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

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 special resolution is proposed for the approval of Members of the Company through Postal Ballot, *only through remote e-Voting*.

SPECIAL BUSINESS:

Shifting of the Registered Office of the Company outside the existing local body limits, within the jurisdiction of the same Registrar of Companies (ROC).

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for shifting the Registered Office of the Company from Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Private Limited, Netivali, Kalyan (East), Thane – 421306, Maharashtra to Bungalow 2, First Floor, Mahavir Nagar, Deepak Hospital Lane, Near Seven Square School, Mira Road (East), Thane - 401107, Maharashtra.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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."

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 Ministry of Corporate Affairs ("**MCA"**) 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, 23rd October, 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.

3. The remote e-Voting period commences on **Sunday, 1st November, 2026 (9:00 a.m.)** and ends on **Monday, 30th November, 2026 (5:00 p.m.)** 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, 23rd October, 2026.**

4. 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.

5. 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.

6. The facility of casting votes by members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

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	**I. OTP based login** 1. For OTP based login access the link (https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp) on your web browser. 2. Enter your 8 digit DP Id, 8 digit Client Id, PAN, verification code and click on generate OTP. 3. You will receive OTP on your email id/mobile number registered with the depository. Kindly enter the OTP and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. **II. NSDL IDeAS Facility** If you are already registered for the NSDL IDeAS facility: 1. Open web browser by typing the following URL: https://eservices.nsdl.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.

	<u>If you have not registered for the NSDL IDeAS facility</u>: 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 or call at no.: 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	**I. If you have opted for Easi/Easiest:** 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. Users are requested to login to Easi / Easiest by visiting CDSL website www.cdslindia.com and click on login icon & "New System Myeasi" tab and then use your Easi username & password.

	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. **II. If you have not opted for Easi/Easiest:** 1. Option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. 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. **III. Helpdesk Details** Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.
Individual shareholders (holding securities in demat mode) logging in through their depository participants	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. 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. 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.

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:

(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.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.

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 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 or call on no.: 022-4886 7000 or send a request at evoting@nsdl.com.

Members may also contact Ms Pallavi Mhatre, Deputy Vice President, NSDL at evoting@nsdl.com, who will also address grievances pertaining to remote e-voting.

7. Members may download the Postal Ballot Notice from the Company's website at www.hawcoindia.in , also from NSDL's website at www.evoting.nsdl.com and from Bombay Stock Exchange website at www.bseindia.com.

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 and on the website of NSDL 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: 30th October, 2026

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

Smita Achrekar
Company secretary

ANNEXURE TO THE NOTICE

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

Shifting of the Registered Office of the Company outside the existing local body limits, within the jurisdiction of the same Registrar of Companies (ROC).

The Registered Office of the Company is currently situated at Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Private Limited, Netivali, Kalyan (East), Thane – 421306, Maharashtra. For better administrative convenience and operational efficiency, it is proposed to shift the Registered Office of the Company to Bungalow 2, First Floor, Mahavir Nagar, Deepak Hospital Lane, Near Seven Square School, Mira Road (East), Thane - 401107, Maharashtra.

As per the provisions of Section 12(5) the Companies Act, 2013, read with the rules made thereunder, shifting the Registered Office outside the local body limits of the city, town, or village where it is currently situated requires the approval of members of the Company by way of a Special Resolution.

Therefore, the Board recommends the resolution as set out in 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.

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

Date: 30th October, 2026

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

Smita Achrekar
Company Secretary