



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 71st Annual General Meeting of the Company held on 29th September, 2017

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

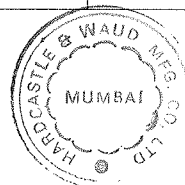
In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed at the 71st Annual General Meeting (AGM) of the Company held on Friday, the 29th September, 2017 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 71st AGM 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.	Adoption of the audited financial statements for the year ended March 31, 2017.	4,86,614	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.	4,86,614	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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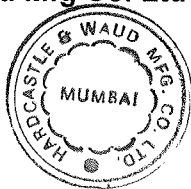
3.	Ratification of Appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	4,86,614	0	0	Ordinary
	Percentage	100	0	0	-
4.	Appointment of Mr Govind Prasad Goyal (DIN: 00017294) as an Independent Director of the Company	4,86,614	0	0	Ordinary
	Percentage	100	0	0	-

The voting rights of holders of 9650 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: **29th September, 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

29th September, 2017

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 Seventyfirst Annual General Meeting ("AGM") of the Company on 29th September, 2017.

The Notice dated 4th September, 2017 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 22.9.2017.

The voting period for remote e-voting commenced on Tuesday, 26th September, 2017 at 9.00 a.m. and ended on Thursday, 28th September, 2017, 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 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 for the year ended March 31, 2017.	Evote 4,86,614 Ballot Paper Nil	Evote 4,86,614 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,86,614 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 4,86,614 Ballot Paper Nil	Evote 4,86,614 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,86,614 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 4,86,614 Ballot Paper Nil	Evote 4,86,614 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,86,614 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
4	Appointment of Mr Govind Prasad Goyal (DIN: 00017294) as an Independent Director of the Company	Evote 4,86,614 Ballot Paper Nil	Evote 4,86,614 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 4,86,614 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.

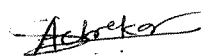
Yours faithfully,

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

**SHAILESH
AMICHAND
KACHALIA**

Digitally signed by SHAILESH
AMICHAND KACHALIA
DN: cn=SHAILESH AMICHAND
KACHALIA, c=IN, st=Maharashtra,
o=Personal, CID=4873765,
serialNumber=fcac48f3f644d6a71
748aace757b5fb08e2f5f9e86365b
7a1c242c02c30b87e
Date: 2017.09.29 17:16:49 +05'30'

For Hardcastle & Waud Mfg. Co Ltd.



Company Secretary



Hardcastle & Waud Manufacturing Co. Ltd

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Annexure I

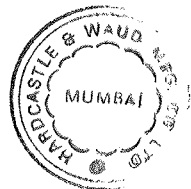
29.09.2017

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

Date of the AGM	29th September, 2017
Total No. of shareholders on record date	*1340
No. of shareholders present in the meeting either in person or through proxy:	15
Promoters and Promoter Group:	10
Public:	5
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.

A. K. Kulkarni



AGENDA WISE								
Resolution Required : Ordinary			1 - Adoption of the audited financial statements for the year ended March 31, 2017.					
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	100.00
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	20	0.0111	20	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	20	0.0111	20	0	100
Total		679,474	486,614	71.6163	486,614	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.
Voting rights of the holders of the said shares were frozen.

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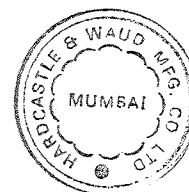


Resolution Required : Ordinary			2 - Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes 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
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	100.00
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	20	0.0111	20	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	20	0.0111	20	0	100
Total		679,474	486,614	71.6163	486,614	0	100	0

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

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

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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	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	100.00
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	20	0.0111	20	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	20	0.0111	20	0	100
Total		679,474	486,614	71.6163	486,614	0	100	0

* Includes 9650 unclaimed equity shares held in demat suspense account.
Voting rights of the holders of the said shares were frozen.

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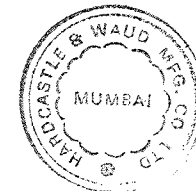


Resolution Required : Ordinary		4 - Appointment of Mr Govind Prasad Goyal (DIN: 00017294) as an Independent Director of the Company						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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	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	100.00
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	20	0.0111	20	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		179,731	20	0.0111	20	0	100
Total		679,474	486,614	71.6163	486,614	0	100	0

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

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

Devesh





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Annexure I

Summary of Proceedings of the 71st AGM

The 71st Annual General meeting (AGM) of members of Hardcastle & Waud Mfg. Co. Ltd. ('the Company') was held on Friday, the 29th September, 2017 at 11.00 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 Shailesh Kachalia	Scrutinizer, Practicing Company Secretary

Members Present

In Person	15
By Proxy	NIL

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

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



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The Chairman stated that the Company had provided to members the facility to cast their votes electronically on all resolutions set forth in the Notice dated 4.9.2017. 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 towards 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, 2017.
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. Appointment of Mr Govind Prasad Goyal as an Independent Director of the Company.

Clarifications were provided to the queries 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.

O P Adukia
Director(DIN:00017001)