

65TH
ANNUAL REPORT
2010 – 2011

*HARDCASTLE
& WAUD
MANUFACTURING
COMPANY LIMITED*

BOARD OF DIRECTORS

B L Jatia, Chairman & Managing Director

N S Karnavat

Hasmukh Gandhi

Tushar G Agarwal

O P Adukia

AUDITORS

Messrs Khare & Co.

LEGAL ADVISORS

Kanga & Company

Advocates, Solicitors & Notaries

REGISTERED OFFICE

Netivali Baug, Kalyan 421 306

HEAD OFFICE

Brabourne Stadium, 87, Veer Nariman Road, Mumbai 400 020

WORKS

1904, GIDC, Sarigam 396 155, Dist. Valsad (Gujarat)

REGISTRARS & TRANSFER AGENT

Sharepro Services (India) Pvt. Ltd.,

912, Raheja Centre, Free Press Journal Road

Nariman Point, Mumbai 400 021

HARDCASTLE & WAUD MANUFACTURING COMPANY LIMITED
Registered Office : Netivali Baug, Kalyan 421 306

NOTICE

Notice is hereby given that the 65th Annual General Meeting of Hardcastle & Waud Mfg Co. Ltd will be held at the registered office of the Company at Netivali Baug, Kalyan (East) – 421 306 on Friday, the 30th September, 2011 at 10 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and the Auditors.
2. To appoint a Director in place of Mr. Hasmukh Gandhi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 29th September, 2011 to 30th September, 2011 (both days inclusive).
3. Members who have not collected their new share certificates so far are advised to do so by surrendering their old certificates for shares in the Company either in person or by sending through post to the Registrars & Transfer Agent of the Company, in their own interest.

Registered Office :
Netivali Baug,
Kalyan – 421 306

Date: 5th August, 2011

By Order of the Board of Directors

B L Jatia
Managing Director

HARDCASTLE & WAUD MFG CO. LTD.

DIRECTORS' REPORT

Your Directors present the 65th Annual Report of the Company, together with the audited Statements of Accounts for the year ended 31st March, 2011.

1. FINANCIAL RESULTS AND APPROPRIATIONS :

	Year ended 31 st March, 2011 (Rs Lacs)	Year ended 31 st March, 2010 (Rs Lacs)
Profit before Interest, Depreciation and Exceptional Items	181.61	169.12
Interest	2.03	8.89
Depreciation	37.61	35.26
Provision for Impairment of Assets	21.86	-
Prior year Adjustments	(2.74)	(4.31)
Profit Before Taxation	122.85	129.28
Provision for Taxation	(3.47)	16.71
Deferred Tax	<u>0.68</u>	<u>58.42</u>
Net Profit after Taxation	125.64	54.14
Transfer to General Reserve	50.00	50.00
Balance b/f from Previous Year	<u>2147.17</u>	<u>2143.03</u>
Carried forward	2222.81 =====	2147.17 =====

With a view to strengthen the financial position of the Company, no dividend payout is being recommended.

2. OPERATIONS :

The Company discontinued its operations at its Sarigam Unit in June, 2010 as a result of which the turnover went down substantially. However, the Profit after Tax was Rs. 125.64 lacs against the previous year's Rs. 54.64 lacs.

During the current year, the Company has converted the 7,500 Zero% Fully Paid Fully Convertible Debentures of Rs. 10,000 each issued during the year 2009 into 67,500 Fully Paid Equity shares of Rs. 10 each in the Capital of the Company at the rate of 9 equity shares for each FCD held to the holder thereof as per terms and conditions attached to the said FCDs. Following the allotment, Rs. 90 per FCD has been credited to the Share Capital account of the Company and the balance amount of Rs. 9910 paid against each FCD by the allottee has been appropriated to the Company's share premium account. As a consequence, the paid up capital now stands at Rs. 67.95 lacs.

The Company has applied to the Bombay Stock Exchange for listing of the new shares on the Exchange for which the requisite approval is awaited.

3. PUBLIC DEPOSITS :

No deposits were accepted during the year.

4. DIRECTORS :

In accordance with the provisions of the Companies Act, 1956, Mr. Hasmukh Gandhi retires by rotation at the ensuing Annual General Meeting but being eligible, offers himself for reappointment.

5. AUDITORS :

Members are requested to appoint auditors to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

6. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE :

Details of energy conservation, technology absorption and foreign exchange earnings and outgo as required by Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 appear in the Annexure to this Report.

7. PARTICULARS OF EMPLOYEES :

There are no particulars to be disclosed under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

8. DIRECTORS' RESPONSIBILITY STATEMENT :

As required under Section 217(2AA) of the Companies Act, 1956 your Directors state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed;
- b. the accounting policies selected and applied are consistent and the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d. the annual accounts have been prepared on a going concern basis.

9. SECRETARIAL COMPLIANCE REPORT :

Copy of a certificate from a secretary in whole-time practice certifying that the Company has complied with the provisions of the Companies Act, 1956 is annexed to this report.

10. EMPLOYEE RELATIONS :

Relations with employees during the year continued to be cordial.

11. ACKNOWLEDGEMENTS :

The Board sincerely thanks all stakeholders for their continued support.

On Behalf of the Board

Mumbai,
5th August, 2011

B.L. Jatia
Chairman & Managing Director

ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2011.

