



December 30, 2020

To,

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:26598237/38 Scrip Code : DCW	BSE Limited, 1st 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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**Sub: Proceedings of 81st Annual General Meeting ("AGM") of the Company held on December 29, 2020 - Regulation 30 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), please find enclosed herewith the summary of the proceedings of the 81<sup>st</sup> Annual General Meeting of the Company held on December 29, 2020 and marked as Annexure - A

The above is for your information, records and reference. Please note that this document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

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@dcw ltd.com, Website: www.dcw ltd.com, CIN-L24110GJ1939PLC000748

Annexure - A

Summary of the proceedings of the 81<sup>st</sup> Annual General Meeting conducted through Video Conferencing (VC)

The 81<sup>st</sup> Annual General Meeting ("AGM") of DCW Limited ("the Company") was held on Tuesday, December 29, 2020 through Video Conference (VC). The Meeting commenced at 12:00 noon (IST).

In view of the Covid-19 pandemic and social distancing norms, the AGM was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), and the Securities and Exchange Board of India ("SEBI").

Mr. Pramod Kumar Jain, Chairman of the Board, chaired the meeting and welcomed the Members present at the 81<sup>st</sup> AGM of the Company. The Chairman after ascertaining that the requisite quorum was present, called the Meeting to order.

He then informed that all the members of the Board including Mrs. Sujata Rangnekar, the Chairperson of the Audit Committee and Nomination and Remuneration Committee and Mr. Krishnamoorthy Krishnan, the Chairman of Stakeholders' Relationship Committee were present at the Meeting. The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their shareholdings, the Memorandum and Articles of Association of the Company, the Certificate from the Statutory Auditors of the Company as required under Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other statutory registers and documents required to be kept at the AGM and as mentioned in the Notice of the AGM were kept available for inspection in electronic mode upon NSDL's e-voting system and also on the Company's website.

The Notice of the 81<sup>st</sup> AGM along with the copies of the Audited Financial Statements i for the financial year ended March 31, 2020 together with the Directors'

A circular blue stamp with the text "DCW LIMITED" around the top and "MUMBAI" around the bottom. A handwritten signature in blue ink is written across the stamp.

and Auditors' Reports were dispatched electronically to all the Members within the statutory period in accordance section 101 of Companies Act, 2013, the MCA and SEBI circulars. With the consent of the Members present at the Meeting, the Notice of the 81<sup>st</sup> AGM was taken as read.

The Chairman further informed the Members present that there were no qualifications or observations or adverse remarks in the Report of the Statutory Auditor on the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and in the Report of the Secretarial Auditors, *which have adverse effects on the functioning of the Company* and hence the said Reports were taken as read, with the consent of the Members present.

The Chairman then informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members. The remote e-voting period commenced on Saturday, 26<sup>th</sup> December, 2020 from 9:00 a.m. and concluded on Monday, 28<sup>th</sup> December, 2020 at 5.00 p.m. The Chairman further informed that the Company had also provided facility of e-voting during the AGM through electronic means.

The Chairman informed the Members that the Board of Directors of the Company had appointed CS. Dr. S. K. Jain (Membership No. FCS 1473), of M/s. S. K. Jain & Co, Practising Company Secretaries as the Scrutinizer to scrutinize the voting process through remote e-voting and e-voting during the AGM in a fair and transparent manner.

The Chairman then delivered his speech briefing the Members present on the performance and business overview of the Company.

Thereafter, the Chairman offered an opportunity to the Members who had registered themselves as speakers to express their views or ask questions / queries on resolutions proposed as set out in the Notice of the AGM. The Chairman addressed and responded to the questions and clarifications sought by the speakers.

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Thereafter, the following items of business as set out in the Notice convening the 81<sup>st</sup> Annual General Meeting dated November 27, 2020 were transacted and commended to the Members for their approval:

Item No.	Item Description	Business Type
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon	Ordinary
2.	To appoint Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment	Ordinary
3.	Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore)	Special
4.	Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore)	Special
5.	Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2021	Special

All items as set out above were transacted through remote e-voting and e-voting during the AGM through electronic means.

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The Chairman informed the members that the combined results of voting (remote e-voting and e-voting during the AGM) along with the Scrutinizers' Combined Report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company are listed. He further informed that the combined results shall also be uploaded on the website of the Company and NSDL simultaneously.

The Meeting concluded at 12.33 p.m. with a vote of thanks to the Chair.

Thanking You,

Yours faithfully,  
For DCW Limited



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