

BRABOURNE STADIUM, 87, VEER NARIMAN ROAD,

MUMBAI - 400 020.

CIN: L99999MH1945PLC004581
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## <u>Declaration of Results of voting in relation to the 70<sup>th</sup> Annual General Meeting of the Company held on 30th September, 2016</u>

(Consolidated Results of remote e-voting and ballot papers)

In terms of the 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 70<sup>th</sup>Annual General Meeting (AGM) of the Company held on Friday, the 30<sup>th</sup> September, 2016 at 11.30 am at the Registered Office of the Company.

The Company had appointed Mr Shailesh Kachalia, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers undertaken at the aforementioned AGM.

The Scrutinizer has submitted his Report after scrutiny of the 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 70<sup>th</sup> AGM have been duly passed with the requisite majority as per the following details:

Sr. No.	Resolution	Numbe	r of Votes (	Passed as Ordinary/Special	
	!	In favour	Against	Invalid	Resolution
1.	Adoption of the audited financial statements for the year ended March 31, 2016.	5,08,622	0	0	Ordinary
	Percentage	100	0	0	-
2.	Re-appointment of Mrs Smita Jatia, as a Director of the Company, liable to retire by rotation.	5,08,622	0	0	Ordinary
	Percentage	100	0	0	-



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

3.	Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	5,08,597	25	0	Ordinary
	Percentage	100	0	0	-
4.	Appointment of Mr Sunil Trivedi as an Independent Director of the Company w.e.f 30.5.2016	5,08,597	25	0	Ordinary
	Percentage	100	0	0	
5.	Appointment of Mrs Rekha Pacheria as an Independent Director of the Company w.e.f 30.5.2016	5,08,597	25	0	Ordinary
	Percentage	100	0	0	-
6.	Re-appointment of Mr Banwari Lal Jatia as Managing Director of the Company for a period of three years w.e.f 1.4.2017	5,08,597	25	0	Special
	Percentage	100	0	0	-
7.	Shifting of Registers and Index of Members to the office of RTA viz Link Intime India Pvt. Ltd.	5,08,622	0	0	Special
	Percentage	100	0	0	-
8.	Determination of fees to be charged for service of documents through a particular mode	5,08,597	25	0	Ordinary
	Percentage	100	0	0	-

The voting rights of holders of 9778 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: 3<sup>rd</sup> October, 2016

Acrilcoro

#### 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, 2016

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, 2015 and physical ballot forms

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board ofDirectors of Hardcastle and Waud Mfg. Co. Limited("the Company") vide its decision dated 25<sup>th</sup>July, 2014, pursuant to Section 108 of the Act, read withthe Rules made thereunder, to conduct the electronic voting process and to scrutinize the physical ballot forms submittedby shareholders of the Company,in respect of the below mentioned resolutions to be considered for passing at the Seventieth Annual General Meeting ("AGM") of the Company on 30<sup>th</sup> September, 2016.

The Notice dated 11th August, 2016 convening the said AGM of the Company was reportedly 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 23.9.2016.

The voting period for remote e-voting commenced on Tuesday, 27th September 2016 at 9.00 a.m. and ended on Thursday, 29th September 2016, at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. The 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 9778 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 Resolutionsas under.

