

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED

CIN No.: L99999MH1945PLC004581

Registered Office: Mall Office, 2nd Floor, Metro Junction Mall of West Pioneer Properties (I) Pvt Ltd, Netivali, Kalyan (E) 421306
Tel. No.: 022- 22837658-63 • Fax No.: 022- 22873176 • E-mail Id: ho@hawcoindia.com • Website : www.hawcoindia.in

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following special business be transacted by Members of the Company by considering and passing, with or without modifications, the Special Resolutions appearing herebelow through Postal Ballot and remote e-Voting.

SPECIAL BUSINESS:

1) AUTHORITY TO MAKE LOANS AND GIVE GUARANTEE OR PROVIDE SECURITY:

"RESOLVED THAT pursuant to Section 186(2) (a) and (b) and other applicable provisions of the Companies Act, 2013, (the Act) the Board of Directors of the Company (the Board) be and is hereby authorised to make any loan to any person or other body corporate and or to give any guarantee or provide security in connection with loan(s) made by any other person(s) or any other body corporate to any other body corporate or person subject to a limit of Rs 500 Crores, even though the amount thereof may exceed the limit(s) laid down in Section 186(2) of the Act.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers hereby conferred to any Committee of Directors of the Company or to any other person."

2) AUTHORITY TO SELL, LEASE OR OTHERWISE DISPOSE OF ANY PROPERTY / UNDERTAKING OF THE COMPANY:

"RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee thereof) be and is hereby authorised to sell, lease, assign, pledge or otherwise dispose off any property of the Company or the whole or substantially the whole of any undertaking of the Company wherever situate, present or in future, whether presently belonging to the Company or not, including but not limited to, creating mortgages, charges and hypothecations in such manner and/or form and on such terms and at such time(s) as the Board may deem fit, in favour of any person(s) or party(ies) including financial institutions, banks, any other investing/ lending agencies, trustees for the holders of debentures, bonds and or other instruments which may be issued to/subscribed to by such financial institutions, banks, any other investing/ lending agencies or any other person(s), bodies corporate by way of private placement or otherwise to secure loans, debentures, bonds or other instruments.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the requisite documents and accept or make any alterations, changes, variations to or in the terms and conditions thereof, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this resolution."

Notes:

1. A Statement under Section 102 (1) of the Act setting out the material facts and reasons for the Special Business set out above is annexed hereto.
2. This Notice is being sent to all members of the Company whose names appear on the Register of Members of the Company as on Friday, 11th August, 2017 (cut-off date).
3. The Board of Directors has appointed Mr Shailesh Kachalia, (PCS) as Scrutinizer for conducting the Postal Ballot and remote e-Voting process in a fair and transparent manner.
4. Members can cast their vote either by way of physical Postal Ballot form or electronically through remote e-Voting. The Postal Ballot form is enclosed herewith for use of members. Procedure for remote e-Voting appears herebelow.
5. Remote e-Voting period commences on Wednesday, 6th September, 2017 (9:00 am) and ends on Thursday, 5th October, 2017 (5:00 pm). During this period members as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on a resolution is cast by a member, the same will not be allowed to be changed subsequently.
6. In case of voting through physical Postal Ballot Form, members should complete the Form by putting tick (✓) mark in the column provided for Assent (For) OR Dissent (Against) and submit the same in a sealed envelope to the Scrutinizer, Mr Shailesh Kachalia, Practising Company Secretary, Unit: 'Hardcastle & Waud Mfg Co. Ltd', Om Sri Co.op. Hsg. Society Ltd., 'A' Wing, Flat No. 7, 1st Floor, Near Shanti Ashram, Off Link Road, Borivli (W), Mumbai 400103, so as to reach him by 5.00 p.m. on or before Thursday, 5th October, 2017. Unsigned, incomplete or incorrectly ticked forms will be rejected.
7. **Members can opt for only one mode of voting i.e. either by physical postal ballot or remote e-Voting. If a member opts for remote e-Voting he / she cannot vote by physical postal ballot and vice versa. However in case a member casts vote by both then vote casted through remote e-Voting shall prevail and voting done through physical postal ballot shall be treated as invalid.**
8. **Voting through electronic means (remote e-Voting)**
The Company has engaged services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-Voting facility to its Members.
Instructions for voting electronically are as under:-
 - A. In case a member receives an email from NSDL:
 - (i) Open PDF file sent to you in the e-mail. Kindly feed your Client ID or Folio No., as may be applicable, for your password. The PDF file contains your user ID and PIN for remote e-Voting. This PIN is an initial one and needs to be changed while doing first time login for security purpose.

