



31st August, 2015

National Stock Exchange of India Ltd.
Exchange Plaza Bldg.
5th Floor, Plot No.C-1
'G' Block, Near Wockhardt,
Bandra Kurla Complex
Mumbai - 400 051.
Fax : 26598237/38

Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 76th Annual General Meeting

Dear Sir/Madam,

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 76th Annual General Meeting held on 27th August, 2015 transacted the following business:

2015 transacted the

Sr. No.	Description	Particulars		
1.	Date of the AGM	27 th August 2015		
2.	Book Closure Date	18 th August, 2015 to 27th August, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	54,686		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	Category of Shareholders	In Person	Proxy	Total
	Promoter and Promoter Group	10	16	26
	Financial Institution	0	0	0
	Public	63	0	63
	Total	73	16	89
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			

Outcome of the Annual General Meeting of the Members of the Company

DCW LIMITED

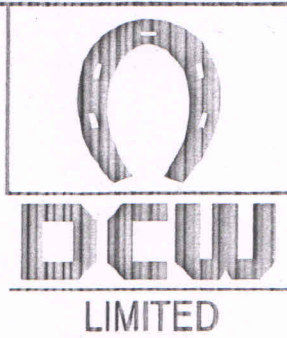
HEAD OFFICE :

"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@dcwlt.com, Website: www.dcwlt.com, CIN-L24110GJ1939PLC000748



: 2 :

The Annual General Meeting of the Members of the Company was held on Thursday, the 27th day of August, 2015 at 10.00 a.m. at Registered Office of the Company (at Guest House No. 2) at Dhrangadhra-363315, Gujarat. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business as are provided as under:

Result of Remote E-voting and by Poll as per Clause 35 A of the Listing Agreement is as under:

Resolution No 1

Ordinary Resolution: To consider and adopt the audited financial statement year ended March 31, 2015 and the reports of the Directors and Auditors thereon.

Promoter/ Public	No. of Shares Held +	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares 7 = $[3/2 \times (100)]$	No. of Valid Votes in Favour (8)	No. of Valid Votes against (9)	% of Votes in Favour on valid votes polled 10 = $[8/4 \times (100)]$	% of votes against on valid votes polled 11 = $[9/4 \times (100)]$
(1)	(2)	(3)	(4)	(6)					
Promoter and Promoter Group	102622180	87330985	86193985	1322180	85.10%	86193985	0	100%	0
Public Institutional holders	23777178	0	0	0	0	0	0	0	0
Public Others	84386549	20591467	20589442	2025	24.40%	20589237	205	99.99%	0.01%
Total	210785907	107922452	106783427	1324205	51.20%	106783222	205	99.99%	0.01%

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: 3 :

Resolution No 2

Ordinary Resolution: To appoint a Director in place of Shri Mudit Jain, who retires by rotation and being eligible, offers himself for reappointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes(excl uding interested parties)	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes again st	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6)	7 = [3/2*(100)]	(8)	(9)	10 = [8/5*(100)]	11 = [9/5*(100)]
Promoter and Promoter Group	102622180	87330985	0	24907169	1322180	85.10%	24907169	0	100%	0
Public Institutional holders	23777178	0	0	0	0	0	0	0	0	0
Public Others	84386549	21591467	0	21589442	2025	22.83%	21576210	13232	99.93%	0.07%
Total	210785907	108922452	0	46496611	1324205	51.20%	46483379	13232	99.97%	0.03%

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: 4 :

Resolution No 3

Ordinary Resolution: To appoint M/s. V. Shankar Aiyar & Co., Chartered Accountants as Auditors and to fix their remuneration in this connection.

Promoter/ Public	No. of Shares Held +	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares $6 = [3/2*(100)]$	No. of Valid Votes in Favour (7)	No. of Valid Votes against (8)	% of Votes in Favour on valid votes polled $9 = [7/4*(100)]$	% of votes against on valid votes polled $10 = [8/4*(100)]$
(1)	(2)	(3)	(4)	(5)					
Promoter and Promoter Group	102622180	87330985	86193985	1322180	85.10%	86193985	0	100%	0
Public Institutional holders	23777178	0	0	0	0	0	0	0	0
Public Others	84386549	20590267	20588242	2025	24.40%	20585198	3044	99.99%	0.01%
Total	210785907	107921252	106782227	1324205	51.20%	106779183	3044	99.99%	0.01%

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: 5 :

Resolution No 4

Ordinary Resolution: To approve remuneration payable to Cost Auditors M/s. R. Nanabhoy & Co. and N.D. Birla for the financial year 2015-16.

Promoter/ Public	No. of Shares Held +	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares $6 = [3/2*(100)]$	No. of Valid Votes in Favour (7)	No. of Valid Votes against	% of Votes in Favour on valid votes polled $9 = [7/4*(100)]$	% of votes against on valid votes polled $10 = [8/4*(100)]$
(1)	(2)	(3)	(4)	(5)			(8)		
Promoter and Promoter Group	102622180	87330985	86193985	1322180	85.10%	85317947	876038	98.98%	0.02%
Public Institutional holders	23777178	0	0	0	0	0	0	0	0
Public Others	84386549	20546367	20544342	2025	24.35%	14775898	5768444	71.98%	28.02%
Total	210785907	107877352	106738327	1324205	51.18%	100093845	6644482	93.77%	6.23%

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: 6 :

Resolution No 5

Special Resolution: To approve preferential issue of Equity Shares/convertible warrants to the Promoters and business associates.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes(exc luding interested parties)	No. Of valid Votes	No. Of Invalid Votes (including Interested Parties)	% of Votes Polled on outstandin g Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled 11 = [9/5*(100)]
(1)	(2)	(3)	(4)	(5)	(6)	7 = [3/2*(100)]	(8)	(9)	10 = [8/5*(100)]	
Promoter and Promoter Group	102622180	1322180	0	0	1322180	1.29%	0	0	0	0
Public Institutional holders	23777178	0	0	0	0	0	0	0	0	0
Public Others	84386549	41157843	0	41155818	2025	48.77%	41152956	2862	99.99%	0.01%
Total	210785907	42480023	0	41155818	1324205	20.15%	41152956	2862	99.99%	0.01%

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

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Request you to kindly take the same on record.

Yours Faithfully,

For **DCW LIMITED**

Jigna Karnick

Dy. Company Secretary

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