

ACHAL JATIA

Brabourne Stadium, Gate No. 10, 1st Floor, 87 Veer Nariman Road, Mumbai – 400 020.

Date: 10th November, 2023

To,
BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations, 2011”).

Dear Sirs,

With reference to the captioned subject, I am enclosing herewith a disclosure in a form as prescribed under Regulation 29(2) of SEBI (SAST) Regulations, 2011, in respect of the indirect transaction taken place of equity shares of Hardcastle & Waud Manufacturing Company Limited (“Target Company”) pursuant to the Scheme of Amalgamation between Promoter Group Entities being approved and allowed by Hon’ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.

This is for your information and record.

Thanking you,
Yours faithfully,

ACHAL JATIA

Achal Jatia
Promoter

Encl: as above

CC: The Compliance Officer and Company Secretary
Hardcastle and Waud Manufacturing Company Limited
Mall Office, 2nd Floor, Metro Junction Mall of
West Pioneer Properties (I) Pvt Ltd,
Netivali, Kalyan (E), Thane – 421306.

Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011			
Name of the Target Company (TC)	Hardcastle and Waud Manufacturing Company Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Achal Jatia (list of PAC is annexed in 'Annexure A')		
Whether the acquirer belongs to Promoter/Promoter group	Yes, Promoter		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the Acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
(i) Achal Jatia	1,82,567	26.87%	26.87%
(ii) Other members of the promoter and promoter group (Please refer to Annexure A)	3,17,616	46.74%	46.74%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	5,00,183	73.61%	73.61%
Details of acquisitions / disposal			
a) Shares carrying voting rights acquired/ sold			
(i) Achal Jatia #	NIL	NIL	NIL
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
(e) Total (a+b+c+/-d)	0	0.00%	0.00%
After the acquisition/disposal, holding of:			
a) Shares carrying voting rights			
(i) Achal Jatia #	1,82,567	26.87%	26.87%
(ii) Other members of the promoter and promoter group (Please refer to Annexure A)	3,17,616	46.74%	46.74%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
(e) Total (a+b+c+d)	5,00,183	73.61%	73.61%

Mode of acquisition / Sold (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer, etc).	Indirect - Due to Scheme of Amalgamation between the Promoter Group Entities being approved and allowed by Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 6.6.2023.
Date of acquisition of/ sale of shares / VR or date of receipt of intimation of allotment of shares whichever is applicable	9-11-2023 and 10-11-2023
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.
Total diluted share/voting capital of the TC after the said acquisition / sale	Rs. 67,94,740/- divided into 6,79,474 Equity Shares of Rs. 10/- each.

There is no change in direct shareholding of Achal Jatia in TC. However, in accordance of Scheme of Amalgamation between the Promoter Group Entities, Shri Ambika Trading Company Limited (SAT) holds 46.74% shareholding in TC.

Pursuant to allotment of shares by SAT in terms of the said Scheme - Achal Jatia holds about 41.88% (46.74 * 89.59%) of equity shares of TC through SAT by way of having shareholding of 89.59% in SAT.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

ACHAL
JATIA

Achal Jatia
Promoter
Date : 10.11.2023
