



October 1, 2016

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 : 26598237/3866418124/25/26;
26598348

The Mumbai Stock Exchange

Department of Corporate Services,
1st floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Fax : 272 3121 / 3719 / 2037 / 2039

Sub: Voting Results of the 77th Annual General Meeting of the Company held on September 29, 2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), please find attached the voting results of the Annual General Meeting of the Company held on September 29, 2016.

For DCW LTD


Dy. Company Secretary.

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@dcwltd.com, Website: www.dcwltd.com, CIN-L24110GJ1939PLC000748

FORM NO. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20(4)(xii) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,

NAME OF THE COMPANY	DCW LIMITED
MEETING	77 th Annual General Meeting
DATE & TIME	Thursday, 29 th September, 2016 at 10:00 a.m.
VENUE	Guest House No. 2 at Dhrangadhra-363315 Gujarat

Dear Sir,

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 13/16, Kapadia Chambers, 599, J.S.S. Road, Chira Bazaar, Mumbai- 400002 was appointed as Scrutinizer by the Board of Directors of **DCW LIMITED** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 77th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 29th September, 2016 at 10:00 a.m. at Guest House No. 2 at Dhrangadhra-363315 Gujarat, India, submit my report as under:



1. Dispatch of Notice convening the Meeting

The Notice dated 13th August, 2016 along with the statement setting out material fact under Section 102 of the Companies Act, 2013 was sent to the Shareholders/Beneficiary owners in respect of the Resolutions which were to be passed at the 77th Annual General Meeting of the Company. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Depository Service Limited (NSDL), the Company completed dispatch of the Notice of the AGM as under;

2. Cut-off Date

The Voting rights were reckoned as on **22nd September, 2016** being the cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting and Voting at the Meeting.

3. Remote e-Voting

i. Agency:

The Company has appointed National Depository Service Limited (NSDL) as the Agency for providing the remote e-Voting platform.

ii. Remote e-Voting:

The remote e-Voting platform was open from 10:00 A.M. on Monday, 26th September, 2016 upto 5.00 P.M. on Wednesday, 28th September, 2016 and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-Voting platform provided by NSDL.

4. Voting at the AGM

1. Members present in person / through authorised representatives-	44
Members present through Proxy	21
Members who cast vote through Poll (including Members with multiple folio and shares held in joint names)	65

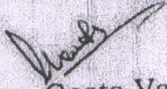


ii. After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in my presence with due identification mark placed by me.

iii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

5. Counting Process:

i. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 9:41 a.m. in presence of two witnesses who were not in the employment of the Company. The ballot box was opened and polling papers were removed and examined.


Name: Ms. Geeta Vandur


Name: Ms. Paridhi Maheshwari

ii. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Service Depository Limited (NSDL) (<https://www.evoting.nsdl.com>)

iii. Three Ballot Forms were found invalid. Hence, votes cast through these Ballot Forms were not considered in the result.

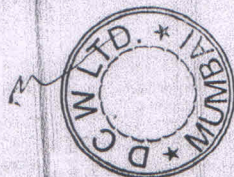
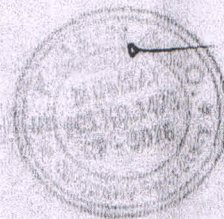
iv. The combined result of remote E-voting and poll is as under:



VOTING RESULTS

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

29 th September, 2016	
Date of the AGM/EGM	
Total number of shareholders on record date	
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	34
Public:	31
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public	0



Resolution No. 1

To Adopt Audited Financial Statements for the year ended 31st March, 2016 and reports of the Directors and Auditors thereon.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		102831881	94.8927	102831881	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	103087449	95.1285	103087449	0	100	0
			0	0	0	0	0	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
			0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847001	6.4570	5846896	105	99.9982	0.0017
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	5869161	6.4815	5869056	105	99.9983	0.0017
			0	0	0	0	0	0
Total		219178657						



Resolution No. 2

To Appoint Mr. P.K Jain who retires by rotation and offers himself for re-appointment.

