

November 11, 2022

To,

|                                                                                                                                                                                          |                                                                                                                                    |                                                                                                                                                                                                                                                                     |
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| The Department of Corporate Services,<br>BSE Limited<br>14th Floor, BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai - 400001<br>Email:<br>corp.relations@bseindia.com | National Stock Exchange of India Ltd.<br>Digital exchange portal:<br><a href="https://digitalexchange">https://digitalexchange</a> | Mr. Dilip Darji<br>Company Secretary & Compliance Officer,<br>DCW Limited<br>Dhrangadhra, Gujarat, 363315<br>Email : <a href="mailto:dilip.darji@dcwlimited.com">dilip.darji@dcwlimited.com</a> ,<br><a href="mailto:legal@dcwlimited.com">legal@dcwlimited.com</a> |
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**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

|                                                                                                                                                                                        |                                                                                                                                                                          |                                                                    |                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                     | DCW Ltd ('Target Company')                                                                                                                                               |                                                                    |                                                                   |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                       | Vistra ITCL (India) Limited (In our capacity as Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051 |                                                                    |                                                                   |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                             | No                                                                                                                                                                       |                                                                    |                                                                   |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                  | BSE Limited (BSE)<br>National Stock Exchange of India Limited (NSE)                                                                                                      |                                                                    |                                                                   |
| 5. Details of the acquisition / disposal as follows                                                                                                                                    | <b>Number</b>                                                                                                                                                            | <b>% w.r.t. total share/voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                                        |                                                                                                                                                                          |                                                                    |                                                                   |
| a) Shares carrying voting rights                                                                                                                                                       | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| b) Shares in the nature of encumbrance (pledge/ <del>lien/non-disposal undertaking/</del> others)                                                                                      | 7,86,00,000                                                                                                                                                              | 26.63%                                                             | -----                                                             |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                         | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| 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)               | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                                 | <b>7,86,00,000</b>                                                                                                                                                       | <b>26.63%</b>                                                      | -----                                                             |
| <b>Details of acquisition/ Sale</b>                                                                                                                                                    |                                                                                                                                                                          |                                                                    |                                                                   |
| a) Shares carrying voting rights acquired/sold                                                                                                                                         | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| b) VRs acquired/sold otherwise than by shares                                                                                                                                          | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| 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 | -----                                                                                                                                                                    | -----                                                              | -----                                                             |
| d) Shares <del>encumbered/invoked/</del> released by the acquirer                                                                                                                      | (7,86,00,000)                                                                                                                                                            | (26.63%)                                                           | -----                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                                 | <b>(7,86,00,000)</b>                                                                                                                                                     | <b>(26.63%)</b>                                                    | -----                                                             |

|                                                                                                                                                                                            |                                                                                                            |            |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|------------|--------------|
| <b>After the acquisition/ sale holding of:</b>                                                                                                                                             |                                                                                                            |            |              |
| a) Shares carrying voting rights                                                                                                                                                           | -----                                                                                                      | -----      | -----        |
| b) Shares encumbered with the acquirer                                                                                                                                                     | Nil                                                                                                        | Nil        | -----        |
| c) VRs otherwise than by shares                                                                                                                                                            | -----                                                                                                      | -----      | -----        |
| 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 | -----                                                                                                      | -----      | -----        |
| <b>Total (a+b+c+d)</b>                                                                                                                                                                     | <b>Nil</b>                                                                                                 | <b>Nil</b> | <b>-----</b> |
| Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)                                                   | Release of pledged equity shares                                                                           |            |              |
| Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                   | Release date: November 10, 2022                                                                            |            |              |
| Equity share capital / total voting capital of the TC before the said acquisition/ sale                                                                                                    | Rs.59,03,10,034<br>(As per shareholding pattern available on BSE website for quarter ended September 2022) |            |              |
| Equity share capital/ total voting capital of the TC after the said acquisition/ sale                                                                                                      | Rs.59,03,10,034<br>(As per shareholding pattern available on BSE website for quarter ended September 2022) |            |              |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                    | -----                                                                                                      |            |              |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Target 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.

**Note:**

7,86,00,000 Equity Shares of the Company have been released by Vistra on the above-mentioned date in our capacity as a Debenture Trustee which were pledged in order to secure the Debentures issued (i) Secured, rated, unlisted non- convertible debentures amounting to Rs. 350 Crores (“NCDs Issue”); and (ii) Secured, rated, unlisted,optionally convertible debentures amounting to Rs. 60 Crores (“OCDs Issue”) by DCW Limited.

*The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

For **Vistra ITCL (India) Limited**



**Authorized Signatory**

Place: Mumbai