



December 20, 2024

To,

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| National Stock Exchange of India Ltd. Exchange Plaza Bldg., 5 th Floor, Plot No.C-1, 'G' Block, Near Wockhardt, Bandra Kurla Complex Mumbai 400 051 Fax:26598237/38 Symbol: DCW | BSE Limited Department of Corporate Services, 1 st 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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Subject: Submission of Voting Result along with Scrutinizer Report for the Postal Ballot under Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

This is in furtherance to our letter dated November 19, 2024, whereby we had submitted the Postal Ballot Notice dated October 17, 2024, for seeking consent of the Members of the Company by way of Ordinary and Special Resolutions through remote e-Voting process. The details of the Resolutions are given below:

| Sr. No. | Type of Resolution | Description of Resolution |
|---------|---------------------|---|
| 1. | Ordinary Resolution | Appointment of Mr. Ashish Jain (DIN: 00866676) as Director of the Company |
| 2. | Special Resolution | Appointment of Mr. Ashish Jain (DIN: 00866676) as Managing Director of the Company |
| 3. | Special Resolution | Appointment of Ms. Poornima Prabhu (DIN: 03114937) as an Independent Director of the Company for a term of five consecutive years from September 27, 2024 to September 26, 2029 |
| 4. | Ordinary Resolution | Appointment of Mrs. Sonalika Jain as President of the Company |
| 5. | Ordinary Resolution | Re-classification of Shareholding from "Promoter Group" Category to "Public" Category |
| 6. | Ordinary Resolution | Payment of Performance-based Bonus to Mr. Saatvik Jain, President of the Company |

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.

TEL.: 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email ho@dcw ltd.com Website www.dcw ltd.com. CIN-L24110GJ1939PLC000748





The remote e-voting process concluded on December 19, 2024, at 5:00 p.m. (IST), post which, Mr. Saurabh Agrawal (COP No. 20907), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, the Scrutinizer has submitted his report on the results of the Postal Ballot on December 20, 2024. Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the aforementioned Resolutions with the requisite majority.

In this regard, please find enclosed the Report of the Scrutinizer dated December 20, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure A**

The Voting Results along with the Scrutinizer's Report is also being made available on the Company's website at www.dcwlimited.com and on website of the National Securities Depository Limited www.evoting.nsd.com.

This is for your information and records.

Thanking You,

Yours faithfully,

For DCW Limited



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

Encl :A/a

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021

TEL.: 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email ho@dcwlimited.com Website www.dcwlimited.com. CIN-L24110GJ1939PLC000748

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600
LLPIN: AAR-9997

**Report of Scrutinizer for Voting through remote e-voting on Postal Ballot
[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of
the Companies (Management and Administration) Rules 2014]**

To,
The Chairperson
M/s DCW Limited ("the Company")
Dhrangadhra, Gujarat, 363315

**Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms
of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of
the Companies (Management and Administration) Rules, 2014**

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Saurabh Aggarwal (COP: 20907), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company on October 17, 2024 for scrutiny of the votes casted through electronic means for the postal ballot process in respect of the resolution as set out in the Postal Ballot Notice dated October 17, 2024 ("Notice").
- B. Member's approvals were sought for approving the following Special businesses i.e.,
- i. Appointment of Mr. Ashish Jain (DIN: 00866676) as Director of the Company through an Ordinary Resolution.
 - ii. Appointment of Mr. Ashish Jain (DIN: 00866676) as Managing Director of the Company through a Special Resolution.
 - iii. Appointment of Ms. Poornima Prabhu (DIN: 03114937) as an Independent Director of the Company for a term of five consecutive years from September 27, 2024 to September 26, 2029 through a Special Resolution.
 - iv. Appointment of Mrs. Sonalika Jain as President of the Company through an Ordinary Resolution.
 - v. Re- Classification of shareholding from "Promoter Group" Category to "Public Category" through an Ordinary Resolution.

- vi. Payment of performance-based Bonus to Mr. Saatvik Jain, President of the Company through an Ordinary Resolution.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 dated 19th September 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the electronic copy of the Notice and the explanatory statement along with the procedure for remote e-voting in terms of the MCA Circulars were sent to those members on Tuesday, November 19, 2024 whose e-mail addresses were registered with the Company/Depository Participant(s) and whose name(s) appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, November 15, 2024 ("Cut-off date").
- D. The Company had appointed National Securities Depository Limited ("NSDL") for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Wednesday, November 20, 2024 at 9.00 A.M (IST) and ends on Monday, December 19, 2024 at 5.00 P.M (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Monday, December 19, 2024 at 5.00 P.M (IST), the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e., www.evoting.nsdl.com.
- H. The Register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. Resolution No. 5 of this report is Promoter Reclassification pursuant to Regulation 31A of Listing Regulations. Further, Regulation 31A (3)(a)(iii) requires that the promoter(s) seeking reclassification and the persons related to such promoter shall not vote to approve such reclassification request. Accordingly, we have reconciled from list of promoter and related parties given to us by the Company and excluded their voting while finalizing the voting results for said resolution.
- J. On the basis of the votes exercised by the shareholders of the Company through remote e-Voting, I have issued this Scrutinizer's Report dated December 20, 2024.