Resol	Item	Total No.	No. of	No. of	No. of	No. of	Result
ution		of Votes	Valid	Invalid	Valid	Valid	
No.		cast	Votes	Votes	Votes cast	Votes cast	
4	A 1 11 511	<u> </u>		· · · · · · · · · · · · · · · · · · ·	in favour	against	
1	Adoption of the	Evote	Evote	Evote	Evote	Evote	Resolution
	audited financial	4 00 000	4.00.000				approved
<u> </u>	statements for the	4,99,232	4,99,232	Nil	4,99,232	Nil	by
	year ended	Ballot	Ballot	D-11-4	<b>5</b> " (		requisite
	March 31, 2016.	Paper	Paper	Ballot	Ballot	Ballot	majority of
		i apei	rapei	Paper	Paper	Paper	people
		9,390	9,390	Nil	9,390	Nil	voting.
2	Re-appointment of	Evote	Evote	Evote	Evote	Evote	Resolution
	MrsSmita Jatia, as a		1 -1010	21010	LVOIC	LVOIG	approved
	Director of the	4,99,232	4,99,232	Nil	4,99,232	Nil	by
	Company, liable to				1,00,202		requisite
	retire by rotation.	Ballot	Ballot	Ballot	Ballot	Ballot	majority of
	, can by rotation.	Paper	Paper	Paper	Paper	Paper	people
							voting.
_	5 40 4	9,390	9,390	Nil	9,390	Nil	
3	Ratification of	Evote	Evote	Evote	Evote	Evote	Resolution
	Appointment of M/s. GMJ & Co.,	4.00.000	4.00.000				approved
	Chartered Accountants	4,99,232	4,99,232	Nil	4,99,207	25	by
ļ	as Statutory Auditors of	Ballot	Ballot	Ballot	Dallat	D-11-4	requisite
	the Company and to fix	Paper	Paper	Paper	Ballot Paper	Ballot	majority of
	their remuneration.	i apei	i apei	rapei	rapei	Paper	people
		9,390	9,390	Nil	9,390	Nil	voting.
4	Appointment of	Evote	Evote	Evote	Evote	Evote	Resolution
. [	Mr Sunil Trivedi as an			121010	27010	LVOIC	approved
	Independent Director	4,99,232	4,99,232	Nil	4,99,207	25	by
	of the Company w.e.f						requisite
	30.5.2016	Ballot	Ballot	Ballot	Ballot	Ballot	majority of
	•	Paper	Paper	Paper	Paper	Paper	people
				1			voting.
5	Annaintment of	9,390	9,390	Nil	9,390	Nil	
<b>5</b>	Appointment of	Evote	Evote	Evote	Evote	Evote	Resolution
	Mrs Rekha Pacheria as an Independent	4,99,232	4.00.222	AIH	4.00.007	0.5	approved
	Director of the	4,33,232	4,99,232	Nil	4,99,207	25	by
ĺ	Company w.e.f	Ballot	Ballot	Ballot	Ballot	Pollet	requisite
	30.5.2016	Paper	Paper	Paper	Paper	Ballot Paper	majority of people
	,	. apo.	, apoi	i apoi	apei	ı apcı	voting.
ļ		9,390	9,390	Nil	9,390	Nil	· Julig.



Resol ution 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
6	Re-appointment of Mr Banwari Lal Jatia as	Evote	Evote	Evote	Evote	Evote	Resolution
	a Managing Director of the Company for a	4,99,232	4,99,232	Nil	4,99,207	25	approved by
	period of three years w.e.f 1.4.2017	Ballot Paper	Ballot Paper	Ballot	Ballot	Ballot	requisite majority of
				Paper	Paper	Paper	people voting.
7	Chiffing of Desistence	9,390	9,390	Nil	9,390	Nil	
7	Shifting of Registers and Index of Members	Evote	Evote	Evote	Evote	Evote	Resolution approved
	at the office of RTA viz Link Intime India Pvt.	4,99,232	4,99,232	Nif	4,99,232	Nil	by requisite
	Ltd.	Ballot	Ballot	Ballot	Ballot	Ballot	majority of
		Paper	Paper	Paper	Paper	Paper	people voting.
		9,390	9,390	Nil	9,390	Nil	volling.
8	Determination of fees to be charged for	Evote	Evote	Evote	Evote	Evote	Resolution approved
	service of documents through a particular	4,99,232	4,99,232	Nil	4,99,207	25	by requisite
	mode	Ballot	Ballot	Ballot	Ballot	Ballot	majority of
		Paper	Paper	Paper	Paper	Paper	people voting.
		9,390	9,390	Nil	9,390	Nil	voung.

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 whereafterthe same would be handed over to the Company for safe keeping.

