

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **DCW Limited**
 2. Quarter ending - **March 31, 2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	PRAMOD KUMAR SHRIYANSPRASAD JAIN	00380458	AAAPJ6823A	C,ED	MD	01-Apr-1992	27-Feb-2020		36	12-Jan-1938	NA		1	0	1	0	SC	
Mr.	BAKUL PREMCHAND JAIN	00380256	AABPJ5484A	ED	MD	01-Nov-1996	27-Feb-2020		36	14-Apr-1955	NA		3	2	5	3	SC	
Mr.	MUDIT SHARADKUMAR JAIN	00647298	AABPJ3331N	ED	MD	06-Aug-2012	27-Feb-2020		36	03-Sep-1962	NA		1	0	0	0		
Mr.	VIVEK SHASHICHAND	00502027	ACUPJ6757H	ED	MD	01-Mar-2014	27-Feb-2020		36	28-May-1958	NA		1	0	0	0		

	JAIN																	
Mr.	SALIL KAPOOR	02256540	AAWPK1877D	ID		23-Oct-2013	30-Sep-2019		60	16-Nov-1958	NA		1	1	0	0		
Mrs.	SUJATA RANGNEKAR SANTOSH	06425371	AABPR1140H	ID		31-Oct-2012	30-Sep-2019		60	11-Oct-1962	NA		1	1	1	1	AC,NRC	
Mr.	KRISHNAMOORTHY KRISHNAN	08129657	AABPK1158Q	ID		22-May-2018	22-May-2018		60	19-May-1962	NA		2	2	4	3	AC,SC,NRC	
Mr.	MAHESH VENNELKANTI	03633359	AABPV4551A	ID		28-Jun-2019	28-Jun-2019		24	26-Apr-1947	NA		1	1	1	0	AC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SUJATA RANGNEKAR SANTOSH	ID	Chairperson	31-Oct-2012	
2	KRISHNAMOORTHY KRISHNAN	ID	Member	22-May-2018	
3	MAHESH VENNELKANTI	ID	Member	28-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	KRISHNAMOORTHY KRISHNAN	ID	Chairperson	22-May-2018	
2	PRAMODKUMAR SHRIYANSPRASAD JAIN	C,ED	Member	19-May-2014	
3	BAKUL PREMCHAND JAIN	ED	Member	19-May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SUJATA RANGNEKAR SANTOSH	ID	Chairperson	31-Oct-2012	
2	KRISHNAMOORTHY KRISHNAN	ID	Member	22-May-2018	
3	MAHESH VENNELKANTI	ID	Member	28-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Nov-2019	28-Jan-2020	Yes	5	2
	11-Feb-2020	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	74

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2019		Yes	3	3
Audit Committee		11-Feb-2020	Yes	3	3
Nomination & Remuneration Committee	14-Nov-2019		Yes	3	3
Nomination & Remuneration Committee		28-Jan-2020	Yes	2	2
Stakeholders Relationship Committee	14-Oct-2019		Yes	2	1
Stakeholders Relationship Committee	15-Oct-2019		Yes	2	1
Stakeholders Relationship Committee	26-Oct-2019		Yes	2	0
Stakeholders Relationship Committee	21-Nov-2019		Yes	2	0
Stakeholders Relationship Committee	22-Nov-2019		Yes	2	0
Stakeholders Relationship Committee	26-Nov-2019		Yes	2	0
Stakeholders Relationship Committee	16-Dec-2019		Yes	2	0
Stakeholders Relationship Committee	19-Dec-2019		Yes	2	0
Stakeholders Relationship Committee		02-Jan-2020	Yes	2	0
Stakeholders Relationship Committee		25-Jan-2020	Yes	2	0
Stakeholders Relationship Committee		05-Feb-2020	Yes	2	0
Stakeholders Relationship Committee		29-Feb-2020	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Affirm Comments

Name : PRAMODKUMAR SHRIYANSPRASAD JAIN
Designation : Managing Director

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>	<i>Website</i>
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.dcwLtd.com/
Terms and conditions of appointment of independent directors	Yes		http://www.dcwLtd.com/
Composition of various committees of board of directors	Yes		http://www.dcwLtd.com/
Code of conduct of board of directors and senior management personnel	Yes		http://www.dcwLtd.com/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.dcwLtd.com/
Criteria of making payments to non-executive directors	Yes		http://www.dcwLtd.com/
Policy on dealing with related party transactions	Yes		http://www.dcwLtd.com/
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		http://www.dcwLtd.com/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://www.dcwLtd.com/
Contact information of the designated officials of the listed entity who are	Yes		http://www.dcwLtd.com/
Financial results	Yes		http://www.dcwLtd.com/
Shareholding pattern	Yes		http://www.dcwLtd.com/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	Not Applicable		
New name and the old name of the listed entity	Yes		http://www.dcwLtd.com/
Advertisements as per regulation 47 (1)	Yes		http://www.dcwLtd.com/
Credit rating or revision in credit rating obtained by the entity for all	Yes		http://www.dcwLtd.com/
Separate audited financial statements of each subsidiary of the listed entity in	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.dcwLtd.com/
Materiality Policy as per Regulation 30	Yes		http://www.dcwLtd.com/
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		http://www.dcwLtd.com/
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : PRAMODKUMAR SHRIYANSPRASAD JAIN
Designation : Managing Director