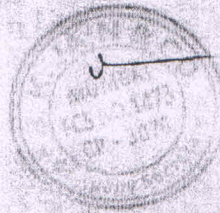
Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		102831881	94.8927	102831881	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	103087449	95.1285	103087449	0	100	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847026	6.7399	5832851	14175	99.7575	0.2322
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	5869186	6.7637	5855011	14175	99.7585	0.2322
Total		219178657						



Resolution No. 3

To Appoint Auditors M/s V. Sankar Aiyar & Co.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		102831881	94.8927	102831881	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	103087449	95.1285	103087449	0	100	0
			0	0	0	0	0	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
			0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847026	6.4570	5846766	260	99.9955	0.0044
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	5869186	6.4815	5868923	260	99.9956	0.0044
								0
Total		219178657						

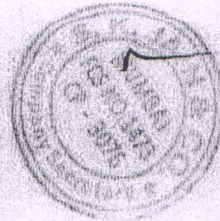


Resolution No. 4

To Re-appoint Shri Vivek Jain as Managing Director by Special Resolution

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		*89382888	82.4820	89382888	0	100	0
	Postal Ballot (not applicable)	108366437	0	0	0	0	0	0
	Total		89638456	82.7178	89638456	0	100	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)	20260131	0	0	0	0	0	0
	Total		0	0	0	5275	99.9097	0.0902
Public- Non Institutions	E-Voting	90552089	5847026	6.4570	5841751	0	100	0
	Poll		22160	0.0245	22160	0	0	0
	Postal Ballot (not applicable)	90552089	0	0	0	0	0	0
	Total		5869186	6.4815	5863911	5275	99.9101	0.0899
Total		219178657						

*Excluding 13448993 votes polled by Mr. Vivek Jain and his relatives who were interested in the Resolution



Resolution No. 5

To Re-appoint Shri Mudit Jain as Managing Director by Special Resolution

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		*88418597	81.5922	88418597	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	88674165	81.8280	88674165	0	100	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847026	6.4570	5832851	14175	99.7573	0.2424
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	5869186	6.4815	5855011	14175	99.7584	0.2424
Total		219178657						

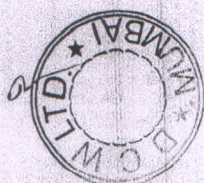
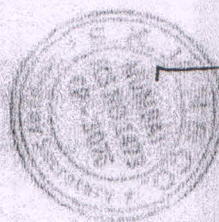
***Excluding 14413284 votes polled by Mr. Mudit Jain and his relatives who were interested in the Resolution**



Resolution No. 6

To Approve Remuneration payable to Cost Auditors for the year ending 31/07/2017 by Ordinary Resolution

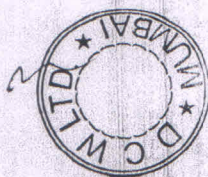
Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		102831881	94.8927	102831881	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	103087449	95.1285	103087449	0	100	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847026	6.4570	5846766	260	99.9955	0.0044
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	5859186	6.4815	5869926	260	99.9956	0.0044
Total		219178657						



Resolution No. 7

To Determine fees payable by a Member for delivery of document through a particular mode by Ordinary Resolution.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	108366437	255568	0.2358	255568	0	100	0
	Poll		102831881	94.8927	102831881	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	108366437	103087449	95.1285	103087449	0	100	0
Public- Institutions	E-Voting	20260131	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	20260131	0	0	0	0	0	0
Public- Non Institutions	E-Voting	90552089	5847026	6.4570	5846626	400	99.9931	0.0068
	Poll		22160	0.0245	22160	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total	90552089	58691186	6.4815	5868786	400	99.9943	0.0068
Total		219178657						



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To Adopt Audited Financial Statements for the year ended 31 st March, 2016 and reports of the Directors and Auditors thereon.	Ordinary Resolution	99.99	00.01
2.	To Appoint Mr. P.K Jain who retires by rotation and offers himself for re-appointment.	Ordinary Resolution	99.76	0.24
3.	To Appoint Auditors M/s V. Sankar Aiyar & Co.	Ordinary Resolution	99.99	0.01
4.	To Re-appoint of Shri Vivek Jain as Managing Director by Special Resolution.	Special Resolution	99.91	0.09
5.	To Re-appoint Shri Mudit Jain as Managing Director by Special Resolution.	Special Resolution	99.75	0.25
6.	To Approve Remuneration payable to Cost Auditors for the year ending 31/07/2017 by Ordinary Resolution.	Ordinary Resolution	99.99	0.01
7.	To Determine fees payable by a Member for delivery of document through a particular mode by Ordinary Resolution.	Ordinary Resolution	99.99	0.01



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

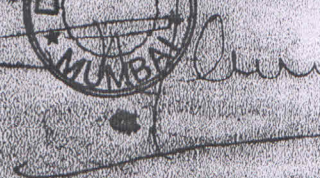
Thanking You,

Yours Faithfully,


Dr. S. K. Jain
Practicing Company Secretary

Place: Mumbai
Date: 01/10/2016




Pramod Kumar Jain
Chairman