

# HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

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

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## NOTICE OF POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rules 20 and 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 resolutions are proposed for the approval of Members of the Company through Postal Ballot, *only through remote e-Voting*.

### SPECIAL BUSINESS:

1. **TO APPOINT MR GANPAT LAL DADHICH (DIN: 11612342) AS A NON – EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to provisions of Sections 152 and 160 and other applicable provisions of the Companies Act, 2013, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Ganpat Lal Dadhich (DIN: 11612342) who was appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from 18<sup>th</sup> March, 2026, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.”

2. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the existing Articles of Association of the Company be substituted by a new set of Articles of Association.

**RESOLVED FURTHER THAT** all the Directors of the Company and such other person(s) as may be authorised by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including making, signing, executing and filing necessary applications, e-forms, returns, and documents etc. as may be considered necessary or expedient to give effect to this resolution.”

### 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.

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2. In accordance with the Ministry of Corporate Affairs (“MCA”) vide General Circular No. 03/2025 dated September 22, 2025 (“MCA Circular”), the Company is sending this Postal Ballot Notice in electronic mode only to the Members whose names appear in the Register of Members of the Company **as on Friday, 3<sup>rd</sup> April, 2026 (“Cut-off date”)** (“Eligible Members”) and who have 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 MUFG 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.**

Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent / dissent through remote e-Voting only.

Members can update / register their email id with their respective Depository Participant or with the RTA at [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) .

3. The remote e-Voting period commences on **Monday, 13<sup>th</sup> April , 2026** (9:00 am) and ends on **Tuesday, 12<sup>th</sup> May, 2026** (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, 3<sup>rd</sup> April, 2026**.
4. Draft copy of the new set of Articles of Association of the Company (being referred to in this Notice) is available for inspection by the members at the Registered Office of the Company during business hours on all working days from the date of dispatch of this Notice upto the last date of remote e-voting. The same is also available for inspection by members on the Company’s website [www.hawcoindia.in](http://www.hawcoindia.in) under tab ‘Investor Relations - Disclosures’(link: <http://www.hawcoindia.in/pdf/2026/DRAFT-OF-NEW-ARTICLES-OF-ASSOCIATION.pdf>).
5. The Board of Directors has appointed M/s SKJP & Associates, Practicing Company Secretaries, to act as Scrutinizer and to scrutinize the e-voting for the Postal Ballot in a fair and transparent manner.
6. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for receiving future communication(s) in electronic form.
7. The facility of casting votes by members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

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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 and 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. OTP based login</b></p> <ol style="list-style-type: none"><li>1. For OTP based login access the link (<a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>) on your web browser.</li><li>2. Enter your 8 digit DP Id, 8 digit Client Id, PAN, verification code and click on generate OTP.</li><li>3. You will receive OTP on your email id/mobile number registered with the depository. Kindly enter the OTP and click on login.</li><li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li><li>5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li></ol> <p><b>II. NSDL IDeAS Facility</b></p> <p><u>If you are already registered for the NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"><li>1. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.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></ol>

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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.

#### If you have not registered for the NSDL IDeAS facility:

1. The option to register is available at <https://eservices.nsdl.com>.
2. Select “Register Online for IDeAS” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Upon successful registration, please follow steps given in points 1 - 5 above.

#### **III. E-voting website of NSDL**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.

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.

#### **IV. Helpdesk Details**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at no.: 022-4886 7000.

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<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>I. If you have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"><li>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. Users are requested to login to Easi / Easiest by visiting CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; “New System Myeasi” tab and then use your Easi username &amp; password.</li><li>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>Option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 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.</li></ol> <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 at toll free no. 1800-21-09911.</p>
<b>Individual shareholders (holding securities in demat mode) logging in through their depository participants</b>	<ol style="list-style-type: none"><li>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>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>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>

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**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	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 EVEN 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:

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- (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.com](mailto:evoting@nsdl.com) 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 & 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.

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## **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.com](mailto:evoting@nsdl.com) 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.

In case of any queries, you may refer to 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 no.: 022-4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

Members may also contact Ms Pallavi Mhatre, Assistant Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com), who will also address grievances pertaining to remote e-voting.

8. 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.

### **Registered Office**

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

**Date: 8<sup>th</sup> April, 2026**

**By Order of the Board of Directors  
For Hardcastle & Waud Manufacturing Company Limited**

**Smita Achrekar  
Company secretary**

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## ANNEXURE TO THE NOTICE

### Statement as required by Section 102 (1) and Section 110 of the Companies Act, 2013 ('the Act')

#### Item no. 1

Mr Ganpat Lal Dadhich (DIN: 11612342) has been appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company w.e.f. 18.03.2026, upon recommendation from Nomination and Remuneration Committee of the Company.

Mr Ganpat Lal Dadhich holds B.Com degree from Maharshi Dayanand Saraswati University, Ajmer. Mr Ganpat Lal Dadhich has over 32 years of experience in the field of accounts and business operations.

Pursuant to Section 161(1) of the Act, Mr Ganpat Lal Dadhich holds office upto the date of next Annual General Meeting. A notice under Section 160 of the Act has been received for the candidature of Mr Ganpat Lal Dadhich for the office of Director.

In accordance with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is proposed to appoint Mr Ganpat Lal Dadhich as a Non-Executive, Non-Independent Director of the Company.

Mr Ganpat Lal Dadhich is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any order of SEBI or any other authority. Requisite additional information about Mr Ganpat Lal Dadhich appears herein below.

Mr Ganpat Lal Dadhich is interested in the resolution. Also, his relatives may be deemed to be interested to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other directors / key managerial personnel of the Company/ their relatives is, in any way, concerned or interested financially or otherwise, in the resolution.

The Board commends the resolution as set out at item no. 1 of the notice for approval of members.

Additional information of Mr Ganpat Lal Dadhich is as follows:

Sr No.	Particulars	
1.	Age	56 years
2.	Qualifications	B.Com
3.	Experience / nature of expertise in specific functional areas	Over 32 years of experience in the field of accounts and business operations.
4.	Terms and conditions	Appointment as a non-executive, non-independent director of the Company, liable to retire by rotation.

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5.	Date of first appointment on the Board	18.03.2026
6.	Shareholding in the Company	Nil
7.	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
8.	Number of Board Meetings attended during the year	Not Applicable
9.	Other listed entities in which directorships held	Nil
10.	Listed entities from which the person has resigned in past three years	Nil
11.	Membership / Chairpersonship of Committees of Boards of other listed entities	Nil

## Item no. 2

The existing Articles of Association of the Company contains reference to specific sections of the Companies Act, 1956 and in view of the same the Articles of Association of the Company needs to be re-aligned as per provisions of the Companies Act, 2013.

Thus, a number of alterations in the existing Articles of Association of the Company are required to be made. Your directors have decided to adopt a new set of Articles of Association in place of and by exclusion of the existing Articles of Association of the Company, subject to approval of members.

Draft copy of the new set of Articles of Association of the Company (being referred to in this Notice) is available for inspection by the members at the Registered Office of the Company during business hours on all working days from the date of dispatch of this Notice upto the last date of remote e-voting. The same is also available for inspection by members on the Company's website www.hawcoindia.in under tab 'Investor Relations - Disclosures' (link: <http://www.hawcoindia.in/pdf/2026/DRAFT-OF-NEW-ARTICLES-OF-ASSOCIATION.pdf>).

The Board commends the resolution as set out at item no. 2 of the notice for approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

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Date: 8<sup>th</sup> April, 2026

**By Order of the Board of Directors**  
**For Hardcastle & Waud Manufacturing Company Limited**

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