



December 30, 2020

To,

1. National Stock Exchange of India Ltd. Exchange Plaza Bldg. 5 th Floor, Plot No.C-1 'G' Block, Near Wockhardt, Bandra Kurla Complex Mumbai 400 051. Fax:26598237/38 Scrip Code : DCW	2. BSE Limited, 1st floor, New Trading Ring Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Fax : 22723121/3719/2037/2039 Scrip Code :500117
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Sub: Result of e-Voting at the 81st Annual General Meeting ("the AGM") and remote e-voting on the Resolutions of DCW Limited ("the Company") under Reg. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), along with the Scrutinizers' Report

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), please find enclosed herewith Result of the e-voting at the 81st Annual General Meeting ("the AGM") held on December 29, 2020 as well as the results of the remote e-voting on all the Resolutions as specified in the Notice of the AGM dated November 27, 2020 along with the Scrutinizers' Report of the said AGM.

Company Name	DCW LIMITED
Date of declaration of results of Postal Ballot including Voting by Electronic means	December 30, 2020
Total number of Shareholders on record date:	55656
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable (Meeting was held through VC/OAVM)
Promoters and Promoter Group:	
Public:	

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.

TEL.: 2287 1914, 2287 1916, 2202 0743 TELEFAX: 22 2202 8838

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email: ho@dcwlimited.com, Website: www.dcwlimited.com, CIN-L24110GJ1939PLC000748





No. of shareholders attended the meeting through Video Conferencing:	70
Promoters and Promoter Group:	29
Public:	41

All the Resolutions at the AGM were passed with overwhelming majority. The Report of M/s. S. K. Jain & Co., Scrutinizers, is enclosed herewith.

The Voting Results alongwith the Scrutinizer's Report is available on the Company's website at www.dcwlimited.com and the National Securities Depository Limited.

This is for your information and appropriate dissemination.

Thanking You,

Yours faithfully,
For DCW Limited


Name: Dilip Darji
General Manager (Legal) & Company Secretary
Membership No. ACS-22527



DCW LIMITED

HEAD OFFICE :

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FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
D C W LIMITED,
DHRANGADHRA GJ 363315.

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai- 400001 was appointed as Scrutinizer by the Board of Directors of **D C W LIMITED** (the Company) for the purpose of scrutinizing e-Voting process (remote e-Voting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 81st Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 29th December, 2020 at 12:00 noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 28/2020 dated August 17, 2020 in relation to "Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the



threat posed by Covid-19” and General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting through video conferencing (VC) or other audio visual means (OAVM)” all issued by the Ministry of Corporate, Government of India (the “MCA Circulars” and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 “(Listing Regulations”) read with Circular dated May 12, 2020 issued by Securities and Exchange Board of India in relation to “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid -19 pandemic”. The venue for the AGM was deemed to be at the Registered office of the Company at Dhrangadhra GJ 363315.

1. Dispatch of Notice convening the Meeting.

Pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2019-20 was sent on December 05, 2020, by e-mail to 39678 Shareholders who had registered their email- id’s with Depositories/the Company. The Notice and Annual Report is also available on company’s website www.dcwlttd.com.

2. Newspaper Publication

The Company had published Notice in “Financial Express” Newspapers (English & Gujarati edition) on 08th December, 2020 and Corrigendum to the Notice on 21st December, 2020 regarding holding of Annual General Meeting on Tuesday, 29th December, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) means.

3. Cut-off Date

The Voting rights were reckoned as on **Tuesday, December 22, 2020** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting.

4. e-Voting

i. Agency:

The Company has appointed National Securities Depository Limited(NSDL) as the Agency for providing the e-Voting platform.

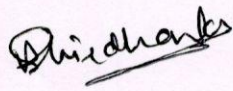


ii. Remote-Voting:

The remote e-Voting platform was open from 09:00 A.M. on Saturday, December 26, 2020 upto 5:00 p.m. on Monday, December 28, 2020 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by National Securities Depository Limited (NSDL).

5. Counting Process:

- i. The vote cast under remote e-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the NSDL e-Voting system.



