



July 21, 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	BSE Limited, 1 st 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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Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing herewith the **Annual Secretarial Compliance Report** of the Company for the financial year ended March 31, 2020 as required under Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on record.

Thanking You,
Yours faithfully,

For DCW Limited


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



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@dcwLtd.com, Website: www.dcwLtd.com, CIN-L24110GJ1939PLC000748

**Secretarial compliance report of D C W LIMITED for the year
ended March 31, 2020**

I, Shubhkaran Jain, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by D C W LIMITED (hereinafter referred to as "the Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification,
For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable as the Listed Entity has not bought back/propose to Buy-back any of its securities during the Financial Year under review)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014; **(Not applicable as Listed Entity has not made any Share Based Employee Benefits)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(Not applicable as the Listed Entity has not listed its Debt securities)**
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares)Regulations,2013; **(The Listed Entity has not issued any Non- Convertible and Redeemable Preference Shares during the financial year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Actions taken by the listed entity, if any	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 163 (2) of SEBI (ICDR) 2018 - The issuer shall place a copy of certificate of its Statutory Auditors before the General Meeting of the shareholders considering the proposed preferential issue, certifying that the issue has being made in	The Company did not place such certificate before the shareholders in the General Meeting held on 29 th July 2019 for considering the proposed preferential issue.	The Company had raised the Auditor's Certificate before the Shareholders of the Company at its Extra Ordinary General Meeting ("EOGM") held on 27.02.2020	BSE has made an observation that the Company is not in compliance with Regulation 163(2) of SEBI (ICDR), 2018, as the Auditors Certificate was obtained after the date of Extra-Ordinary General Meeting (EOGM).



	accordance with the requirements of these regulations .		which has been adopted/ratified by the shareholders of the Company in the said Meeting.	
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
Refer Serial No. (a)				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has delayed submission of unaudited quarterly standalone financial results for the quarter ended	The Company has submitted unaudited quarterly standalone financial results for the quarter ended 30 th September, 2018	The Company paid penalty as levied by the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited	Since the Company has paid the penalty imposed by Bombay Stock Exchange Limited ("BSE") and the



<p>30th September, 2018 along with Limited Review Report to the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") by one day i.e. on November 15, 2018. However, the Company has paid the penalty levied by the said Stock Exchanges for delayed submission of the said Financial results.</p>	<p>along with Limited Review Report to the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") on November 15, 2018 and has paid penalty for delayed submission as levied by the said Stock Exchanges.</p>	<p>("NSE")for delayed submission of the unaudited financial results for the quarter ended 30th September 2018.</p>	<p>National Stock Exchange of India Limited ("NSE"), the Company has complied with the observation.</p>
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Place: Mumbai
Date: 06/07/2020
UDIN: F001473B000422421

For S.K.JAIN & Co.

S.K. Jain

CS. Dr. S. K. Jain

Practicing Company Secretary

Membership No.1473

COP No. 3076

