



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 72nd Annual General Meeting of the Company held on 27th September, 2018

(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 at the 72nd Annual General Meeting (AGM) of the Company held on Thursday, the 27th September, 2018 at 11.00 am at the Registered Office of the Company.

Mr Shailesh Kachalia, Practicing Company Secretary has been appointed 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 72nd 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 year ended March 31, 2018.	4,99,194	0	0	Ordinary
	Percentage	100	0	0	-
2.	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.	4,99,194	0	0	Ordinary
	Percentage	100	0	0	-



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

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3.	Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	4,99,194	0	0	Ordinary
	Percentage	100	0	0	-
4.	Continuation of appointment of Mr Om Prakash Adukia as a non-executive director of the Company beyond 31.3.2019	4,99,194	0	0	Special
	Percentage	100	0	0	-

The voting rights of holders of 9,650 unclaimed equity shares held in demat suspense account were frozen.

The Scrutinizer's Report is annexed herewith.

For Hardcastle & Waud Mfg Co. Ltd

Smita Achrekar
Company Secretary

Place: Mumbai

Date: 27th September, 2018



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

27th September, 2018

The Chairman of the meeting
HARDCASTLE AND 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") vide its decision dated 25th July, 2014, pursuant to Section 108 of the Act, read with the Rules made thereunder, to conduct the electronic voting process and to scrutinize the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions to be considered for passing at the Seventysecond Annual General Meeting ("AGM") of the Company on 27th September, 2018.

The Notice dated 14th August, 2018 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 became members of the Company after dispatch of the aforesaid notice till the cut-off date of 21.9.2018.

The voting period for remote e-voting commenced on Monday, 24th September, 2018 at 9.00 a.m. and ended on Wednesday, 26th September, 2018, at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. No Vote was cast through physical ballot, at the AGM and the votes cast under the remote e-voting facility were then unblocked in the presence of two witnesses, not in the employment of the Company. The voting rights of holders of 9650 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 as under.



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 year ended March 31, 2018.	Evote 4,99,194 Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.	Evote 4,99,194 Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
3	Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	Evote 4,99,194 Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
4	Continuation of appointment of Mr Om Prakash Adukia as a non-executive director of the Company beyond 31.3.2019	Evote 4,99,194 Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,99,194 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.

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,

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



For Hardcastle & Waud Mfg. Co. Ltd.

Shailesh Kachalia
Company Secretary



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Annexure I

27.09.2018

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

Date of the AGM	27th September, 2018
Total No. of shareholders on record date	*1332
No. of shareholders present in the meeting either in person or through authorised representative or proxy:	20
Promoters and Promoter Group:	18
Public:	2
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 : Ordinary			1 - Adoption of the audited financial statements of the Company for the year ended March 31, 2018.					
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	499,183	100	499,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		499,183	499,183	100	499,183	0	100
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
Public Non Institutions	E-Voting	* 179,731	11	0.0061	11	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	11	0.0061	11	0	100
Total		679,474	499,194	73.4677	499,194	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.

Voting rights of the holders of the said shares were frozen.

Atul



Resolution Required : Ordinary		2 - Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.						
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	499,183	100	499,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		499,183	499,183	100	499,183	0	100
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
Public Non Institutions	E-Voting	* 179,731	11	0.0061	11	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	11	0.0061	11	0	100
Total		679,474	499,194	73.4677	499,194	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.

Voting rights of the holders of the said shares were frozen.

Ashela



Resolution Required : Ordinary			3 - Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.					
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	499,183	100	499,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		499,183	499,183	100	499,183	0	100
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
Public Non Institutions	E-Voting	* 179,731	11	0.0061	11	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	11	0.0061	11	0	100
Total		679,474	499,194	73.4677	499,194	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.

Voting rights of the holders of the said shares were frozen.

Ashley



Resolution Required : Special		4 - Continuation of appointment of Mr Om Prakash Adukia as a non-executive director of the Company beyond 31.3.2019						
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	499,183	100	499,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		499,183	499,183	100	499,183	0	100
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
Public Non Institutions	E-Voting	* 179,731	11	0.0061	11	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	11	0.0061	11	0	100
Total		679,474	499,194	73.4677	499,194	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.

Voting rights of the holders of the said shares were frozen.

Acharya





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Annexure I

Summary of Proceedings of the 72nd Annual General meeting

The 72nd Annual General meeting (AGM) of members of Hardcastle And Waud Mfg Co. Ltd ('the Company') was held on Thursday, the 27th September, 2018 at 11.00 am at Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (India) Pvt. Ltd, Netivali, Kalyan (E) 421306. Mr Banwari Lal Jatia, Managing Director was elected to chair the meeting.

The following were present.

Directors

Mr Banwari Lal Jatia	Managing Director
Mr O P Adukia	Director & Chairman of Stakeholders' Relationship Committee
Mr S K Trivedi	Director & Chairman of Audit Committee and of NRC Committee

In Attendance

Mr Narendra Abhichandani	Chief Financial Officer
Ms Smita Achrekar	Company Secretary
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary
Mr Priyanshu Mehta	Representative of GMJ & Co., Statutory Auditor

Members Present

In Person	3
Through Authorised Representative	17
By Proxy	NIL

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.

The Chairman took, with the permission of members present, Notice of AGM, Directors' Report and Audited Accounts for the year ended 31st March 2018 as read.

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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 read out all the resolution 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 year ended March 31, 2018.
2. Re-appointment of Mr Om Prakash Adukia, as a Director of the Company, liable to retire by rotation.
3. Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.
4. Continuation of appointment of Mr Om Prakash Adukia as a non-executive director of the Company beyond 31.3.2019.

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 21.9.2018 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 e-voting and 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 the 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 in accordance with applicable provisions of law.

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 Mfg Co. Ltd


Smita Achrekar
Company Secretary



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