Name: Ms. Vrushali Shirdhankar



Name: Ms. Dhruvi Karnavat

- ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the list of equity shareholders who voted

"For" or "Against" were downloaded from the e-Voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

- iii. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-Voting and at the Meeting on the Resolutions contained in the Notice of the AGM.
- iv. My responsibility as scrutinizer for the remote e-Voting and the voting conducted through electronic voting (remote) at the meeting is restricted to make Scrutinizer's Report of the Votes cast in favour or against the Resolutions.
- v. Based on the result made available to me, 120 Members have cast their votes through remote e-Voting. The meeting concluded at 12.33 PM and e-Voting was closed at 12.48 PM..
- vi. The combined result of remote E-voting and E-voting during the Meeting is as under:



VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Company Name	D C W LIMITED
Date of the AGM	Tuesday, 29th December, 2020
Total number of Shareholders on cut-off date:	55656
No. of shareholders present in the meeting either in person or through proxy	Not Applicable (Meeting was held through VC/OAVM)
No. of shareholders attended the meeting in the meeting through VC/OAVM:	70
Promoters and Promoter Group:	29
Public:	41



Resolution No. 1

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the Reports of Board of Directors and Auditors thereon.

Resolution required:			ORDINARY RESOLUTION					
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	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
	Poll		0	0	0	0	0	0
	Total	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
Public-Institutions	E-Voting	1,90,06,378	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,90,06,378	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,00,45,487	1,68,19,976	14.01	1,68,19,869	107	100	0
	Poll		0	0	0	0	0	0
	Total	12,00,45,487	1,68,19,976	14.01	1,68,19,869	107	100	0
Total		26,10,30,371	12,93,61,482	49.56	12,93,61,375	107	100	0



Resolution No. 2

To appoint a Director in place of Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required:			ORDINARY RESOLUTION					
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	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
	Poll							
	Total	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
Public-Institutions	E-Voting	1,90,06,378	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,90,06,378	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
	Poll		0	0	0	0	0	0
	Total	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
Total		26,10,30,371	12,93,61,482	49.56	12,93,60,875	607	100	0



Resolution No. 3

Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore).

Resolution required:			SPECIAL RESOLUTION					
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	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
	Poll							
	Total	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
Public-Institutions	E-Voting	1,90,06,378	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,90,06,378	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
	Poll		0	0	0	0	0	0
	Total	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
Total		26,10,30,371	12,93,61,482	49.56	12,93,60,875	607	100	0



Resolution No. 4

Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore).

Resolution required:			SPECIAL RESOLUTION					
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	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
	Poll							
	Total	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
Public-Institutions	E-Voting	1,90,06,378	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,90,06,378	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
	Poll		0	0	0	0	0	0
	Total	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
Total		26,10,30,371	12,93,61,482	49.56	12,93,60,875	607	100	0



Resolution No. 5

Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2021.

Resolution required:			ORDINARY RESOLUTION					
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	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
	Poll							
	Total	12,19,78,506	11,25,41,506	92.26	11,25,41,506	0	100	0
Public-Institutions	E-Voting	1,90,06,378	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	1,90,06,378	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
	Poll		0	0	0	0	0	0
	Total	12,00,45,487	1,68,19,976	14.01	1,68,19,369	607	100	0
Total		26,10,30,371	12,93,61,482	49.56	12,93,60,875	607	100	0



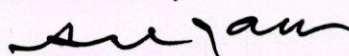
RESULT SUMMARY

SR. NO	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, along with the Reports of Board of Directors and Auditors thereon.	Ordinary Resolution	100	0
2.	To appoint a Director in place of Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	100	0
3.	Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up To ₹ 100,00,00,000 (Rupees One Hundred Crore).	Special Resolution	100	0
4.	Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore).	Special Resolution	100	0
5.	Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2021.	Ordinary Resolution	100	0

All other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Dr. S.K. Jain

Practicing Company Secretary

Place: Mumbai

Date: 30th December, 2020

UDIN No: F001473B001761319



Chairman