

**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, 1<sup>st</sup> Floor  
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To,  
**The Board of Directors**  
**Hardcastle and Waud Mfg Co. Ltd**  
**Kalyan**

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

I have examined:

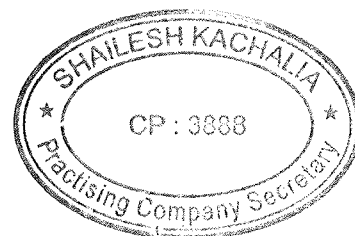
- (a) all the documents and records made available to me and the explanations provided by **Hardcastle and Waud Manufacturing Company Limited (“the listed entity”)**,
- (b) the filings / submissions made by the listed entity with the BSE Limited, Mumbai (“the Stock Exchange”),
- (c) website of the listed entity, and
- (d) all other documents / filings etc., as relevant, which have been relied upon to make this certification,

for the year ended 31.03.2019 (“Review Period”) in respect of compliance with provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The relevant Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include :

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.


Based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with provisions of the above Regulations and circulars / guidelines issued thereunder;

(b) The listed entity has maintained proper records under provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records; and

(c) During the Review Period no actions were taken against the listed entity, its promoters, directors either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.

Place: Mumbai  
Date: 30.4.2019

  
Shailesh A. Kachalia  
FCS No. 1391  
C P No. 3888