You will not receive this PDF file if you are already registered with NSDL for remote e-voting in which case, you can use your existing PIN for casting the vote. If you have forgotten your PIN you can reset your PIN by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at toll free No. 800-222-990.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login.
- (iv) Enter user ID and PIN (the initial PIN as noted in step (i) above). Click Login.
- (v) Password change menu appears. Change the PIN with new PIN of your choice. Note new PIN.
- (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select the "REVEN" (remote e-Voting Event Number) of Hardcastle & Waud Mfg. Co. Ltd. Cast Vote page opens.
- (viii) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

B. For members receiving physical copy of the notice, the procedure to vote electronically is as under:

- (i) Initial password is provided in the following format at the bottom of the Ballot Form sent with this Notice:

REVEN (Remote e-Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (ix) of notes 8. A above, to cast vote.

9. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Company's website www.hawcoindia.in.
10. The Scrutinizer will submit his report to the Company after completion of the scrutiny, and result of the voting will be announced by a director of the Company on Friday, 6th October, 2017. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hawcoindia.in and on the website of NSDL www.evotingindia.com and the same shall also be communicated to the Bombay Stock Exchange Limited.

Registered Office
Mall Office, 2nd Floor,
Metro Junction Mall of
West Pioneer Properties (India) Pvt Ltd,
Netivali, Kalyan (E) 421306

By Order of the Board of Directors

Dated: 4th September, 2017

**(Banwari Lal Jatia)
Managing Director**

Annexure to the Notice

Statement as required by Section 102(1) of the Companies Act, 2013 ('the Act').

Item no. 1

Under Section 186 (2) (a) and (b) of the Act, no Company can directly or indirectly make any loan to any person or other body corporate and or give any guarantee or provide security in connection with loan(s) made by any other person(s) or any other body corporate to any other body corporate or person, exceeding sixty percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more. However, by prior authorization of members made by passing a special resolution, the said limit may be exceeded.

The special resolution as appearing at item no. 1 of the accompanying notice seeking authorization to the Company's Board of Directors to make any loan to any person or other body corporate and or give any guarantee or provide security in connection with loan(s) made by any other person(s) or any other body corporate to any other body corporate or person subject to a limit of Rs 500 (Five Hundred) Crores at any time out of the Company's funds even though the amount thereof may exceed the limit(s) laid down in Section 186 of the Act, is proposed.

Yours Directors commend the resolution for members' approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 2

Keeping in view the existing and future financial requirements to support the Company's business operations, the Company may in future raise funds from various Banks and / or various financial institutions and / or other lending institutions and / or Bodies Corporate and / or such others persons / Individuals as may be considered fit. In order to facilitate to secure the borrowings the Company may have to create charge on the assets of the Company. Also the Company may have to sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertaking(s) of the Company.

Section 180(1)(a) of the Act empowers its Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertakings of the Company subject to approval of members of the Company by way of special resolution. Hence, the proposed resolution at item no. 2 is proposed.

Your Directors commend the resolution for approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Registered Office

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By Order of the Board of Directors

Dated: 4th September, 2017

**(Banwari Lal Jatia)
Managing Director**

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POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

1. Name and Registered Address :
of the sole / first named Shareholder

2. Name(s) of Joint Holders, if any :

3. DP Id No. & Client Id No. /
Ledger Folio No. :

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the special resolutions to be passed through Postal Ballot in respect of the Special Business stated in the Postal Ballot Notice dated 4th September, 2017, by sending my / our assent or dissent to the said special resolution by placing a tick (√) mark in the appropriate box given below:

Sr No	Brief particulars of the resolution proposed	I/We assent to the resolution [‘FOR’]	I/We dissent to the resolution [‘AGAINST’]
1	Authority to make loans and give guarantee or provide security.		
2	Authority to sell, lease or otherwise dispose of any property / undertaking of the Company.		

Place: _____

Signature of the Member or
Authorised Representative

Date: _____

REVEN (Remote e-Voting Event Number)	User ID	Password / PIN