A. CONSERVATION OF ENERGY

- a. Appropriate measures to derive optimum benefit of energy-saving equipment and energy-efficient technology for the production processes are part of operational policy of the Company.

	2010-2011	2009-2010
b. Power & Fuel Consumption		
i) Electricity		
(a) Purchased -		
Units(000s)	NIL	9
Total Amount (Lac Rs)	0.27	0.59
	(Min. Demand charge)	
Average Rate(Rs per Unit)	NIL	6.26
(b) Own generation		
(i) Through Diesel Generator		
Units(000s)	NIL	NIL
Units per litre of diesel oil	NIL	NIL
Cost/Unit (Rs)	NIL	NIL
(ii) Through Steam Turbine/Generator	NIL	NIL
ii) Coal	NIL	NIL
iii) Furnace Oil		
Quantity (Kilolitres)	NIL	NIL
Total Amount (Lac Rs)	NIL	NIL
Average Rate (Rs per kilolitre)	NIL	NIL
iv) Others		
Quantity (Kilolitres)	NIL	NIL
Total Amount (Lac Rs)	NIL	NIL
Average Rate (Rs per kilolitre)	NIL	NIL

- c. Consumption per unit of production

It is not feasible to compute this figure in view of the nature of the Company's business during the year.

B. TECHNOLOGY ABSORPTION :

Since the Company has discontinued its manufacturing activities, no R&D was carried out.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earned and utilised was NIL and Rs. 46.65 lacs respectively.

On Behalf of the Board

Mumbai,
5th August, 2011

B.L. JATIA
CHAIRMAN & MANAGING DIRECTOR

SHAILESH KACHALIA
B.Com. (Hons.) L.L.B, F.C.S
Company Secretary

Om Sri Co-op Hsg Society Ltd
'A' Wing, Flat No.7, 1st floor
Jai Palli Hill Rd, Borivli (W)
Mumbai – 400 103
Tel: 2893 9347

To

The Members
Hardcastle & Waud Mfg Co. Ltd

I have examined the registers, records, books and papers of Hardcastle & Waud Mfg Co. Ltd as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Maharashtra within the time prescribed under the Act and the rules made thereunder.
3. The Company is not a private limited company.
4. The Board of Directors duly met 4 times on 12.05.2010, 03.08.2010, 29.10.2010 and 28.01.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 29.09.2010 to 30.09.2010 and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2010 was held on 30th September, 2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes book maintained for the purpose.
7. No Extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or companies referred to in section 295 of the Act.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. No approvals of the nature specified in Section 314 of the Act were required to be obtained by the Company.

12. The Board of Directors has duly approved through its duly constituted Committee the issue of duplicate Share Certificates of the Company in appropriate cases.
13. The Company has :
- (i) not made any allotment of securities during the said year. It has delivered all the certificates on lodgement thereof for transfer/ transmission or for any other purpose in accordance with the provisions of the Act;
 - (ii) not declared and/or paid any dividend;
 - (iii) no amounts lying in unpaid dividend account for transfer to the Investor Education and Protection Fund; and
 - (iv) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointments of directors have been duly made.
15. The appointment of Managing Director was made in compliance with the provisions of Sections 269 read with Schedule XIII to the Act. The said appointment did not require approval of the Central Government.
16. The Company has not appointed any sole-selling agents.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar and or any other prescribed authorities under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any Shares/ Debentures/ other Securities during the financial year.
20. The Company has not bought back any shares during the financial year ending 31st March, 2011.
21. The Company has not redeemed any preference shares/ debentures during the year.
22. Since the Company did not declare any dividend, offered/ issued any rights/ bonus shares during the year, the question of keeping in abeyance, rights thereto pending registration of transfer of shares does not arise.
23. The Company has not accepted any deposits or taken any loans during the year within the meaning of sections 58A and 58AA of the Act read with the Companies (Acceptance of Deposit) Rules, 1975.
24. The amounts borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31.3.2011 are within the borrowing limits of the Company. These borrowings did not exceed the limits prescribed in Section 293(1)(d) of the Act.

25. The loans to/ investments made in other bodies corporate are in compliance with the provisions of the Act and necessary entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. No prosecution has been initiated against or show cause notices received by the Company under the Act.
32. The Company has not received any security from its employees during the year under certification as per provisions of section 417(1) of the Act.
33. The Company has deposited both employees' and employer's contribution to Provident Fund with the prescribed authority pursuant to Sec.418 of the Act.

Signature:

Shailesh A. Kachalia
CP: 3888
Company Secretary

Place : Mumbai
Date : 3rd August, 2011

ANNEXURE A

Registers as maintained by the Company

1. Register of Charges u/s 143(1).
2. Register of Members u/s 150.
3. Index of Members u/s 151(1).
4. Minutes Book of General Meetings u/s 193(1)
5. Minutes Book of Board Meetings u/s 193(1)
6. Books of Accounts u/s 209(1) including Register of Fixed Assets
7. Register of Contracts u/s 301
8. Register of Directors u/s 303
9. Register of Directors' Shareholdings u/s 307.
10. Register of Investments & Loans u/s 372 A

Place: Mumbai
Date: 3rd August, 2011

Shailesh A. Kachalia
CP: 3888
Company Secretary