



Hardcastle & Waud Manufacturing Co. Ltd

BRABOURNE STADIUM,
87, VEER NARIMAN ROAD,
MUMBAI - 400 020.
CIN : L99999MH1945PLC004581
TEL. : 91-22-2283 7658-63
FAX : 91-22-2287 3176
E MAIL : ho@hawcoindia.com
WEB : www.hawcoindia.in

Declaration of Results of voting in relation to the Postal Ballot of the Company held from 6th September, 2017 to 5th October, 2017

(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 postal ballot papers to its members to vote on the special resolutions proposed to be passed through Postal Ballot which was held from 6th September, 2017 to 5th October, 2017.

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 special resolutions stated in the Postal Ballot Notice dated 4th September, 2017 have been duly approved by requisite majority as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
1.	Authority to make loans and give guarantee or provide security.	4,87,263	90	0	Special
	Percentage	99.99	0.01	0	-
2.	Authority to sell, lease or otherwise dispose of any property / undertaking of the Company.	4,87,253	100	0	Special
	Percentage	99.98	0.02	0	-



(Regd Office : Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt. Ltd
Netivali, Kalyan (E) - 421 306, District Thane)

Subject to Mumbai Jurisdiction only.



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The voting rights of holders of 9650 unclaimed equity shares held in demat suspense account continue to remain frozen.

The Scrutinizer's Report is annexed hereto.

For Hardcastle & Waud Mfg Co. Ltd

Smita Achrekar
Company Secretary

Place: Mumbai

Date: 6th October, 2017



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: 2893 9347/ 9892534153
shaileshmay@yahoo.com

6th October, 2017

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 physical 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

I, Shailesh Kachalia, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Hardcastle & Waud Mfg. Co. Ltd. ("the Company") vide its resolution dated 25th July 2014, pursuant to Section 110 of the Act read with the Rules made thereunder, to scrutinize the remote e-voting process and postal ballot.

The Notice dated 4th September 2017, for transacting the special business by passing special resolutions through Postal Ballot along with Statement setting out its material facts under Section 102 of the Act was sent to its Shareholders by the Company.

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 had also provided facility of voting by physical ballot papers to its shareholders.

The voting period for remote e-voting commenced on Wednesday, September 6, 2017 at 09.00 a.m. and ended on Thursday, October 5, 2017 at 5.00 p.m. 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 Physical Ballot forms, upto Thursday, October 5, 2017. The voting rights of holders of 9650 unclaimed equity shares held in demat suspense account are 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 in respect of the said special resolutions.

P.T.O

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	Authority to make loans and give guarantee or provide security	Evote 4,87,353 Ballot Paper Nil	Evote 4,87,353 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,87,263 Ballot Paper Nil	Evote 90 Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2.	Authority to sell, lease or otherwise dispose of any property / undertaking of the Company	Evote 4,87,353 Ballot Paper Nil	Evote 4,87,353 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,87,253 Ballot Paper Nil	Evote 100 Ballot Paper Nil	Resolution approved by requisite majority of people voting.

The relevant Register, all other papers and records relating to the voting shall remain in my safe custody until minutes of the Special Resolutions 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.

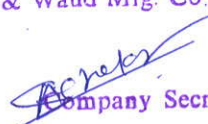
Yours faithfully,

Shailesh Kachalia
Practising Company Secretary
FCS No. 1391
CP: 3888

SHAILESH
AMICHAND
KACHALIA

Digitally signed by SHAILESH
AMICHAND KACHALIA
DN: cn=SHAILESH AMICHAND
KACHALIA, c=IN, st=Maharashtra,
o=Personal, CID - 4873765,
serialNumber=fcacf48f3f644d6a717
48aace757b5fb08e2f5f9e86365b7a
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For Hardcastle & Waud Mfg. Co. Ltd.


Company Secretary



Hardcastle & Waud Manufacturing Co. Ltd

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Annexure I

06.10.2017

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

Date of the Postal Ballot	6th September 2017 to 5th October 2017
Total No. of shareholders on record date	*1344
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

* Includes 78 members whose unclaimed equity shares are held in demat suspense account.



AGENDA WISE								
Resolution Required : Special			1 - Authority to make loans and give guarantee or provide security.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	499,183	486,594	97.4781	486,594	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	499,183	486,594	97.4781	486,594	0	100	0
Public Institutions	E-Voting	560	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	560	0	0	0	0	0	0
Public Non Institutions	E-Voting	* 179,731	759	0.4223	669	90	88.1423	11.8577
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	179,731	759	0.4223	669	90	88.1423	11.8577
Total		679,474	487,353	71.7250	487,263	90	99.9815	0.0185

* Includes 9650 unclaimed equity shares held in demat suspense account with voting rights frozen.

Signature



Resolution Required : Special			2 - Authority to sell, lease or otherwise dispose of any property / undertaking of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	499,183	486,594	97.4781	486,594	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	499,183	486,594	97.4781	486,594	0	100	0
Public Institutions	E-Voting	560	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	560	0	0	0	0	0	0
Public Non Institutions	E-Voting	* 179,731	759	0.4223	659	100	86.8248	13.1752
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	179,731	759	0.4223	659	100	86.8248	13.1752
Total		679,474	487,353	71.7250	487,253	100	99.9795	0.0205

* Includes 9650 unclaimed equity shares held in demat suspense account with voting rights frozen.

[Signature]

