

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **DCW Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chair person / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1 A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17 A (1)]	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(s) including this listed entity	Membership in Committees of the Company	Remarks	





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Company Remarks	Mr. Pradip Madhavji and Mr. Krishnamoorthy Krishnan were appointed as an additional director who are also an Independent Director on 13/11/2017 and 22/05/2018 and now are appointed as an Independent Director by shareholders of the Company w.e.f 27/09/2018 for a period of 5 years effective from their first date of appointment.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pradip Madhavji	ID	Member	27-Sep-2018	
2	Krishnamoorthy Krishnan	ID	Member	27-Sep-2018	
3	Sujata Santosh Rangnekar	ID	Chairperson	13-Aug-2018	

Company Remarks	Note : Mr. D. Ganapathy resigned 07/05/2018. Mr. Krishnamoorthy Krishnan was appointed as an additional director who is also an Independent Director w.e.f 29/05/2018 till the conclusion of the upcoming annual general meeting.
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Krishnamoorthy Krishnan	ID	Chairperson	27-Sep-2018	
2	Pramodkumar Sriyansprasad Jain	C & ED	Member	19-May-2014	
3	Bakul Premchand Jain	ED	Member	19-May-2014	

Company Remarks	Note : Mr. D. Ganapathy resigned 07/05/2018. Mr. Krishnamoorthy Krishnan was appointed as an additional director who is also an Independent Director w.e.f 29/05/2018 till the conclusion of the upcoming annual general meeting.
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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Company Remarks	
Whether Regular	

chairperson appointed	
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**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Krishnamoorthy Krishnan	ID	Member	27-Sep-2018	
2	Pradip Madhavji	ID	Member	27-Sep-2018	
3	Sujata Santosh Rangnekar	ID	Chairperson	13-Aug-2018	

Company Remarks	Note : Mr. D. Ganapathy resigned 07/05/2018. Mr. Krishnamoorthy Krishnan was appointed as an additional director who is also an Independent Director w.e.f 29/05/2018 till the conclusion of the upcoming annual general meeting.
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
15-Nov-2018				
29-Mar-2019				

Company Remarks	
Maximum gap between any two consecutive (in number of days)	88

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	15-Nov-2018	Yes		3		
Stakeholders Relationship Committee	05-Oct-2018	Yes		2		
Stakeholders Relationship Committee	26-Oct-2018	Yes		2		
Stakeholders Relationship Committee	02-Nov-2018	Yes		2		

Stakeholders Relationship Committee	23-Nov-2018	Yes		2		
Stakeholders Relationship Committee	30-Nov-2018	Yes		2		
Stakeholders Relationship Committee	07-Dec-2018	Yes		2		
Stakeholders Relationship Committee	14-Dec-2018	Yes		2		
Stakeholders Relationship Committee	21-Dec-2018	Yes		2		
Stakeholders Relationship Committee	28-Dec-2018	Yes		2		
Nomination & Remuneration Committee	13-Mar-2019	Yes		3		

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

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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 1000 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:

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**Name** : **Jigna Karnick**  
**Designation** : **Company Secretary**

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.dcw ltd.com
Terms and conditions of appointment of	Yes		www.dcw ltd.com
Composition of various committees of	Yes		www.dcw ltd.com
Code of conduct of board of directors and	Yes		www.dcw ltd.com
Details of establishment of vigil mechanism/	Yes		www.dcw ltd.com
Criteria of making payments to non-	Yes		www.dcw ltd.com
Policy on dealing with related party	Yes		www.dcw ltd.com
Policy for determining 'material' subsidiaries	Yes		www.dcw ltd.com
Details of familiarization programs imparted	Yes		www.dcw ltd.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.dcw ltd.com
Contact information of the designated	Yes		www.dcw ltd.com
Financial results	Yes		www.dcw ltd.com
Shareholding pattern	Not		
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	%ann2c15%	%ann2rem15%	%ann2web15%
New name and the old name of the listed	%ann2c16%	%ann2rem16%	%ann2web16%
Advertisements as per regulation 47 (1)	%ann2c17%	%ann2rem17%	%ann2web17%
Credit rating or revision in credit rating	%ann2c18%	%ann2rem18%	%ann2web18%
Separate audited financial statements of	%ann2c19%	%ann2rem19%	%ann2web19%
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	%ann2c21%	%ann2rem21%	%ann2web21%
Materiality Policy as per Regulation 30	%ann2c22%	%ann2rem22%	%ann2web22%
Dividend Distribution policy as per	%ann2c23%	%ann2rem23%	%ann2web23%
It is certified that these contents on the	%ann2c24%	%ann2rem24%	%ann2web24%
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<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)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	%ann2c54%	%ann2rem54%
	24(A)	%ann2c55%	%ann2rem55%
<i>Alternate Director to Independent Director</i>	25(1)	%ann2c56%	%ann2rem56%
<i>Maximum Tenure</i>	25(2)	%ann2c57%	%ann2rem57%
<i>Meeting of independent directors</i>	25(3) & (4)	%ann2c58%	%ann2rem58%
<i>Familiarization of independent directors</i>	25(7)	%ann2c59%	%ann2rem59%
<i>Declaration from Independent Director</i>	25(8) & (9)	%ann2c60%	%ann2rem60%
<i>D &amp; O Insurance for Independent</i>	25(10)	%ann2c61%	%ann2rem61%
<i>Memberships in Committees</i>	26(1)	%ann2c62%	%ann2rem62%
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	%ann2c63%	%ann2rem63%
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	%ann2c64%	%ann2rem64%

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	%ann2c65%	%ann2rem65%
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<b>Other Information</b>	
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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. - **Yes**

<b>Other Information</b>	
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**Name** : **Jigna Karnick**  
**Designation** : **Company Secretary**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

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**Name:**  
**Designation:** anx4Designation  
**Place:**  
**Date:**