Yours faithfully,

•

Shailesh Kachalia Practising Company Secretary

FCS No. 1391 CP: 3888



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3.10.2016

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

Date of the AGM	30th September, 2016
Total No. of shareholders on record date No. of shareholders present in the meeting	*1378
either in person or through proxy:	20
Promoters and Promoter Group:	10
Public:	10
No. of Shareholders attended the meeting	
through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

<sup>\*</sup> Includes 79 members whose unclaimed shares have been transferred to demat suspense account.

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				AGENDA WISE	****						
Resolution Required : C	ordinary		1 - Adoption of the audited financial statements for the year ended March 31, 2016.								
Whether promoter / proin the agenda / resolution		are interested	No	No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]=[4/2]*100	% of Votes against on votes polled [7]=[5/2]*100			
	E-Voting	1.1	499,183	73.47	499,183						
Promoter and Promoter	Poll	499,183	NA	NA	NA			NA			
Group	Ballot Paper		0	0	0	0	0	0			
	Total		499,183	73.47	499,183	0	98.14	0			
	E-Voting		0	0	0	0	0	0			
Public Institutions	Poll	560	NA	NA	NA	NA	NA	NA			
Public institutions	Ballot Paper	] 500	0	0	0	0	0	0			
	Total	1	0	0	0	0	0	0			
	E-Voting		49	0.01	49	0	0.01	0			
Public	Poll	* 470 704	NA	NA	NA	. NA	NA	NA			
Non Institutions	Ballot Paper	* 179,731	9,390	1.38	9,390	0	1.85	0			
	Total	1	9,439	1.39	9,439	0	1.86	0			
Total		679,474	508,622	74.86	508,622	0	100	0			

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.

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Resolution Required : C	Ordinary		2 - Re-appoir by rotatior	ntment of Mrs Smita	Jatia, as a Dire	ector of the C	ompany, liable to ret	ire
Whether promoter / proin the agenda / resolution		e interested	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
=	E-Voting		499,183	73.47	499,183	0	98.14	. 0
Promoter and Promoter	Poll	499,183	NA	NA	NA	NA	NA	NA
Group	Ballot Paper		0	0	0	0	0	0
	Total		499,183	73.47	499,183	0	98.14	. 0
	E-Voting		0	0	0	0	0	0
Dublic Institutions	Poll		NA	NA	NA	NA	NA	NA
Public Institutions	Ballot Paper	560	0	0	0	0	0	0
	Total	1	0	0	0	0	0	0
	E-Voting	·	49	0.01	49	0	0.01	0
Public	Poll	t 470 704	NA	NA.	NA	NA	NA	NA
Non Institutions	Ballot Paper	<b>* 179,731</b>	9,390	1.38	9,390	0	1.85	0
	Total	1	9,439	1.39	9,439	0	1.86	, 0
Total		679,474	508,622	74.86	508,622	0	100	0

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.



Resolution Required : 0	Ordinary		Statutory .	3 - Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.						
Whether promoter / pro in the agenda / resolution	moter group a	are interested	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		
	E-Voting		499,183	73.47	499,183	0	98.14			
Promoter and Promoter	Poll	499,183	NA	NA	NA	NA	NA	NA		
Group	Ballot Paper		0	0	0	0	0	0		
	Total		499,183	73.47	499,183	0	98.14	0		
	E-Voting		0	0	0	0	0			
Public Institutions	Poll	560	NA	NA	NA	NA	NA	NA		
	Ballot Paper	] 560	0	0	0	0	0			
	Total		0	0	0	0	0	0		
	E-Voting		49	0.01	24	25	0.01	0		
Public	Poll	* 170 704	NA	NA	NA	NA	NA	NA		
Non Institutions	Ballot Paper	* 179,731	9,390	1.38	9,390	0	1.85			
	Total		9,439	1.39	9,414	25	1.86	0		
Total		679,474	508,622	74.86	508,597	25	100	0		

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.

