



September 29, 2017

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 78th Annual General Meeting of the Company held on September 28, 2017.

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 28, 2017.

For DCW LTD



Irena Karnick

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
D C W Limited
Dhrangadhra,
GJ -363315

Dear Sir,

Sub: Consolidated Scrutinizer's Report of Remote E-voting and Poll conducted at the 78th Annual General Meeting of D C W Limited held on Thursday, 28th September, 2017 at 10:00 a.m.

I, **Dr. S. K. Jain**, Practicing Company Secretary, at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai - 400001 was appointed as Scrutinizer by the Board of Directors of **D C W 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 ("the Act") read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended 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 78th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 28th September, 2017 at 10:00 a.m. at Dhrangadhra GJ-363315, submit my report as under:

The Notice dated August 14, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders on 29th August, 2017 in respect of the below mentioned Resolutions proposed at the Seventy Eighth Annual General Meeting of the Company.



11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P. D'Mello Road, Mumbai 400001.
Mob.: 96196 43088 / 93206 47478 • Off.: 2207 5288 / 4004 3784
E-mail : skjaincs1944@gmail.com / csskjain1944@gmail.com

Resolutions proposed at the Seventy Eighth Annual General Meeting of the Company.

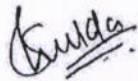
The Company had availed the E-voting facility offered by the central Depository services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders holding shares as on the cut-off date of **21st September, 2017** were entitled to vote on the Resolutions as contained in the Notice of the Thirty Second Annual General Meeting.

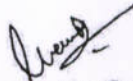
The voting period for Remote E-voting commenced on Tuesday, September 25, 2017 at 10:00 a.m. (IST) and ended on Thursday, September 27, 2017 5:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the time fixed for closing of the poll by the Chairman one ballot box kept for polling was locked in presence of Mr. Manoj Jain authorized by S. K. Jain & Co., Scrutinizer with due identification mark placed by me.

After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked at around 5:30 p.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. Sweta Shukla



Name: Ms. Geeta Vandur

Mr. Manoj Jain carried locked Ballot Box to Mumbai at my Office. The locked ballot box was 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.

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 Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)



Voting at the AGM

Members present in person / through authorized representatives-	55
Members Present through Proxy	18
Members present but did not participate in Poll as they had exercised their votes through E-Voting-	0
Members present but did not participate in Poll and also did not exercise their votes through E-Voting-	6
Member who cast their vote through Poll	31

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]

Company Name	DCW LIMITED
Date of the AGM	September 28, 2017
Total number of Shareholders on cut-off date:	52497
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	29
Public:	20
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	0
Public:	0



Agenda-wise Disclosure

Resolution No. 1 - To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Report of the Directors and Auditors thereon.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			ORDINARY RESOLUTION					
			NO					
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		0	0	0	0	0	0
	Poll		103926591	99.8692	103926591	0	100	0
	Total	104062640	103926591	99.8692	103926591	0	100	0
					1			
Public-Institutions	E-Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E-Voting		62420	0.0655	62035	385	99.38	0.6167
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	77302	0.08121	76917	385	99.5019	0.4980
Total		219681407	110683558	50.3836	110683173	385	99.9997	0.0003



Resolution No. 2 - To appoint a director in place of Shri Vivek Jain (DIN: 00502027) who retires by rotation and being eligible has offered 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	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		0	0	0	0	0	0
	Poll		103926591	99.8692	103926591	0	100	0
	Total	104062640	103926591	99.8692	103926591	0	100	0
Public- Institutions	E- Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E- Voting		62320	0.0654	53930	8390	86.5372	13.4627
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	77202	0.0811	68812	8390	89.1324	10.8675
Total		219681407	110683458	50.3836	110675068	8390	99.9925	0.0075



Resolution No. 3 - To appoint M/s. Chhajed & Doshi,, Chartered Accountants (ICAI FRN: 101794W) as Statutory Auditors of the Company to hold office from the conclusion of the 78th Annual General Meeting till the conclusion of the 83rd Annual General Meeting of the Company and to fix their remuneration.

