



September 28, 2018

**National Stock Exchange of India Ltd.**

Exchange Plaza Bldg.  
5<sup>th</sup> Floor, Plot No.C-1  
'G' Block, Near Wockhardt,  
Bandra Kurla Complex  
Mumbai - 400 051.  
Fax : 26598237/3866418124/25/26;  
26598348

**The Mumbai Stock Exchange**

Department of Corporate Services,  
1<sup>st</sup> floor, New Trading Ring  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Fax : 272 3121 / 3719 / 2037 / 2039

**Sub: Scrutinizer's report and voting results of the 79<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018.**

Pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that the resolutions contained in the Notice dated 13<sup>th</sup> August, 2018 as per Section 110 of the Companies Act, 2013 seeking consent of members have been passed with requisite majority.

We enclose herewith the results of Voting by means of remote E-voting and Physical Ballot Papers for the resolutions as mentioned in the Notice dated 13<sup>th</sup> August, 2018 in the prescribed format alongwith the copy of Consolidated Scrutinizer Report including remote E-voting and voting through ballot paper.

For DCW LTD

Jigna Karnick

Dy. Company Secretary.

**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

**FORM NO. MGT-13**  
**SCRUTINIZER'S REPORT.**

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,

NAME OF THE COMPANY	<b>D C W LIMITED</b>
MEETING	<b>79<sup>th</sup> Annual General Meeting</b>
DATE & TIME	<b>Thursday, September 27, 2018 at 10:00 A.M.</b>
VENUE	<b>Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363315, Gujarat State.</b>

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, Beside Manama Hotel, Opp. St. George Hospital, Mumbai: 400 001, was appointed as Scrutinizer by the Board of Directors of **M/s. D C W LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) 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 79<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 27, 2018 at 10:00 A.M. at the Registered Office of the Company situated at (Guest House No. 2) at Dhrangadhra - 363315, Gujarat State, submit my report as under:



11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai-400001.  
Mob.: 96196 43088 / 93206 47478 • Off.: 2269 5288  
E-mail : skjaincs1944@gmail.com / csskjain1944@gmail.com



## 1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Services (India) Limited (NSDL) as on 3<sup>rd</sup> September, 2018, it has completed dispatch of the Notice of the AGM to 59840 Shareholders as under;

### > By Courier:

On 3<sup>rd</sup> September 2018 the Notice was sent through courier to 22182 Shareholders.

### > By Electronic Means:

On 4<sup>th</sup> September, 2018 the Registrar and Share Transfer Agents sent 37658 e-mails to Shareholders who had registered their email- id's with Depositories/the Company.

## 2. Cut-off Date

The Voting rights were reckoned as on Thursday, September 20, 2018 being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

## 3. Remote e-Voting

### i. Agency:

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

### ii. Remote e-Voting:

The remote e-Voting platform was open from 10:00 A.M. on Monday, September 24, 2018 upto 5:00 P.M. on Wednesday, September 26, 2018 and shareholders were requested to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by NSDL.



#### 4. Voting at the AGM

i. Members present in person / through authorized representatives-	62
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	1
Members present but did not participate in Poll and also did not had exercised their votes through E-Voting-	0
Members who cast vote through Poll	61

- ii. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- iii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

#### 5. Counting Process:

- i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 05:16 p.m. in presence of two witnesses who were not in the employment of the Company. The ballot box was opened and polling papers were removed and examined.

*Shridhankar*

Name: Ms. Vrushali Shridhankar

*Neha*

Name: Ms. Neha Sethia.

- ii. Thereafter, the details of equity shareholders, who voted for or against as extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Services (India) Limited (NSDL) (<https://www.evoting.nsdl.com>)
- iii. The combined result of remote E-voting and poll is as under



**VOTING RESULTS**

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

Date of the AGM/EGM	27 <sup>th</sup> September, 2018
Total number of shareholders on cut-off date	59099
No. of Shareholders present in the meeting either in person or through proxy:	62
Promoters and Promoter Group:	32
Public:	29