Results of the Postal Ballot through remote e-voting are as under:

Resolution Item No. 1: Ordinary Resolution

Appointment of Mr. Ashish Jain (DIN: 00866676) as Director of the Company:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | $[3]=\{[2]/[1]\}*100$ | [4] | [5] | $[6]=\{[4]/[2]\}*100$ | $[7]=\{[5]/[2]\}*100$ |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 13,23,97,854 | 99.9994 | 13,23,97,854 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 1,14,24,455 | 0 | 100.0000 | 0.0000 |
| 3. | Public Non-Institutions | | 12,81,43,093 | 2,09,49,601 | 16.3486 | 2,09,38,218 | 11,383 | 99.9457 | 0.0543 |
| Total | | | 29,51,55,017 | 16,47,71,910 | 55.8255 | 164760527 | 11383 | 99.9931 | 0.0069 |

Resolution Item No. 2: Special Resolution

Appointment of Mr. Ashish Jain (DIN: 00866676) as Managing Director of the Company:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 13,23,97,854 | 99.9994 | 13,23,97,854 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 34,304 | 1,13,90,151 | 0.3003 | 99.6997 |
| 3. | Public Non-Institutions | | 12,81,43,093 | 2,09,49,480 | 16.3485 | 2,09,39,058 | 10,422 | 99.9503 | 0.0497 |
| Total | | | 29,51,55,017 | 16,47,71,789 | 55.8255 | 15,33,71,216 | 1,14,00,573 | 93.0810 | 6.9190 |

Resolution Item No. 3: Special Resolution

Appointment of Ms. Poornima Prabhu (DIN: 03114937) as an Independent Director of the Company for a term of five consecutive years from September 27, 2024 to September 26, 2029:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[2]/[1]*100 | [4] | [5] | [6]=[4]/[2]*100 | [7]=[5]/[2]*100 |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 13,23,97,854 | 99.9994 | 13,23,97,854 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 1,14,24,455 | 0 | 100.0000 | 0.0000 |
| 3. | Public Non-Institutions | | 12,81,43,093 | 2,09,48,630 | 16.3478 | 2,09,38,308 | 10,322 | 99.9507 | 0.0493 |
| Total | | | 29,51,55,017 | 16,47,70,939 | 55.8252 | 16,47,60,617 | 10,322 | 99.9937 | 0.0063 |

Resolution Item No. 4: Ordinary Resolution

Appointment of Mrs. Sonalika Jain as President of the Company:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes -against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 13,23,97,854 | 99.9994 | 13,23,97,854 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 78,43,950 | 35,80,505 | 68.6593 | 31.3407 |
| 3. | Public non-institutions | | 12,81,43,093 | 2,09,48,680 | 16.3479 | 2,09,20,335 | 28,345 | 99.8647 | 0.1353 |
| Total | | | 29,51,55,017 | 16,47,70,989 | 55.8252 | 16,11,62,139 | 36,08,850 | 97.8098 | 2.1902 |

Resolution Item No. 5: Ordinary Resolution

Re- Classification of shareholding from “Promoter Group” Category to “Public Category” through an Ordinary Resolution:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | $[3]=\{[2]/[1]\} * 100$ | [4] | [5] | $[6]=\{[4]/[2]\} * 100$ | $[7]=\{[5]/[2]\} * 100$ |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 6,32,89,423 | 47.8022 | 6,32,89,423 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 1,13,04,990 | 1,19,465 | 98.9543 | 1.0457 |
| 3. | Public non-institutions | | 12,81,43,093 | 2,09,48,680 | 16.3479 | 2,09,35,816 | 12,864 | 99.9386 | 0.0614 |
| Total | | | 29,51,55,017 | 9,56,62,558 | 32.4110 | 9,55,30,229 | 1,32,329 | 99.8617 | 0.1383 |

Resolution Item No. 6: Ordinary Resolution

Payment of performance-based Bonus to Mr. Saatvik Jain, President of the Company:

| Sr. No. | Category | Mode of voting | Total no. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------|-----------------------------|---------------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]={{[2]/[1]}*100} | [4] | [5] | [6]={{[4]/[2]}*100} | [7]={{[5]/[2]}*100} |
| 1. | Promoter and Promoter Group | Remote e-voting through Postal Ballot | 13,23,98,684 | 13,23,97,854 | 99.9994 | 13,23,97,854 | 0 | 100.0000 | 0.0000 |
| 2. | Public Institutions | | 3,46,13,240 | 1,14,24,455 | 33.0060 | 34,304 | 1,13,90,151 | 0.3003 | 99.6997 |
| 3. | Public non-institutions | | 12,81,43,093 | 2,09,46,180 | 16.3459 | 2,09,32,663 | 13,517 | 99.9355 | 0.0645 |
| Total | | | 29,51,55,017 | 16,47,68,489 | 55.8244 | 15,33,64,821 | 1,14,03,668 | 93.0790 | 6.9210 |

It is to be noted that:

1. Voting rights on the shares transferred to Unclaimed Suspense Account and Investor Education and Protection Fund are frozen.
2. There were no invalid votes cast on the above resolutions.
3. The votes polled does not include abstained votes.
4. The aforesaid resolutions were passed by the members of the Company with requisite majority.
5. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,

**For MMJB & Associates LLP
Company Secretaries**

For DCW Limited

**Saurabh Agarwal
Designated Partner
FCS: 9290
CP: 20907
PR: 2826/2022
UDIN: F009290F003450068
Date: December 20, 2024
Place: Mumbai**

**Bakul Premchand Jain
Chairperson & Managing Director
DIN: 00380256
Place: Mumbai**