

**ANNEXURE I**

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

1. Name of Listed Entity - **DCW Limited**  
 2. Quarter ending - **31-Mar-2023**

**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 members 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	Ms. Sujata Rangnekar was initially appointed as director on the Board of the Company on 31-10-2012. Consequent to the introduction of Companies Act, 2013, Ms. Rangnekar was appointed as Independent Director on the Board of the Company for a term of 5 years with effect from 13-08-2014. Therefore the tenure is calculated from 13-08-2014 i.e. 103.19 months.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SUJATA SANTOSH RANGNEKAR	ID	Chairperson	31-Oct-2012	
2	KRISHNAMOORTHY	ID	Member	22-May-2018	

	KRISHNAN				
3	MAHESH VENNELKANTI	ID	Member	28-Jun-2019	

Company Remarks	
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	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 Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	PRAMODKUMAR SHRIYANSPRASAD JAIN	C,ED	Chairperson	30-Jul-2021	
2	KRISHNAMOORTHY KRISHNAN	ID	Member	30-Jul-2021	
3	SAATVIK VIVEK JAIN	President	Member	30-Jul-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

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

Company Remarks	
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

11-Nov-2022	Yes	6	4	2
09-Feb-2023	Yes	6	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

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	11-Nov-2022	Yes	3	2	2	0
Audit Committee	09-Feb-2023	Yes	3	2	2	0
Stakeholders Relationship Committee	14-Nov-2022	Yes	3	2	1	0
Stakeholders Relationship Committee	07-Dec-2022	Yes	3	3	1	0
Stakeholders Relationship Committee	28-Dec-2022	Yes	3	3	1	0
Stakeholders Relationship Committee	06-Jan-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	27-Jan-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	02-Feb-2023	Yes	3	2	1	0
Stakeholders Relationship Committee	11-Feb-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	16-Feb-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	23-Feb-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	27-Feb-2023	Yes	3	3	1	0

Relationship Committee						
Stakeholders Relationship Committee	02-Mar-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	16-Mar-2023	Yes	3	2	1	0
Risk Management Committee	09-Feb-2023	Yes	2	2	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

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 1000 listed entities) - **Yes**
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:



**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)

<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>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://dcw ltd.com/">https://dcw ltd.com/</a>
Terms and conditions of appointment of	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Composition of various committees of	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Code of conduct of board of directors and	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Criteria of making payments to non-	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Policy on dealing with related party	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Contact information of the designated	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Financial results	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Shareholding pattern	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
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	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Credit rating or revision in credit rating	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Separate audited financial statements of	Not		
<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)	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
Dividend Distribution policy as per	Yes		<a href="https://dcw ltd.com/wp-">https://dcw ltd.com/wp-</a>
It is certified that these contents on the	Yes		<a href="https://dcw ltd.com/inve">https://dcw ltd.com/inve</a>
<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)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A) 25(1)	Yes 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 &amp; O Insurance for Independent</i>	25(10)	Yes	
<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	
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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. - **Not Applicable**

<b>Other Information</b>	<b>The Company does not have any Subsidiary Company as on 31st March, 2023</b>
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**Name** : **PRAMODKUMAR SHRIYANSPRASAD JAIN**  
**Designation** : **Managing Director**

**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**

Aggregate amount advanced 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>	<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>
0	0	0	0	0	0	0	0

**(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:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(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:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(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:** Pradipto Mukherjee  
**Designation:** Chief Financial Officer  
**Place:** Mumbai  
**Date:** 20-Apr-2023