



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 73rd Annual General Meeting of the Company held on 30th September, 2019

(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 73rd Annual General Meeting (AGM) of the Company held on Monday, the 30th September, 2019 at 10.30 am at the Registered Office of the Company.

Mr Shailesh Kachalia, Practicing Company Secretary acted Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers.

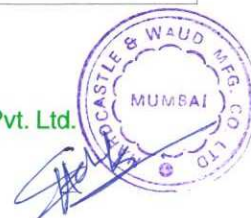
The Scrutinizer has submitted his Report after scrutiny of the aforesaid remote e-voting and voting through ballot papers.

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 73rd 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, 2019 together with reports of the Directors and the Auditors thereon.	5,48,173	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.	5,48,173	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)

Subject to Mumbai Jurisdiction only.





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3.	Re-appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company for a term consisting of five years and to fix their remuneration.	5,48,173	0	0	Ordinary
	Percentage	100	0	0	-
4.	Re-appointment / continuation of Mr Om Prakash Adukia (DIN: 00017001) as a non – executive director of the Company.	5,48,173	0	0	Special
	Percentage	100	0	0	-
5.	Re-appointment of Mr Banwari Lal Jatia (DIN:00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2020	48,990	0	0	Special

The voting rights of holders of 9447 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: 30th September, 2019

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

30th September, 2019

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"), pursuant to Section 108 of the Act, read with the Rules made thereunder, to scrutinize the electronic voting process and the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions considered for passing at the Seventy-third Annual General Meeting ("AGM") of the Company on 30th September, 2019.

The Notice dated 6th August, 2019 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 did not vote through remote e-voting as well as who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 24.9.2019.

The voting period for remote e-voting commenced on Thursday, 26th September, 2019 at 9.00 a.m. and ended on Sunday, 29th September, 2019, at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. Votes 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 9447 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:



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, 2019 together with reports of the Directors and the Auditors thereon.	Evote 5,48,172 Ballot Paper 1	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Resolution duly approved
2	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.	Evote 5,48,172 Ballot Paper 1	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Resolution duly approved
3	Re-appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company for a term consisting of five years and to fix their remuneration.	Evote 5,48,172 Ballot Paper 1	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Resolution duly approved
4	Re-appointment / continuation of Mr Om Prakash Adukia (DIN: 00017001) as a non – executive director of the Company.	Evote 5,48,172 Ballot Paper 1	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Evote 5,48,172 Ballot Paper 1	Evote Nil Ballot Paper Nil	Resolution duly approved
5	Re-appointment of Mr Banwari Lal Jatia (DIN:00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2020	Evote 48,989 Ballot Paper 1	Evote 48,989 Ballot Paper 1	Evote Nil Ballot Paper Nil	Evote 48,989 Ballot Paper 1	Evote Nil Ballot Paper Nil	Resolution duly approved

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.

[Signature]
Company Secretary



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Annexure I

30.09.2019

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

Date of the AGM	30th September, 2019
Total No. of shareholders on record date	*1333
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 77 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, 2019 together with reports of the Directors and the Auditors thereon.					
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	4,99,183	4,99,183	100	4,99,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	4,99,183	4,99,183	100	4,99,183	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	48,989	27.257	48,989	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		1	0	1	0	0	0
	Total	1,79,731	48,990	27.257	48,990	0	100	0
Total		6,79,474	5,48,173	80.676	5,48,173	0	100	0

* Includes 9447 unclaimed equity shares held in demat suspense account.

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



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	4,99,183	4,99,183	100	4,99,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	4,99,183	4,99,183	100	4,99,183	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	48,989	27.257	48,989	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		1	0	1	0	0	0
	Total	1,79,731	48,990	27.257	48,990	0	100	0
Total		6,79,474	5,48,173	80.676	5,48,173	0	100	0

* Includes 9447 unclaimed equity shares held in demat suspense account.

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



Resolution Required : Ordinary			3 - Re-appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company for a term consisting of five years 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	4,99,183	4,99,183	100	4,99,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	4,99,183	4,99,183	100	4,99,183	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	48,989	27.257	48,989	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		1	0	1	0	0	0
	Total	1,79,731	48,990	27.257	48,990	0	100	0
Total		6,79,474	5,48,173	80.676	5,48,173	0	100	0

* Includes 9447 unclaimed equity shares held in demat suspense account.
Voting rights of the holders of the said shares were frozen.



Resolution Required : Special			4 - Re-appointment / continuation of Mr Om Prakash Adukia (DIN: 00017001) as a non – executive director 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	4,99,183	4,99,183	100	4,99,183	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	4,99,183	4,99,183	100	4,99,183	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	48,989	27.257	48,989	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		1	0	1	0	0	0
	Total	1,79,731	48,990	27.257	48,990	0	100	0
Total		6,79,474	5,48,173	80.676	5,48,173	0	100	0

* Includes 9447 unclaimed equity shares held in demat suspense account.

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



Resolution Required : Special			5 - Re-appointment of Mr Banwari Lal Jatia (DIN:00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2020					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
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	4,99,183	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	4,99,183	0	0	0	0	0	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	48,989	27.257	48,989	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		1	0	1	0	0	0
	Total	1,79,731	48,990	27.257	48,990	0	100	0
Total		6,79,474	48,990	7.210	48,990	0	100	0

* Includes 9447 unclaimed equity shares held in demat suspense account.
Voting rights of the holders of the said shares were frozen.





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Summary of Proceedings of the 73rd Annual General meeting

The 73rd Annual General meeting (AGM) of members of Hardcastle And Waud Mfg Co. Ltd ('the Company') was held on Monday, the 30th September, 2019 at 10.30 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 & Member of Stakeholders' Relationship Committee (SRC)
Mr O P Adukia	Director & Chairman of SRC and Member of other committees
Mr S K Trivedi	Director & Chairman of Audit Committee and of Nomination and Remuneration Committee and member of SRC

In Attendance

Ms Shivani Bhargava	Chief Financial Officer
Ms Smita Achrekar	Company Secretary
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary
Mr Shubham Maliwal	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. Before addressing the meeting, the Chairman informed that Mrs Rekha Pacharia, a director was unable to attend the meeting because of her other commitments.

He then announced that the prescribed registers have been placed before the meeting and were available for inspection of members.

The Chairman then addressed the shareholders and spoke about current economic scenario and financial performance of the Company.

(Regd Office : Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt. Ltd.
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The Chairman took, with permission of members present, Notice of AGM, Directors' Report and Audited Financial Statements of the Company for the year ended 31st March 2019 as read.

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. Queries raised, were answered.

Thereafter he proceeded with the formal business as set out in the Notice of AGM and requested the Company Secretary to read out all the resolutions 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, 2019 together with reports of the Directors and the Auditors thereon.
2. Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.
3. Re-appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company for a term consisting of five years and to fix their remuneration.
4. Re-appointment / continuation of Mr Om Prakash Adukia (DIN: 00017001) as a non – executive director of the Company.
5. Re-appointment of Mr Banwari Lal Jatia (DIN:00016823) as Managing Director of the Company for a term of 3 years with effect from 01.04.2020.

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 24.9.2019 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 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.

Voting through ballot paper took place.

Thereafter he announced that 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 and the same shall also be communicated to the BSE Ltd, where shares of the Company are listed, in accordance with applicable provisions of law.

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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