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		0	0	0	0	0	0
	Poll		103926591	99.8692	103926591	0	100	0
	Total	104062640	103926591	99.8692	103926591	0	100	0
Public- Institutions	E- Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E- Voting		62420	0.0655	62030	390	90.3752	0.6247
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	77302	0.0812	76912	390	99.4954	0.5045
Total		219681407	110683558	50.3836	110683168	390	99.9996	0.000355



Resolution No. 4 - To Consider and approve re-appointment of Shri P.K. Jain (DIN : 00380458) as Managing Director of the Company.

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			Yes					
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		0	0	0	0	0	0
	Poll		33336487	32.0350	33336487	0	100	0
	Total	104062640	33336487	32.0350	33336487	0	100	0
Public- Institutions	E- Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E- Voting		64620	0.06789	56230	8390	87.0164	12.9835
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	79502	0.0835	71112	8390	89.4468	10.5531
Total		219681407	40095654	18.2817	40087264	8390	99.9790	0.0209

- Excluding 70590104 votes poll by Mr Pramod Kumar Jain and his relatives who were interested in the Resolution



Resolution No. 5 - To Re-appoint Mr. Bakul Jain (DIN No. 00380458) as Managing Director of the Company

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			Yes					
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		0	0	0	0	0	0
	Poll		44116328	42.3940	44116328	0	100	0
	Total	104062640	44116328	42.3940	44116328	0	100	0
Public- Institutions	E-Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E-Voting		64560	0.0678	31170	33390	48.2806	51.7193
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	79442	0.0834	46052	33390	57.9693	42.0306
Total		219681407	50875435	23.1587	50842045	33390	99.9344	0.0656

- Excluding 59810263 votes poll by Mr Bakul Jain and his relatives who were interested in the Resolution



**Resolution No. 6 - To approve remuneration payable to cost auditors R. Nanabhoy & Co
and N.D. Birla for the Financial year ending March 31, 2018**

Resolution required: Whether promoter/ promoter group are interested in the agenda/resolution?			SPECIAL RESOLUTION					
			NO					
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		0	0	0	0	0	0
	Poll		103926591	99.8692	103926591	0	100	0
	Total	104062640	103926591	99.8692	103926591	0	100	0
Public- Institutions	E- Voting		6679665	32.6825	6679665	0	100	0
	Poll		0	0	0	0	0	0
	Total	20438035	6679665	32.6825	6679665	0	100	0
Public- Non Institutions	E- Voting		62420	0.0655	62030	390	99.3752	0.6247
	Poll		14882	0.0156	14882	0	100	0
	Total	95180732	77302	0.08121	76912	390	99.4594	0.5045
Total		219681407	110683558	50.3836	110683168	390	99.9997	0.0003



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Report of the Directors and Auditors thereon.	Ordinary Resolution	99.9997	0.0003
2.	To appoint a director in place of Mr. Vivek Jain (DIN: 00502027) who retires by rotation and being eligible has offered himself for re-appointment.	Ordinary Resolution	99.9925	0.0075
3.	To appoint M/s. Chhajed & Doshi & Co., Chartered Accountants (ICAI FRN: 101794W) as Statutory Auditors of the Company to hold office from the conclusion of the 78 th Annual General Meeting till the conclusion of the 83 rd Annual General Meeting of the Company and to fix their remuneration.	Ordinary Resolution	99.9996	0.000355
4.	To Re-appointment Shri P.K.Jain (DIN No. 00380458) as Managing Director of the Company.	Special Resolution	99.9790	0.0209
5.	To Re-appointment Shri Bakul Jain (DIN No. 00380256) as Managing Director of the Company.	Special Resolution	99.9344	0.0656
6.	To approve remuneration payable to cost auditor R.	Special	99.9997	0.0003

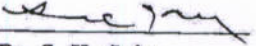


Nanabhoy & Co. And N.D. Birla & Co. For the F.Y 31 st March 2018	Resolution		
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The poll papers and all other relevant records of voting were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,


Dr. S. K. Jain
Practicing Company Secretary



Place: Mumbai
Date: 29th September, 2017