ORDINARY BUSINESS

Resolution No. 1

To consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 and the Reports of the Directors and the 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		100739344	99.0126	100739344	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>101743923</b>	<b>100739344</b>	<b>99.0126</b>	<b>100739344</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>22467793</b>	<b>37654</b>	<b>0.1676</b>	<b>37654</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	96775691	65572	0.0678	65187	385	99.4129	0.5871
	Poll		21112	0.0218	21112	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>96775691</b>	<b>86684</b>	<b>0.0896</b>	<b>86299</b>	<b>385</b>	<b>99.5556</b>
<b>Total</b>		<b>220987407</b>	<b>100863682</b>	<b>45.6423</b>	<b>100863297</b>	<b>385</b>	<b>99.9996</b>	<b>0.0004</b>



Resolution No. 2

To appoint a Director in place of Shri Bakul Jain, (DIN: 00380256) who retires by rotation and being eligible, offers himself for reappointment.

Resolution required:		ORDINARY RESOLUTION						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		100739344	99.0126	100739344	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		100739344	99.0126	100739344	0	100.0000	0
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		37654	0.1676	37654	0	100.0000	0
Public- Non Institutions	E-Voting	96775691	65572	0.0988	58987	6585	89.9576	10.0424
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		86684	0.0896	80099	6585	92.4034	7.5966
Total		220987407	100863682	45.6423	100857097	6585	99.9935	0.0065



SPECIAL BUSINESS

Resolution No. 3

Appointment of Shri Pradip Madhavji (Din No.: 00272161) as an Independent Director of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		100739344	99.0126	100739344	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		101743923	100739344	99.0126	100739344	0	100.0000
Public- Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22467793	37654	0.1676	37654	0	100.0000
Public- Non Institutions	E-Voting	96775691	65572	0.0678	64987	585	99.1079	0.8921
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		96775691	86684	0.0896	86099	585	99.3251
Total		220987407	100863682	45.6423	100863097	585	99.9994	0.0006





Resolution No. 4

Appointment of Shri Krishnamoorthy Krishnan (DIN No.: 08129657) as an Independent Director of the Company.

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		100739344	99.0126	100739344	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		101743923	100739344	99.0126	100739344	0	100.0000
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22467793	37654	0.1676	37654	0	100.0000
Public- Non Institutions	E-Voting	96775691	65572	0.0678	64987	585	99.1079	0.8921
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		96775691	86684	0.0896	86099	585	99.3251
Total		220987407	100863682	45.6423	100863097	585	99.9994	0.0006



Resolution No. 5

Reappointment of Shri Saatvik Jain as President of the Company

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		38832969	38.1674	38832969	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		101743923	38832969	38.1674	38832969	0	100.0000
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22467793	37654	0.1676	37654	0	100
Public- Non Institutions	E-Voting	96775691	65562	0.0677	58977	6585	89.9561	10.0439
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		96775691	86674	0.0896	80089	6585	92.4026
Total		220987407	38957297	17.6287	38950712	6585	99.9831	0.0169



Resolution No. 6

Reappointment of Shri Ashish Jain as Sr. President of the Company

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		32908120	32.3441	32908120	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	101743923	32908120	32.3441	32908120	0	100.0000	0
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	22467793	37654	0.1676	37654	0	100.0000	0
Public- Non Institutions	E-Voting	96775691	65572	0.0678	58987	6585	89.9576	10.0424
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	96775691	86684	0.0896	80099	6585	92.4034	7.5966
Total		220987407	33032458	14.9477	33025873	6585	99.9801	0.0199



Resolution No. 7

Reappointment of Smt. Paulomi Jain as President of the Company

Resolution required:			ORDINARY RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101743923	0	0	0	0	0	0
	Poll		40024161	39.3381	40024161	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>101743923</b>	<b>40024161</b>	<b>39.3381</b>	<b>40024161</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	22467793	37654	0.1676	37654	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>22467793</b>	<b>37654</b>	<b>0.1676</b>	<b>37654</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	96775691	64872	0.0670	58287	6585	89.8494	10.1508
	Poll		21112	0.0218	21112	0	100.0000	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>96775691</b>	<b>85984</b>	<b>0.0888</b>	<b>79399</b>	<b>6585</b>	<b>92.3416</b>
<b>Total</b>		<b>220987407</b>	<b>40147799</b>	<b>18.1674</b>	<b>40141214</b>	<b>6585</b>	<b>99.9983</b>	<b>0.017</b>

