to speak up in an orderly manner. No queries were raised.

Thereafter he proceeded with the formal business as set out in the Notice of AGM and requested the Company Secretary to read out all the items of Agenda appearing in the said notice.

The following items of business, as per the said Notice were transacted:

1. Adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Directors and the Auditors thereon;
2. Re-appointment of Mr Piyushkumar Mehta (DIN: 08772311), as a Director of the Company, liable to retire by rotation; and
3. Approval of Material Related Party Transactions to be entered into by the Company during the financial year 2023 – 2024 and 2024 – 2025 i.e. from the date of this Annual General Meeting until the date of next Annual General Meeting of the Company to be held during the calendar year 2024.

He stated that those members who have not yet cast their votes electronically or those persons who have acquired shares of the Company and have become members of the Company after dispatch of the notice convening this Annual General Meeting and holding shares as of the cut-off date viz 23.9.2023 may do so by means of ballot papers by casting the same in the ballot box available at the hall.

He further stated that Mr Shailesh Kachalia, Practicing Company Secretary, Scrutinizer is present, who shall supervise the ballot voting process and report on the combined voting results of e-voting and the ballot voting for each of the items as per the said Notice of the AGM.

No member voted through ballot paper.

Thereafter he announced that results of the voting will be declared and placed on the Company's website www.hawcoindia.in and on the website of NSDL www.evoting.nsdl.com and the same shall also be communicated to the BSE Ltd, where shares of the Company are listed, in accordance with applicable provisions of law.

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Vote of thanks was given to the Chair, which he acknowledged.

The Chairman then thanked everyone for attending the meeting and announced conclusion of the meeting.

For Hardcastle & Waud Manufacturing Company Limited

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SMITA ACHREKAR
DIRECTOR
HAWCOINDIA LIMITED
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W: www.hawcoindia.in

Smita Achrekar
Company Secretary & Compliance Officer

Date: 30th September, 2023