

# Corporate Governance

General information about company	
Scrip Code	500117
NSE Symbol	DCW
MSEI Symbol	NOTLISTED
ISIN	INE500A01029
Name of the entity	DCW Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Not Applicable

Annexure I to be submitted by listed entity on quarterly basis											
Disclosure of notes on composition of board of directors explanatory											
Whether the listed entity has a Regular Chairperson											Yes
Whether Chairperson is related to MD or CEO											Yes
											Disqualification of Directors under section 164 of the
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification
1	Mr.	PRAMODKUMAR SHRIYANSPRASAD JAIN	AAAPJ6823A	00380458	Executive Director	Chairperson related to Promoter	MD	12-Jan-1938	No		
2	Mr.	BAKUL PREMCHAND JAIN	AABPJ5484A	00380256	Executive Director	Not Applicable	MD	14-Apr-1955	No		
3	Mr.	VIVEK SHASHICHAND JAIN	ACUPJ6757H	00502027	Executive Director	Not Applicable	MD	28-May-1958	No		
4	Mrs.	SUJATA SANTOSH RANGNEKAR	AABPR1140H	06425371	Non-Executive - Independent Director	Not Applicable		11-Oct-1962	No		
5	Mr.	KRISHNAMOORTHY KRISHNAN	AABPK1158Q	08129657	Non-Executive - Independent Director	Not Applicable		19-May-1962	No		
6	Mr.	MAHESH VENNELKANTI	AABPV4551A	03633359	Non-Executive - Independent Director	Not Applicable		26-Apr-1947	No		

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ret
1	06425371	SUJATA SANTOSH RANGNEKAR	Non-Executive - Independent Director	Chairperson	31-Oct-2012		
2	08129657	KRISHNAMOORTHY KRISHNAN	Non-Executive - Independent Director	Member	22-May-2018		
3	03633359	MAHESH VENNELKANTI	Non-Executive - Independent Director	Member	28-Jun-2019		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Rem
1	06425371	SUJATA SANTOSH RANGNEKAR	Non-Executive - Independent Director	Chairperson	31-Oct-2012		
2	08129657	KRISHNAMOORTHY KRISHNAN	Non-Executive - Independent Director	Member	22-May-2018		
3	03633359	MAHESH VENNELKANTI	Non-Executive - Independent Director	Member	28-Jun-2019		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	08129657	KRISHNAMOORTHY KRISHNAN	Non-Executive - Independent Director	Chairperson	22-May-2018		
2	00380458	PRAMODKUMAR SHRIYANSPRASAD JAIN	Executive Director	Member	19-May-2014		
3	00380256	BAKUL PREMCHAND JAIN	Executive Director	Member	19-May-2014		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00380458	PRAMODKUMAR SHRIYANSPRASAD JAIN	C,ED	Chairperson	30-Jul-2021		
2	08129657	KRISHNAMOORTHY KRISHNAN	ID	Member	30-Jul-2021		
3	00000000	SAATVIK VIVEK JAIN	President	Member	30-Jul-2021		

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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 attend the meeting*
1	08-Nov-2023			true	6	6	3
2	14-Feb-2024	97		true	6	5	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending meeting (other than Board of Directors)
2	Audit Committee	14-Feb-2024	97			true	3	3	3	0
3	Nomination and remuneration committee	08-Nov-2023				true	3	3	3	0
4	Risk Management Committee	28-Dec-2023	49			true	2	2	1	1
5	Stakeholders Relationship Committee	12-Oct-2023				true	3	2	1	0
6	Stakeholders Relationship Committee	18-Oct-2023	5			true	3	2	1	0
7	Stakeholders Relationship Committee	27-Oct-2023	8			true	3	3	1	0
8	Stakeholders Relationship Committee	01-Nov-2023	4			true	3	2	0	0
9	Stakeholders Relationship Committee	02-Nov-2023	0			true	3	2	0	0



**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions	
Disclosure of notes of material transaction with related party	

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Other details of cyber security incidence or breaches or loss of data event

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr	Date of the event	Brief details of the event
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**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance statu (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:
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**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	PRAMODKUMAR SHRIYANSPRASAD JAIN
2	Designation	Managing Director

**Annexure II**

**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://dcw ltd.com/about-us/">https://dcw ltd.com/about-us/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/02/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf">https://dcw ltd.com/wp-content/uploads/2023/02/Terms-and-Conditions-of-Appointment-of-Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2021/12/composition_of_committee.pdf">https://dcw ltd.com/wp-content/uploads/2021/12/composition_of_committee.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/05/Code-of-Conduct-Board-Members-And-Senior-Management-Personnel.pdf">https://dcw ltd.com/wp-content/uploads/2023/05/Code-of-Conduct-Board-Members-And-Senior-Management-Personnel.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/02/Whistle-Blower-Policy.pdf">https://dcw ltd.com/wp-content/uploads/2023/02/Whistle-Blower-Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/02/Criteria-to-making-payment-to-ID-NED.pdf">https://dcw ltd.com/wp-content/uploads/2023/02/Criteria-to-making-payment-to-ID-NED.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/02/RPT-Policy.pdf">https://dcw ltd.com/wp-content/uploads/2023/02/RPT-Policy.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/04/Familiarization-programme-for-ID.pdf">https://dcw ltd.com/wp-content/uploads/2023/04/Familiarization-programme-for-ID.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
12	Financial results	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
13	Shareholding pattern	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
21	Materiality Policy as per Regulation 30(4)	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/04/Determining-materiality-of-information.pdf">https://dcw ltd.com/wp-content/uploads/2023/04/Determining-materiality-of-information.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A(1)	Yes		<a href="https://dcw ltd.com/wp-content/uploads/2023/02/Dividend-Distribution-Policy.pdf">https://dcw ltd.com/wp-content/uploads/2023/02/Dividend-Distribution-Policy.pdf</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		<a href="https://dcw ltd.com/investors/">https://dcw ltd.com/investors/</a>





**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

**Annexure II**

1	Name of signatory	PRAMODKUMAR SHRIYANSPRASAD JAIN
2	Designation	Managing Director

**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Additional Half yearly Disclosure**

Applicability of disclosure	Applicable
Reason for Non Applicability	

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	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)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	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**

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

(D) Additional Information

**II. Affirmations**

Affirmations	Compliance Status	Company Remarks
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.	Yes	
Name	Pradipto Mukherjee	
Designation	CFO	
Place	Mumbai	
Date	17-Apr-2024	