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Resolution Required : 0	Ordinary		4 - Appointm	4 - Appointment of Mr Sunil Trivedi as an Independent Director of the Company w.e.f 30.5.2016						
Whether promoter / pro interested in the agenda			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		
	E-Voting	499,183	499,183	73.47	499,183	0	98.14	0		
Promoter and Promoter	Poll		NA	NA	NA	NA	NA	. NA		
Group	Ballot Paper		0	0	0	0	0	0		
	Total		499,183	73.47	499,183	0	98.14	0		
	E-Voting		0	0	0	0	0	0		
Public Institutions	Poll	560	NA	NA	NA	NA	NA	NA		
	Ballot Paper	]	0	0	0	0	, 0	0		
	Total	·	0	0	0	0	0	0		
	E-Voting		49	0.01	24	25	0.01	0		
Public	Poll	* 179,731	NA	NA	NA	NA	NA	NA		
Non Institutions	Ballot Paper	] 1/8,/31	9,390	1.38	9,390	0	1.85			
	Total		9,439	1.39	9,414	25	1.86	0		
Total		679,474	508,622	74.86	508,597	25	100	0		

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.



Resolution Required : C	rdinary		5 - Appointment of Mrs Rekha Pacheria as an Independent Director of the Company w.e.f 30.5.2016					
Whether promoter / proin the agenda / resolution		e interested	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
	E-Voting		499,183	73.47	499,183	0	98.14	0
Promoter and Promoter	Poll	499,183	NA	NA	NA	NA	NA	NA
Group	Ballot Paper		0	0	0	0	0	0
	Total		499,183	73.47	499,183	0	98.14	0
	E-Voting		0	0	0	. 0	0	0
	Poll	500	NA	NA	NA	NA	NA	NA
Public Institutions	Ballot Paper	560	0	0	0	0	0	C
	Total	1	0	0	0	0	0	0
	E-Voting		49	0.01	24	25	0.01	C
Public	Poll	* 170 721	NA	. NA	NA	NA		N/
Non Institutions	Ballot Paper	* 179,731	9,390	1.38	9,390	0	L	
	Total	7	9,439	1.39	9,414	25		<u> </u>
Total		679,474	508,622	74.86	508,597	25	100	<u> </u>

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.



Resolution Required : S	pecial			tment of Mr Banwar ears w.e.f 1.4.2017	i Lal Jatia as N	lanaging Dire	ctor of the Company	for a period
Whether promoter / proi	noter group a	re interested	Yes					
Category	Mode of Voting	No. of shares held		% 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
	E-Voting	499,183	499,183	<u> </u>	499,183	0	98.14	
Promoter and Promoter	Poll		NA	NA	NA	NA	NA	NA
Group	Ballot Paper		0	0	0	0	0	0
	Total		499,183	73.47	499,183	0	98.14	0
	E-Voting		0	0	0	0	0	
	Poll		NA	NA	NA	NA	NA	NA
Public Institutions	Ballot Paper	560	0	0	0	0	0	C
	Total	1	0	0	0	0	0	0
	E-Voting		49	0.01	24	25	0.01	C
Public	Poll	* 470 704	NA	. NA	. NA	NA	NA.	NA
Non Institutions	Ballot Paper	* 179,731	9,390	1.38	9,390	0	1.85	C
,	Total	1	9,439	1.39	9,414	25	1.86	
Total		679,474	508,622	74.86	508,597	25	100	0

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.



Resolution Required : S				7 - Shifting of Registers and Index of Members to the office of RTA viz Link Intime India Pvt. Ltd.							
Whether promoter / proi in the agenda / resolution		re interested	No								
Category	Mode of Voting	No. of shares held	No. of votes polled [2]	% of Votes Polled on outstanding shares	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]=[4/2]*100	% of Votes against on votes polled [7]=[5/2]*100			
, , , , , , , , , , , , , , , , , , ,	E-Voting		499,183	73.47	499,183	0	98.14				
Promoter and Promoter	Poll	499,183	NA	NA	NA	NA	NA	NA			
Group	Ballot Paper		0	0	0	0	0	0			
	Total		499,183	73.47	499,183	0	98.14	0			
	E-Voting		0	0	0	0					
	Poll	]	NA	. NA	NA	NA	NA	N/			
Public Institutions	Ballot Paper	560	) 0	0	0	0	0	C			
	Total	1	0	0	0	0	0	C			
	E-Voting		49	0.01	49	0	0.01				
  Public	Poll	* 470 704	NA	NA NA	NA	NA	NA	NA			
Non Institutions	Ballot Paper	* 179,731	9,390	1.38	9,390	0		<u> </u>			
	Total	1	9,439	1.39	9,439	0					
Total		679,474	508,622	74.86	508,622	0	100	(			

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.



Resolution Required : Ordinary  Whether promoter / promoter group are interested in the agenda / resolution?			8 - Determination of fees to be charged for service of documents through a particular mode  No					
Promoter and Promoter Group	E-Voting	499,183	499,183		499,183	0	98.14	
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		499,183	73.47	499,183	0	98.14	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		0	0	0	0	0	0
Public Non Institutions	E-Voting	* 179,731	49	0.01	24	25	0.01	0
	Poll		NA	. NA	NA	NA	NA	NA
	Ballot Paper		9,390	1.38	9,390	0	1.85	0
	Total		9,439	1.39	9,414	25	1.86	0
Total		679,474	508,622	74.86	508,597	25	100	0

<sup>\*</sup> Includes 9778 unclaimed equity shares which were transferred to demat suspense account. Voting rights of the holders of the said shares were frozen.

For Hardcastle & Waud Manufacturing Company Ltd

Smita Achrekar

**Company Secretary** 



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Annexure I

### Summary of Proceedings of the 70th AGM

The 70<sup>th</sup> Annual General meeting (AGM) of members of Hardcastle & Waud Mfg. Co. Ltd. ('the Company') was held on Friday, the 30<sup>th</sup> September, 2016 at 11.30 am at Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd, Netivali, Kalyan (E) 421306. Mr O P Adukia, Director was elected to chair the meeting. The following were present.

### **Directors**

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 Akshay Dugar

Representative of GMJ & Co Statutory Auditor

Mr Shailesh Kachalia

Scrutinzer, Practicing Company Secretary

#### Members Present

In Person

20

By Proxy

NIL

The requisite quorum being present the Chairman called the meeting to order.

The chairman than addressed the shareholders and spoke about the impact of the current economic situation, both global and Indian and about the financial performance of the Company.

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

(Regd. Office: 1...

Subject to Mumbai Jurisdiction only.



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

The Chairman stated that the Company had provided the members the facility to cast their vote electronically on all resolutions set forth in the Notice dated 11.8.2016. Members who were present at the AGM and had not cast their votes electronically would have opportunity to cast their votes through ballot papers provided by the Company at the end of the meeting. It was further clarified that there would be no voting by show of hands at the meeting.

The following items of business, as per the said Notice were transacted:

- 1. Adoption of the audited financial statements for the year ended March 31, 2016.
- 2. Re-appointment of Mrs Smita Jatia, 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. Appointment of Mr Sunil Trivedi as an Independent Director of the Company.
- 5. Appointment of Mrs Rekha Pacheria as an Independent Director of the Company.
- 6. Re-appointment of Mr Banwari Lal Jatia as Managing Director of the Company for a period of three years.(Special Resolution)
- 7. Shifting of Registers and Index of Members at the office of RTA viz Link Intime India Pvt. Ltd.(Special Resolution)
- 8. Determination of fees to be charged for service of documents through a particular mode.

Clarifications were provided to the gueries raised by members.

The Chairman informed the members that Mr Shailesh Kachalia, Practicing Company Secretary had been appointed as scrutinizer to supervise the e-voting and ballot voting process and to report on the combined voting results of e-voting and the poll for each of the items as per the said Notice of the AGM.

The Scrutinizer's report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed.

For Hardcastle & Waud Mfg Co. Ltd.

1

O P Adukia

Director(DIN:00017001)